General Services Administration
Federal Supply and Service

Authorized Federal Supply Schedule Catalog/Price list

On-line access to contract ordering information, terms and conditions, up-to-date pricing, and the option to create an electronic delivery order is available through GSA Advantage!, a menu-driven database system. The INTERNET address for GSA Advantage! is http://www.gsaadvantage.gov.

Schedule Title:
Multiple Award Schedule

For more information on ordering from Federal Supply Schedules click on the FSS Schedules button at fss.gsa.gov.

Special Item No. 541370GEO- Earth Observation Solutions (EOS)

Contract Number: GS-35F-273GA
Contract Period: March 8, 2017 to March 07, 2022

Pricelist Current through Modification: 31

Company Information:
Radiant Analytic Solutions Inc.
2325 Dulles Corner Boulevard, Suite 1000, Herndon, VA 20171-4674
P: 703.480.6316 F: 703.480.8163

Contracts Point of Contact: Dan Donovan, 703.480.6316, Dan.donovan@maxar.com
Company Website: www.maxar.com Business Size: Large Business
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COMPANY BACKGROUND INFORMATION

Radiant Analytic Solutions Inc (“Radiant Solutions”) has provided geospatial analysis and data products and services to the U.S. Government (USG), commercial and international customers for more than 14 years. Radiant Solutions’ core capabilities include advanced geospatial analytics and enriched data built on the foundation of Radiant Solutions high-resolution earth imagery along with technology development to support these efforts. Radiant Solutions is a key provider of and partner for advanced geospatial services for the U.S. defense and intelligence communities in solving complex problems to meet mission critical project objectives. The products offered under this schedule are the result of the understanding and experience gained from providing innovative services to US Government, commercial and international customers in this rapidly evolving and dynamic area.

In a rapidly changing world, the most innovative companies and more than 40 governments trust Radiant Solutions for mission-critical earth information and imagery.
1. CUSTOMER INFORMATION

1a. Table of Awarded Special Item Numbers (SINs)

541370GEO- Earth Observation Solutions (EOS)

Human Landscape Products (Line Items HL-0001 through HL-0242A)
Crowdsourcing (Line Item GH-0001)
Scale Analytics Products (Line Items SA-001 through SA-022)
CityBox (Line Items CB-01 through CB-04)
VRX (Line Items VRX-01 through VRX-05)

Cooperative Purchasing (STLOC) and Disaster Recovery Purchasing (RC) are available.

1b. Lowest Priced Model Number and Price for Each SIN

See pages 32 through 109 below.

2. MAXIMUM ORDER

<table>
<thead>
<tr>
<th>SIN</th>
<th>MAXIMUM ORDER*</th>
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<tbody>
<tr>
<td>541370GEO</td>
<td>$1,000,000/per Order</td>
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NOTE TO ORDERING ACTIVITIES: If the best value selection places your order over the Maximum Order identified in this catalog/pricelist, you have an opportunity to obtain a better schedule contract price. Before placing your order, contact the aforementioned Contractor for a better price. The Contractor may (1) offer a new price for this requirement, (2) offer the lowest price available under this contract, or (3) decline the order. A delivery order that exceeds the maximum order may be placed under the schedule contract in accordance with FAR 8.404.

3. MINIMUM ORDER

Human Landscape Products: 1 Unit/$100,000.00**
Crowdsourcing: 3,746 km²/$10,000**
Scale Analytics Products: $16,900**
CityBox: $15,000**
VRX: $20,000**

**Or as negotiated on an individual case basis.

4. GEOGRAPHIC COVERAGE

Worldwide

5. POINT(S) OF PRODUCTION

Point of production for products offered is Herndon, VA, Tampa, FL and Westminster, CO. GBDX subscriptions are monitored/issued from Herndon, VA, Tampa, FL and Westminster, CO.

6. DISCOUNT FROM LIST PRICES

GSA Net Prices are shown on the attached GSA Pricelist. Negotiated discount has been applied and the IFF has been added.
7. QUANTITY DISCOUNT(S)
None

8. PROMPT PAYMENT TERMS
Net 30

9a. Government Purchase Card Acceptance
Government Purchase Cards must be accepted at or below the micro-purchase threshold.

