



## Town of Portsmouth

Jacob L. Caron  
Network Manager  
2200 E Main Road  
Portsmouth, RI 02871

# Proposal for AV System for Town Hall



July 21, 2021

**Submitted by:**

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**Custom Computer Specialists**  
Right People. Right Results.®  
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## 1. Introduction

Thank you for the opportunity to provide the Town of Portsmouth with this proposal. We understand that the Town would like to implement an upgraded AV solution for Town Hall that will support hybrid meetings. The pages that follow detail our proposed solution.

As one of the Northeast's premier technology integrators, Custom Computer Specialists, Inc. ("Custom") is exceptionally positioned to help. We are a proven technology leader in the public and private sector community (see Appendix B: About Custom Computer Specialists, Inc. for more details). With over 40 years' experience supporting the technology goals of our clients, our goal is to simply help you do what you do better. We are excited by this opportunity to work with you and invite you to review our proposal.

## 2. Custom's Solution

### Overview

To address your needs for an upgraded AV solution to support hybrid meetings in Town Hall, we have developed a solution that includes a combination of Cisco WebEx Room Kit, WebEx Services and an upgrade to the video system in Town Hall.

***"There is a point where a customer's specific expectations on quality, cost and timing converge. This is the point that offers a particular customer their best value. Hit that point!"***

***- Gregory Galdi, President and Founder***

The Cisco Webex® Room Kit Pro provides a powerful and flexible platform for creating the ultimate video collaboration experience or large, custom video rooms. The Room Kit Pro acts as the audio and video engine for Ultra-High-Definition (UHD) video collaboration applications and AV integrations in which multiple screens, cameras, and content sources are required, similar to the needs in the Chamber. The Room Kit Pro delivers up to 2160p60 end-to-end UHD video. The codec's rich set of video and audio inputs, flexible media engine, and support for up to three screens enable a variety of use cases, adaptable to your specific needs.

With the Room Kit Pro, Cisco is helping customers experience smarter meetings, enable smarter presentations, and create smarter room and device integrations. And when registered to the Cisco Webex in the cloud, additional cloud-based functionalities are enabled that enhance the user experience and team workflow as well as further simplifying deployment:

- *Smart meetings:* Powerful, integrated cameras deliver intelligent view capabilities, such as automatic framing and speaker tracking; automatic noise suppression reductions meeting disruptions
- *Smart presentations:* Supports up to three screens, dual content sources, wireless sharing, and 4K content make for great presentations
- *Smart integrations:* People count for usage metrics and resource allocation; tight integrations with screens to enhance user interactions; APIs and macros allow meeting personalization
- *Registration flexibility:* Built for both cloud and on-premises deployment, protecting your investment

This solution also provides for the following application features:

- Supports Cisco Intelligent Proximity for content sharing to mobile devices and wireless sharing from Macs and PCs
- Supports switched conferencing for enhanced layouts and enabling video on multiple screens Participate in Cisco Webex™ whiteboarding sessions from the Webex app; receive on-screen notification of shared whiteboard content (supported on cloud-registered devices)
- Embedded MultiSite with up to 5 participants
- 6 simultaneous video inputs that can be combined individually on all 3 outputs
- Calls with HD video and UHD content
- Simplified join-meeting experience with One Button to Push (OBTP)
- Ideal for team-based collaboration, boardrooms, meeting rooms, and industry applications

To provide for the hybrid integration of the in-person meeting and remote attendees, we have included WebEx Events for conferencing. Webex Meetings offers secure, integrated audio, video, and content sharing from any device, anywhere.

For the cameras, the Cisco Room Kit Pro Precision 60 cam will be placed in the ceiling and will be set up to cover the 11 board member seats. This will be set up as Camera 1 and will be the main camera. An additional Precision 60 Camera will be used as a presenter cam, meaning and will set up a parameter within the Lectern. As an individual enters this perimeter/podium, the far-end view switches from camera 1 to camera 2 (to speaker at the podium). This process will shut off camera 1 and everyone on the far-end will view the speaker at the Lectern. With this unique camera approach, the system digitally locates and presents a close up of the active speaker while preparing to find and present the next active speaker. The result is seamless camera switching with an uninterrupted meeting experience.

The Cisco Touch 10 will either be located at the lectern or mediators seat. The functionality of the Touch 10 includes:

- One Touch to start the meeting
- Audience Microphone control
- Content Sharing

We will provide an HDMI connection at the lectern for presentation purposes. We have also provided Clickshare Barco, which is a wireless share dongle. Audio will be played over the existing (8) New JBL Speakers. Please note: Since the quality of the current speakers is unknown, we will replace the (6) current with new speakers.

