

## Terms and conditions for purchasers/resellers/distributors (DISTRIBUTORS here after)

ESS Corp. values its relationship with distribution network and is committed for setting standards for delineating duties, responsibilities and expectations of both parties (ESS and specific distributor) is necessary to promote a healthy and productive business relationship.

- **DISTRIBUTOR** is the front line entity for finding projects and is responsible for producing quote requests and maintaining relationships with their clients.
- **ESS Corp.** is the pressure vessel manufacturer, filtration specialist and is responsible for manufacturing pressure vessels per specifications provided and delivering in a timely manner as agreed upon in the quoting stage. Where applicable ESS Corp is responsible for filter selection.

In the pre-quotation phase, DISTRIBUTOR is responsible for collecting and transferring to ESS accurately, clear requirements based upon which ESS will produce the quote meeting client's expectations in detail. In this phase, DISTRIBUTOR is required to deploy necessary effort to ensure the information is correct initially, minimizing revisions as much as is possible. This information includes but is not limited to, clarifications on type of service, pressure and temperature rating, corrosion allowance, type and number of nozzles, type of closure, paint and any other relevant detail. All requirements (specifications, expectations, acceptance criteria and/or restrictions of any kind) shall be forwarded to ESS Corp as quickly as possible to allow sufficient time for quote preparation.

DISTRIBUTOR and ESS are professional organizations specializing in process solutions and filtration and should be able to guide clients towards the best solution given correct information from customer/end user. Both DISTRIBUTOR and ESS are lean organizations and have limited resources and it is understandable if this cannot be achieved to perfection 100% of the time. It is also understandable, that sometimes the client can change or modify the requirement. In such cases, changes shall be forwarded to ESS Corp immediately. No changes can be introduced without ESS Corp consideration and acceptance.

The duty of ESS is to produce a quote/product meeting client's specified expectations, maintaining compliance to applicable codes and standards. In absence of specified requirements relevant Codes and Standards are only agreed specification, beside ESS Corp internal standard practice.

Standard vessel price lists are provided to DISTRIBUTOR where applicable and should be used until new lists are issued. DISTRIBUTOR should request additional price lists for other products being sold routinely to simplify sale of standard product.

The following guidelines should be used for quoting non-standard vessels;

- 2-3 business days on less complicated vessels that do not require engineering drawings complex code calculations or exotic materials and specialized services.
- 3-5 business days on more complicated vessels requiring one or more of the above
- 5-7 business days any time engineering specifications are involved and/or vessel data sheets are issued:
- Standard vessel general arrangement drawings will be provided to DISTRIBUTOR upon request. No job specific drawings will be issued in proposal stage.
- Essential duty of ESS is to provide quality products on time, that meet PO, technical specs and any other requirements communicated per relevant standards.
- Approval drawing issuance is typically 5 business days ARO but may be more depending upon shop loading.

- Standard QC documentation package to be provided by ESS when vessel ships within 20 business days after the shipment to include:
  - ASME Pressure Vessel Data Report
- On request, following documents are available:
  - Lay out manufacturing drawing (if not provided in approval stage)
  - MTRs required by the Code (on request by DISTRIBUTOR)
- Any other documentation requirements shall be communicated to ESS Corp in proposal stage and cost to be properly included.

DISTRIBUTOR understands and accepts:

Quoted prices are valid for 7 days and are based on "prior sale" of materials. Quoted delivery is subject to change due to shop loading at the time of ordering/approval, and is counted from the order issuance date or drawing approval date. When approval drawing is not requested, it shall be assumed current standard vessel design is approved. Certified Drawing shall be requested in proposal stage when dimensions are critical. If no request for Certified Drawing is made, it shall be deemed dimensions are not critical. If the Purchaser intends to use Certified Drawing for pre-piping work, Certificate of Dimensional Verification shall be requested with the order. No piping work shall proceed without written acknowledgment by ESS Corp.

Standard Warranty Terms are posted on our web site [www.esscorp.ca](http://www.esscorp.ca) and are deemed reviewed and accepted by DISTRIBUTOR.

For any disputes DISTRIBUTOR acknowledges laws of Province of Ontario govern any contract to purchase, as well as Arbitration and Courts in the Province of Ontario, Canada.

These terms and conditions are part of any order accepted by ESS Corp and only can be changed when accepted in writing by ESS Corp.