9b. Government Purchase Cards above Micro-Purchase Threshold
Government Purchase Cards are accepted above the micro-purchase threshold. Contact Contractor for limit.

10. FOREIGN ITEMS:
Not Applicable

11a. Time of Delivery
All products except for Human Landscape Products: 30 day ARO
Human Landscape Products: 70 days ARO**
**Depending upon quantities/geographic locations ordered delivery timeframes can be negotiated on an individual order basis.

11b. Expedited Delivery
Items available for expedited delivery are negotiated at the task order level.

11c. Overnight and 2-Day Delivery
Overnight and 2-day delivery are available. Contact the Contractor for rates.

11d. Urgent Requirements
Agencies can contact the Contractor’s representative to affect a faster delivery. Customers are encouraged to contact the Contractor for the purpose of requesting accelerated delivery.

12. FOB POINT
Destination

13a. Ordering Address
Radiant Analytic Solutions Inc
2325 Dulles Corner Boulevard, Suite 800
Herndon, VA 20171-4674
Phone: 703.480.6316 Fax: 703.480.8163 E-mail: gsaschedule@digitalglobe.com

13b. Ordering Procedures
Ordering activities shall use the ordering procedures described in Federal Acquisition Regulation 8.405-3 when placing an order or establishing a BPA for supplies or services. The ordering procedures, information on Blanket Purchase Agreements (BPAs), and a sample BPA can be found at the GSA/FSS Schedule Homepage (http://fss.gsa.gov/schedules).
14. PAYMENT ADDRESS
Radiant Analytic Solutions Inc
2325 Dulles Corner Boulevard, Suite 800
Herndon, VA 20171-4674
Attn: Accounts Receivable

15. WARRANTY PROVISION
Standard Commercial Warranty applies; see Warranty section of the respective DGIS End User License Agreement.

16. EXPORT PACKING CHARGES
To be negotiated on an individual order basis.

17. TERMS AND CONDITIONS OF GOVERNMENT PURCHASE CARD ACCEPTANCE
Not applicable

18. TERMS AND CONDITIONS OF RENTAL, MAINTENANCE, AND REPAIR
Not Applicable

19. TERMS AND CONDITIONS OF INSTALLATION
Not Applicable

20. TERMS AND CONDITIONS OF REPAIR PARTS INDICATING DATE OF PARTS PRICE LISTS AND ANY DISCOUNTS FROM LIST PRICES
Not Applicable

20a. Terms and Conditions for Any Other Services
Not Applicable

21. LIST OF SERVICE AND DISTRIBUTION POINTS
Not Applicable

22. LIST OF PARTICIPATING DEALERS
Affiliates:
Radiant Mission Solutions Inc.
Radiant Geospatial Solutions Inc.
DigitalGlobe, Inc.

23. PREVENTIVE MAINTENANCE
Not Applicable

24a. Special Attributes such as Environmental Attributes
Not Applicable

24b. Section 508 Compliance for Electronic and Information Technology (EIT)
As applicable, Section 508 compliance information on the supplies and services in this contract are available at the following website address (URL): www.digitalglobe.com
The EIT standard can be found at: www.Section508.gov/.

25. **DUNS NUMBER AND CAGE CODE**

**DUNS Number:** 112762922  
**Cage Code:** 3M4K0

26. **NOTIFICATION REGARDING REGISTRATION IN SYSTEM FOR AWARD MANAGEMENT (SAM) DATABASE**

Contractor has an Active Registration in the SAM database.
TERMS AND CONDITIONS APPLICABLE TO EARTH OBSERVATION SOLUTIONS (EOS)  
(SPECIAL ITEM NUMBER 541370GEO) 

SIN 541371GEO Earth Observation Solutions (EOS)

1. **SCOPE**
   a. The terms and conditions stated under Special Item Numbers 541310 Earth Observation Solutions apply exclusively to this SIN within the Information Technology Schedule.
   
b. This SIN is a solutions SIN, which involves services and products to include but not limited to imagery, subscriptions, software, platform and data as a service, and end-to-end data analytics. This SIN provides ordering activities with access to a wide range of Earth Observation Solutions.
   
c. Earth Observation Solutions provided shall comply with all certifications and industry standards as specified by ordering activity.
   
d. The Contractor shall provide services at the Contractor’s facility and/or at the ordering activity location, as agreed to by the Contractor and the ordering activity.