**Functionality Description:** Content will be presented on (4) 75" displays mounted in the middle far left and far right side of the room using pole mounts extending from the ceiling. The Cisco Codec (RoomKit Pro), and other rackable room components will be housed in the existing rack. We shall provide an HDMI connection (1) will be available either at the lectern or mediator location. Room control will be presented on the Cisco Touch 10 in front of the mediator or at the lectern location.

Scope of Work: Custom's Scope of Work will include the following:

- Custom will provide a HDMI input at the conference room table for connectivity to a laptop
- *Displays:* There will be (4) 75" display mounted in the middle of the room on the far left and right side of the room using the existing pole mounts; (2) displays will be front facing the bench, the other (2) displays will be facing the audience
- *Audio:* The audio will flow as follows:
  - Captured by 11 Shure Table Microphones w/ base
  - Captured by 1 Shure Lectern Microphone w/ base
  - Captured by 1 Shure Wireless handheld for the audience with stand and floor base
  - Played back through (8) in ceiling speakers
- For conferencing, we have included WebEx meetings
- *Control:* Touch 10 will be located at the Mediators seat or lectern
- *Equipment Location:*
  - Displays - ceiling mounted middle left and right of the room
  - Cisco RoomKit Pro Codec will be installed in a rack
  - Cisco P60 Presenter Cam (1) will be installed in the ceiling, covering the 11 seats at the bench
  - P60 Presenter Cam (2) will be installed on the wall, facing the Podium

- Mount the Cisco WebEx Room Kit Plus into the cabinet
- Mount the Cameras, one in the ceiling covering the 11 seats at the bench and one on the wall facing the Podium
- Mount the Camera Interface Module next to each camera
- Connect RCC-C001 video cable between the RC5-CE Camera End's HDMI connector labeled "VIDEO INPUT" and the camera's HDMI connector
- Connect the RCC-C002 control cable between the RC5-CE's RJ45 connector labeled "ETHERNET" and the camera's RJ45 input
- Connect the PPC-003 power cable between the RC5CE's power connector labeled "+12V Power" and the camera's power input
- Mount the Codec/Head-End Interface Module in the Sound System cabinet next to the WebEx Room Kit Encoder
- Connect the RCC-H001 cable between the RC5-HE's HDMI connector, labeled "VIDEO OUT" and the codec's HDMI input
- Connect the RCC-H016 cable between the Cisco Codec's RJ45 Ethernet "Appliance" port and the RC5-HE's RJ45 Layer 2 Ethernet port labeled 'Port 1'
- Utilize 'Ethernet 2' to connect the second RC5-HE module for Camera 2
- Connect one end of your SCTLink™ cable to the RC5-HE module's "SCTLink™" port. Connect the other end to the RC5-CE module's "SCTLink™" port
- Connect the WPS-12 power supply to the RC5-HE's power input labeled "Power +30VDC"
- Connect the codec cables
- Upgrade the software on the codec
- Complete the software setup and configuration for Town of Portsmouth's WebEx domain
- Supply and Install all new HDMI and VGA cables for input locations
- Test and document full configuration
- Provide end-user training and administration overview

### 3. Conclusion and Pricing

Thank you again for the opportunity to provide a proposal for this important initiative. We are excited by the potential to work together and are committed to exceeding your expectations. Custom’s fees for the project as outlined in this proposal are as follow:

Description:	Fee:
*Product and Services	\$130,853.65
<b>Total:</b>	<b>\$130,853.65</b>

*\*Please see Appendix A for a detailed Bill of Materials.*

Payment Terms:

- Product and equipment will be invoiced upon delivery. All product and service invoice payments are due net 30 from date of invoice.

Assumptions:

In developing our proposal, Custom made the following assumptions.

- A single point of contact will be assigned by Town of Portsmouth to work with Custom during this engagement and work area access will be provided in a timely manner.
- Proper electric service and rack space will be available in all rooms or spaces where project related equipment will be installed
- Access and passwords to the network will be provided to Custom, as required, for the efficient conduct of project activities.
- Any hardware, software and required licensing that Town of Portsmouth is responsible for procuring will be available to Custom at the time of installation.
- Except for the work specifically provided for in this proposal, Custom is not responsible for repairing, upgrading, or replacing any existing equipment that is found to be defective or substandard.
- Any work requested that is outside of the scope defined in this proposal will be agreed upon by both parties for approval. The cost and/or schedule impact of the change requested shall be documented in a project change order.

#### 4. Getting Started

To get started, please complete the following activities using the contact information below:

- Sign and return the included proposal acceptance section
- Work with your Account Executive to schedule a mutually agreeable start date

Return to:

Paul Johnson  
Director – Strategic Accounts  
Custom Computer Specialists, Inc.  
Phone: 401.775.1181  
Fax: 401.765.6440  
Email: [pjohnson@customonline.com](mailto:pjohnson@customonline.com)

#### 5. Acceptance: AV System for Town Hall

By signing in the space provided below, each party acknowledges and accepts the scope of services and pricing described herein in accordance with the Terms and Conditions provided. I authorize Custom Computer Specialists, Inc. to begin the procurement and delivery of any materials contained in this proposal, and to commence the work / labor contained therein.

**Town of Portsmouth:**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

**Custom Computer Specialists, Inc.:**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_



**Appendix A: Detailed Bill of Materials**

Section Town of Portsmouth - AV Video Streaming						
A: Section Summary: WebEx Licenses						
Item No.	ITEM	MAKE	MODEL/PART NUMBER	QTY	UNIT PRICE	EXT. PRICE
A.01	Flex Public Sector	Cisco	A-FLEX-PUBLICSECT	1	\$0.00	\$0.00
A.02	Basic Support for Flex Plan	Cisco	SVS-FLEX-SUPT-BAS	1	\$0.00	\$0.00
A.03	NU Cloud Meetings - Meetings Suite (1)	Cisco	A-FLEX-NUCM-EE	5	\$457.92	\$2,289.60
A.04	NU Meetings Bridge Country Call Back Audio (1)	Cisco	A-FLEX-NU-BCCB	5	\$34.56	\$172.80
A.05	Included VoIP (1)	Cisco	A-SPK-VOIP	1	\$0.00	\$0.00
A.06	A-FLEX Webex Edge Audio	Cisco	A-FLEX-EDGAUD-USER	5	\$0.00	\$0.00
A.07	Messaging Entitlement	Cisco	A-FLEX-MSG-ENT	5	\$0.00	\$0.00
A.08	File Storage Entitlement	Cisco	A-FLEX-FILESTG-ENT	100	\$0.00	\$0.00
A.09	Meetings Suite Entitlement (1)	Cisco	A-FLEX-EE-ENT	5	\$0.00	\$0.00
A.10	Included Webex Storage for Flex	Cisco	A-FLEX-WX-STG	10	\$0.00	\$0.00
A.11	Flex Public Sector	Cisco	A-FLEX-PUBLICSECT	1	\$0.00	\$0.00
A.12	Basic Support for Flex Plan	Cisco	SVS-FLEX-SUPT-BAS	1	\$0.00	\$0.00
A.13	NU Cloud Meetings - Meetings (1)	Cisco	A-FLEX-NUCM-MC	5	\$255.42	\$1,277.10
A.14	NU Cloud Meetings - Events (1)	Cisco	A-FLEX-NUCM-EC	1	\$4,104.00	\$4,104.00
A.15	NU Meetings Bridge Country Call Back Audio (1)	Cisco	A-FLEX-NU-BCCB	6	\$43.20	\$259.20
A.16	Included VoIP (1)	Cisco	A-SPK-VOIP	1	\$0.00	\$0.00
A.17	A-FLEX Webex Edge Audio	Cisco	A-FLEX-EDGAUD-USER	6	\$0.00	\$0.00
A.18	Messaging Entitlement	Cisco	A-FLEX-MSG-ENT	5	\$0.00	\$0.00
A.19	File Storage Entitlement	Cisco	A-FLEX-FILESTG-ENT	100	\$0.00	\$0.00
A.20	Meetings Entitlement (1)	Cisco	A-FLEX-MC-ENT	5	\$0.00	\$0.00
A.21	Events Entitlement (1)	Cisco	A-FLEX-EC-ENT	1	\$0.00	\$0.00
A.22	Included Webex Storage for Flex	Cisco	A-FLEX-WX-STG	10	\$0.00	\$0.00
A.23	Webex Device Cloud Subscription (36-month)	Cisco	A-FLEX-C-DEVICE	9	\$764.64	\$6,881.76
					<b>Sub-Total</b>	<b>\$14,984.46</b>