2. **INFORMATION ASSURANCE/SECURITY REQUIREMENTS**
   a. The contractor shall meet information assurance and security requirements in accordance with the ordering activity requirements specified in the order and/or Blanket Purchase Agreement. The ordering activity is responsible for ensuring to the maximum extent practicable that each requirement issued is in compliance with the Federal Information Security Management Act (FISMA) as applicable.
   
b. The ordering activity shall assign an impact level (per Federal Information Processing Standards Publication 199 & 200 (FIPS 199, “Standards for Security Categorization of Federal Information and Information Systems”) (FIPS 200, “Minimum Security Requirements for Federal Information and Information Systems”) prior to issuing the initial statement of work. Evaluations shall consider the extent to which each proposed service accommodates the necessary security controls based upon the assigned impact level. The Contractor awarded the SIN shall be capable of meeting at least the minimum security requirements assigned against a low-impact information system.
   
c. The ordering activity reserves the right to independently evaluate, audit, and verify the FISMA compliance for any proposed or awarded services. All FISMA certification, accreditation, and evaluation activities are the responsibility of the ordering activity.
   
d. Ordering activities are responsible for determining any additional information assurance and security related requirements based on the nature of the application and relevant mandates. This may include incorporation of the appropriate security forms (e.g., a DD-254) for any special clearance requirements and indoctrinations, such as Sensitive Compartmented Information (SCI). This may also include DOD Directives cited in specific orders and Blanket Purchase Agreements.

3. **STANDARDS COMPLIANCE**
   a. Vendor suitability for offering solutions through the Earth Observation Solutions SIN must be
in accordance with the laws and standards when cited applicable to specific orders and Blanket Purchase Agreements. Offerings shall comply with cited Department of Defense (DoD) standards, Intelligence Community (IC) standards, Open Geospatial Consortium (OGC) standards [http://www.opengeospatial.org/standards], and other standards such as [https://nationalmap.gov/standards] stated as applicable in specific orders and Blanket Purchase Agreements.

4. ORDER

a. Ordering activities/agencies may use written orders, Electronic Data Interchange (EDI) orders, Blanket Purchase Agreements, individual purchase orders, delivery orders, or task orders for ordering services under this contract. Blanket Purchase Agreements shall not extend beyond the end of the contract period; all services and delivery shall be made and the contract terms and conditions shall continue in effect until the completion of the order. Orders for tasks which extend beyond the fiscal year for which funds are available shall include FAR 52.232-19 (Deviation – May 2003) Availability of Funds for the Next Fiscal Year. The purchase order shall specify the availability of funds and the period for which funds are available.

b. All delivery or task orders are subject to the terms and conditions of the contract. In the event of conflict between an order and the contract, the contract will take precedence.

5. PERFORMANCE OF SERVICES

a. The Contractor shall commence performance of services on the date agreed to by the Contractor and the ordering activity.

b. The Contractor agrees to render services during normal working hours, unless otherwise agreed to by the Contractor and the ordering activity.

c. The ordering activity should include the criteria for satisfactory completion for each task in the Statement of Work or Delivery Order. Services shall be completed in a good and workmanlike manner.

d. Any Contractor travel required in the performance of Earth Observation Solutions must comply with the Federal Travel Regulation or Joint Travel Regulations, as applicable, in effect on the date(s) the travel is performed. Established Federal Government per diem rates will apply to all Contractor travel. Contractors cannot use GSA city pair contracts. All travel will be agreed upon with the client prior to the Contractor’s travel.