<b>B: Section Summary: WebEx Encoder and Camera Kits</b>						
Item No.	ITEM	MAKE	MODEL/PART NUMBER	QTY	UNIT PRICE	EXT. PRICE
B.01	BRKT FOR WM OF PRECISION 60 CAM SPARE	Cisco	CTS-CAM60-BRKT=	2	\$157.85	\$315.70
B.02	TELEPRESENCE PRECISION 60 CAM SPARE	Cisco	CTS-CAM-P60=	2	\$4,912.13	\$9,824.26
B.03	SOLN SUP 8X5XNBD TELEPRESENCE P	Cisco	CON-SSSNT-CTSCAM60	2	\$963.05	\$1,926.10
B.04	P/S 12V DC 40W	Cisco	PSU-12VDC-40W2=	2	\$105.60	\$211.20
B.05	Room Kit Pro P60 - Codec Pro, P60, Room Navigator-	Cisco	CS-KITPRO-P60-K9	1	\$15,648.95	\$15,648.95
B.06	SOLN SUPP 8X5XNBD Cisco Webex Room Kit Pro P60 - Codec Pro	Cisco	CON-SSSNT-CSKITPOK	1	\$2,583.15	\$2,583.15
B.07	BRKT FOR MOUNTING OF PRECISION 60 CAM	Cisco	CTS-CAM60-BRKT	1	\$157.85	\$157.85
B.08	Wall Mount Kit for Codec Pro	Cisco	CS-CPRO-WMK	1	\$137.98	\$137.98
B.09	CAB 3M GRY HDMI 2	Cisco	CAB-2HDMI-3M-GR	2	\$32.57	\$65.14
B.10	CAB 3M 10FT GRY ETH	Cisco	CAB-ETH-3M-GR	1	\$16.56	\$16.56
B.11	5M ETH CBL GRY	Cisco	CAB-ETH-5M-GR	2	\$22.00	\$44.00
B.12	Precision 60 Camera Extender Kit (includes Camera Interface module, Codec Interface Module, 1' HDMI Camera Cable, 1' UTP Cable, 1' DC Power Cable, 3' HDMI Head-End cable, 3' UTP Head-End Cable and Power Supply)	Sound Control Technologies	RemoteCam5 RC5-P60	2	\$1,327.96	\$2,655.92
B.13	On-Wall 2-gang wall-mount for Cisco Precision 60 Camera	Sound Control Technologies	RCM-CP6	2	\$107.53	\$215.06
<b>Sub-Total</b>						<b>\$33,801.87</b>
<b>C: Section Summary: Video Upgrade</b>						
Item No.	ITEM	MAKE	MODEL/PART NUMBER	QTY	UNIT PRICE	EXT. PRICE
C.01	Video System Upgrade (See detailed BOM below)	Custom	Video	1	\$74,867.32	\$74,867.32
<b>Sub-Total</b>						<b>\$74,867.32</b>

D: Installation Services:						
Item No.	ITEM	MAKE	MODEL/PART NUMBER	QTY	UNIT PRICE	EXT. PRICE
D.01	Integration	Custom	Integration - Systems Engineer	1	\$7,200.00	\$7,200.00
					<b>Sub-Total</b>	\$7,200.00
					<b>Price Total</b>	\$130,853.65

Section Town of Portsmouth - AV Video Streaming				
B: Section Summary: Video System Upgrade BOM				
Item No.	ITEM	MAKE	MODEL/PART NUMBER	QTY
B.01	75" Ultra-High Definition 3840x2160 LED TV: LG 75" Ultra-High Definition 3840x2160 LED TV	LG	75UT640SOU A	4
B.02	Truss Ceiling Adapter	Chief	CMA-365	5
B.03	8" (203 mm) Ceiling Plate: Use this flat ceiling plate with any CMS Fixed or Adjustable Extension Column to customize your installation.	Chief	CMA110	5
B.04	72"-96" adjustable extension column	Chief	CMS-0608	5
B.05	Tilt Pole Mount for Large to XL Displays	Chief	TPMUB	4
B.06	CSE-200+ CLICKSHARE + SET: The CSE-200+ offers the ClickShare experience for medium sized meeting rooms. Users simply plug the ClickShare Button into their PC or Mac and click the Button to get the content on the meeting room screen	Barco	R9861521NA	1
B.07	4K HDMI® & USB over HDBaseT® Extender 2000: A point-to-point signal extender for HDMI®, USB 2.0, RS-232, IR, and Ethernet signals.	Crestron	HD-EXT-USB-2000-C	3
B.08	Solus NX 16x8 (16 in, 8 out)	Symetrix	Solus NX 16x8	1
B.09	12" Shure Gooseneck Microphone	Shure	MX412D/C	12
B.10	Shure Gooseneck Microphone - Lectern: Cardioid-18" Desktop Gooseneck Condenser Microphone, Attached 10' XLR Cable, Logic Functions, Programmable Switch and LED Indicator, Attached Desktop Base	Shure	MX418D/C	1
B.11	Handheld Transmitter with SM58® Microphone	Shure	ULXD2/SM58 =-G50	1
B.12	Shure Standard Diversity Receiver: Single-channel Diversity Receiver. Up to 62 compatible systems (multiple bands).	Shure	ULXS4	1
B.13	Shure Dual Docking Charger with PS45US Power Supply	Shure	SBC200-US	1
B.14	1:2 HDMI® Distribution Amplifier w/4K60 4:4:4 & HDR Support: Splits one HDMI® source to two separate outputs. Supports 4K60 4:4:4 and HDR video signals with high-bitrate 7.1 audio.	Crestron	HD-DA2-4KZE	2
B.15	6.5" Coaxial Ceiling Speaker, 70 V / 100 V	JBL	CONTROL-26CT	8

B.16	X-Series Amplifier: The AMP-X300 provides a professional amplifier solution for commercial applications that saves energy, space, and money	Crestron	AMP-X300	1
B.17	Precision60 - Wall Mount	Sound Control	RCM-CP60	1
B.18	Kit with RCM Mount and RC-RK2 Rack Shelf	Sound Control	RC5-P60-KS	2
B.19	6' HDMI High Speed Cable: High Speed HDMI Cable with Ethernet (6 feet)	INSTALL BAY	B-IB-HD060	8
B.20	K&M Microphone Stand With Cast Iron Base: K&M's 260/1 is a microphone stand featuring a round base with an integrated steel plate, attractive plastic cover, and antivibration rubber insert for noise filtration.	ATLAS SOUND	260/1-BLACK	1
B.21	Category 6+ 4 Pair F/ UTP, LS-PVC Jacket, CMP Cable, Blue	Belkin	6P4P24-BL-SBED-APIBDNCE	1000
B.22	Wirepath™ 14-Gauge 2-Conductor Plenum Speaker Wire	Wirepath	NST-142-PL-500-WH	200
B.23	Standard Set ADA PDUWattbox	Wattbbox	WB-800-IPVM-6	3
B.24	Shure inc SHURE LINE ADAPTER	Shure	A15LA	1
B.25	Gold Plated 3.5mm (1/8") 4 Pole Stereo TRRS Male Jack to AV 4-Screw Terminal	Poyiccot	B07PQTKMM 7	3
B.26	Cat 6 Shielded Patch Cord, 40ft, Blue	Ortronics	631-110-040	1

## Appendix B: About Custom Computer Specialists, Inc.

Incorporated in 1979, Custom has been a leading Technology Services Provider to the public and private sector for over 40 years. Offering an extensive range of services, our goal is to maximize the value derived from your IT investments. Our clients range from the largest of public and private sector organizations, such as the New York City Department of Education, Springfield Public Schools, Estee Lauder, CUNY, Nassau County Government, and the Parker Jewish Medical Center, to single-building school houses, medical and government offices.



We are a growing and successful organization. Our corporate headquarters is located in Hauppauge, New York; a modern 98,000 square foot facility that includes a state of the art configuration center, a full service repair department, a customer-training center, a state of the art NOC (Network Operations Center) and a warehouse that enables Custom to offer "Just-in-Time" Delivery Services. With a branch office located in Lincoln, Rhode Island, our reach extends throughout the Northeast.

Custom specializes in the expert program and project management of large and logistically complex networking, platform, deployment, support and applications services. Our goal is to ultimately help our clients to do what they do better.

### WHY CUSTOM?

### RESOURCES

## *We Do I.T. Right*

#### *People:*

- ✓ *Over 260 Employees*
- ✓ *More Than 180 in Technical Roles*
- ✓ *More than 1,000 Certifications Held*

#### *98,000 Square Foot Facility:*

- ✓ *Supports the Largest Projects*
- ✓ *Warehousing and Management*
- ✓ *Pre-Configuration and Burn-In*
- ✓ *Completely Configurable*
- ✓ *Just-In-Time Equipment Delivery*