6. INSPECTION/ACCEPTANCE

The Contractor shall only tender for acceptance those items that conform to the requirements of this contract. The ordering activity reserves the right to inspect or
test any product that has been tendered for acceptance. The ordering activity may require repair or replacement of nonconforming item at no increase in contract price. The ordering activity must exercise its post acceptance rights (1) within a reasonable time after the defect was discovered or should have been discovered; and (2) before any substantial change occurs in the condition of the product, unless the change is due to the defect in the product. For inspection and acceptance, the latest versions in the contract apply of 52.212-4 CONTRACT TERMS AND CONDITIONS – COMMERCIAL ITEMS and 552.212-4 - CONTRACT TERMS AND CONDITIONS – COMMERCIAL ITEMS.

7. ENTERPRISE USER LICENSE AGREEMENTS REQUIREMENTS (EULA)/COMMERCIAL SUPPLIER AGREEMENTS

(See page 7)

8. WARRANTY

a. Unless specified otherwise in this contract, the Contractor’s standard commercial guarantee/warranty as stated in the contract’s commercial pricelist will apply to this contract.

b. The Contractor warrants and implies that the items delivered hereunder are merchantable and fit for use for the particular purpose described in this contract. If no implied warranties are given, an express warranty of at least 60 days must be given in accordance with FAR 12.404(b)(2).

c. Limitation of Liability. Except as otherwise provided by an express or implied warranty, the Contractor will not be liable to the ordering activity for consequential damages resulting from any defect or deficiencies in accepted items.

9. TECHNICAL SERVICES:

The Contractor, without additional charge to the ordering activity, shall provide a hot line technical support number for the purpose of providing user assistance and guidance in the implementation of any software provided. The technical support number 703-480-7500 and is available from 9:00am to 4:00pm ET.

10. RESPONSIBILITIES OF THE CONTRACTOR

The Contractor shall comply with all laws, ordinances, and regulations (Federal, State, City, or otherwise) covering work of this character. If the end product of a task order is software, then FAR 52.227-14 (MAY 2014) Rights in Data – General, may apply.

The Contractor shall comply with contract clause (52.204-21) to the Federal Acquisition Regulation (FAR) for the basic safeguarding of contractor information systems that process, store, or transmit Federal data received by the contract in
performance of the contract. This includes contract documents and all information generated in the performance of the contract.

11. **RESPONSIBILITIES OF THE ORDERING ACTIVITY**

Subject to security regulations, the ordering activity shall permit Contractor access to all facilities necessary to perform the requisite services.

All work performed under the Earth Observation Solutions SIN shall be as an independent Contractor, and not as an agent or employee of the ordering activity.

12. **ORGANIZATIONAL CONFLICTS OF INTEREST**

   a. **Definitions.**

   “Contractor” means the person, firm, unincorporated association, joint venture, partnership, or corporation that is a party to this contract.

   “Contractor and its affiliates” and “Contractor or its affiliates” refers to the Contractor, its chief executives, directors, officers, subsidiaries, affiliates, subcontractors at any tier, and consultants and any joint venture involving the Contractor, any entity into or with which the Contractor subsequently merges or affiliates, or any other successor or assignee of the Contractor.

   An “Organizational conflict of interest” exists when the nature of the work to be performed under a proposed ordering activity contract, without some restriction on ordering activities by the Contractor and its affiliates, may either (i) result in an unfair competitive advantage to the Contractor or its affiliates or (ii) impair the Contractor’s or its affiliates’ objectivity in performing contract work.

   b. To avoid an organizational or financial conflict of interest and to avoid prejudicing the best interests of the ordering activity, ordering activities may place restrictions on the Contractors, its affiliates, chief executives, directors, subsidiaries and subcontractors at any tier when placing orders against schedule contracts. Such restrictions shall be consistent with FAR 9.505 and shall be designed to avoid, neutralize, or mitigate organizational conflicts of interest that might otherwise exist in situations related to individual orders placed against the schedule contract. Examples of situations, which may require restrictions, are provided at FAR 9.508.