### Solutions Offered

- Technology Planning/Consultation Services
- Virtualization Solutions
- Wireless Networking Solutions
- LAN/WAN Design and Implementation
- Technical Project Management
- Managed Network Services
- Active Directory and Network Operating Systems Services
- Outsourcing and Staff Augmentation
- Perimeter and Internal Information Security services
- Comprehensive Logical and IP-based Surveillance Solutions
- Desktop Installation, Management, and Support Solutions
- Product Procurement, Warehousing and Just-in-Time Deployment

### Sponsorships and Affiliations

- Member of the Cisco Technical Leadership Council
- Microsoft Infrastructure Partner Advisory Council member
- Member of Project Management Institute with several certified Project Management Professionals (PMPs)
- Former presiding and current officiating member of the Help Desk Institute (HDI) Long Island Chapter
- Key technology partner to NY Metro school systems
- Participant “Principal for a Day” program
- Key sponsor “No Child Left Behind”
- Participation in multiple scholarship programs
- Active member NYS education associations: ASSET, NYSCOSS, NASBO, NYSCATE, NYSSBA, ASBO, etc.

### Recent Industry Awards

Custom is the recipient of a host of recent industry awards including:

- #1 Technical Consultant two years in a row (LIBN)
- Prominent ranking VAR500 seven years in a row (CMP Media)
- Largest national Government VARs, VAR100 each year of ranking (CMP Media)

## Appendix C: Terms and Conditions

**Pricing, Payment and Credit Terms:** Client agrees to pay Custom the purchase price as specified in this Agreement and if applicable, agrees to pay all applicable taxes that may be levied on such purchase price whenever billed. Unless specified otherwise, Custom has calculated pricing based upon a standard eight (8) hour work day with the hours between 9am and 6pm. Credit terms are subject to the approval by Custom, and Custom reserves the right, at its sole discretion, to require cash in advance payment for any purchase. However, it is the intent of Custom to provide credit terms to Client at the outset of this Agreement, subject to satisfactory credit underwriting.

Unless specified otherwise in this proposal, a deposit equal to 50% of the fees for services is due upon acceptance of this Agreement, and the remaining 50% of the fees for services will be invoiced upon completion of the Project. Product and equipment will be invoiced upon delivery. Invoices are due within 30 days of date of invoice.

Payment for monthly services is due quarterly in advance. If applicable, all other payments are due within 30 days (upon approval) from date of invoice. If Client is provided with credit terms, any payment not received within thirty days of the date of invoice shall accrue interest at the rate of one and one-half percent per month or the maximum rate allowed by law, if less, and any associated collection or attorney's fees. In the event of Client's non-payment of an invoice when due, Custom reserves the right to immediately suspend service and shipment of any outstanding Client orders until such invoices are paid in full.

**Confidentiality:** This proposal is the confidential property of Custom. The Client agrees that no part of this proposal shall be disclosed to any third party without the prior written consent of Custom. The Client and Custom each agree to keep confidential and not to disclose to any third party any trade secrets, business secrets, marketing data, or technical information of the other.

**Warranties:** The manufacturer's warranty on all computer hardware, software and related products is

given to Client, to the maximum extent allowed by the manufacturer, upon delivery. Custom further warrants that all services will be performed in a professional manner by personnel with the degree of training required to provide such services. No other warranties express or implied, shall be deemed to have been made by Custom. Any other warranties, including any implied warranties of merchantability and fitness for a particular purpose, are hereby disclaimed by Custom.

**Limitation of Liability:** Custom shall not be liable to Client or any third party for any special, incidental or consequential damages or commercial loss, whether or not foreseeable, arising out of, or in conjunction with this Project. The aggregate liability of Custom to Client for any cause of action or claim (whether contract or tort) shall be limited to the amounts paid to Custom by Client hereunder with respect to the service or products that are the subject of such action or claim.

**Recruitment of Personnel:** For the longer of three years from the date of this Agreement or two years following Client's last use of Custom's services, Client and Custom shall not directly or indirectly solicit for employment the other party's employees or agents, or hire or engage such employee or agent without the prior written consent of the other party. Notwithstanding this prohibition, should one party hire the employee or agent of the other within this timeframe without the prior written consent of the other party, the hiring party shall pay the other party as liquidated damages for the loss of such employee or agent an amount equal to twice the hired employee's annual compensation previously paid by the non-hiring party.

**Timing:** Unless specified otherwise, this proposal will be valid for 30 days. Custom has a cost of preparedness and must schedule the appropriate technical resources to complete a project. Custom plans to begin no earlier than 20 and no later than 30 business days from the date of acceptance.

**Other:** These terms and conditions may be amended, but only by a written amendment signed by both of the parties