13. **INVOICES**

The Contractor, upon completion of the work ordered, shall submit invoices. Progress payments may be authorized by the ordering activity on individual orders if appropriate. Progress payments shall be based upon completion of defined milestones or interim products. Invoices shall be submitted monthly for recurring services performed during the preceding month.

14. **RESUMES**
Resumes shall be provided to the GSA Contracting Officer or the user ordering activity upon request or as required. The contractor is required to provide personnel meeting the qualifications specified under any labor categories quoted on a Time & Materials order or that form the Firm Fixed Price.

15. APPROVAL OF SUBCONTRACTS

The ordering activity may require that the Contractor receive, from the ordering activity's Contracting Officer, written consent before placing any subcontract for furnishing any of the work called for in a task order.

16. DESCRIPTION OF SERVICES AND PRICING (SEE PAGE 32)
INTERNAL USE LICENSE – HUMAN LANDSCAPE
#WW0023GSA

Version GSA1-30-17

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   (ii) 2048 x 2048 pixels;
   (iii) at a resolution no better than resolution of imagery in the Product;
   (iv) .png, .tif, .tiff, .gif, .jpg, .jpeg, .jpe, .jfif, .bmp, .pdf; or any format without geo-referencing information;
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   (b) ANALYSIS. Customer may extract geographic features, human-made features, persons or animals and related data from the Products via identification, measurement, and/or analysis (each, a “Feature Derivative”).

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   (c) Remove, bypass or circumvent any electronic or other forms of protection measure included on or with the Product;
   (d) Alter, obscure or remove any copyright notice, copyright management information or proprietary legend contained in or on the Product; or
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7. Compliance with License Terms

7.1 Certification. Upon DigitalGlobe’s written request, and not more than once per calendar year, Customer will certify its compliance with the licenses granted under these License Terms.

7.2 Audit. DigitalGlobe or its authorized representative will have the right to perform an audit to determine Customer’s compliance with these License Terms and the licenses granted hereunder. Customer will grant DigitalGlobe auditors access to the business location(s), books and records, employees and/or contractors pertaining to Customer’s use of the Products subject to any security requirements. The audit will: (a) require a minimum of thirty (30) days prior written notice; (b) be conducted no more than once per calendar year; (c) be limited to a three (3) year audit period unless non-compliance findings are noted, in which case the audit period can be expanded; (d) be conducted during reasonable business hours; and (e) be subject to reasonable confidentiality requirements and applicable security requirements.

8. INTENTIONALLY LEFT BLANK.

9. LIMITED WARRANTY AND DISCLAIMER. DigitalGlobe warrants to Customer only that the Products, as delivered by DigitalGlobe, will (a) be of the area of interest set forth in the applicable Customer Agreement; and (b) comply in all material respects with the applicable Product Specification. DigitalGlobe’s sole obligation and Customer’s exclusive remedy for a breach of this warranty is for DigitalGlobe, at its option and expense, to: (i) repair or replace the non-conforming Product; or (ii) refund all fees paid by Customer for the non-conforming Product. Any claim under this warranty must be made within thirty (30) days after delivery of the non-compliant Product. This limited warranty is void if any non-conformity has resulted from any accident, abuse, misuse, misapplication or modification of or to the Product by anyone other than DigitalGlobe or any breach by Customer of these License Terms. EXCEPT AS EXPRESSLY WARRANTED IN THIS SECTION 9, THE PRODUCTS ARE PROVIDED “AS IS,” WITHOUT ANY WARRANTY OF ANY KIND, WHETHER EXPRESS, IMPLIED OR STATUTORY, INCLUDING, WITHOUT LIMITATION, WARRANTIES OF MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE, TITLE, NON-INFRINGEMENT OR NON-MISAPPROPRIATION OF INTELLECTUAL PROPERTY RIGHTS OF A THIRD PARTY, CUSTOM, TRADE, QUIET ENJOYMENT, ACCURACY OF INFORMATION, CONTENT OR RESULTS, OR CONDITIONS ARISING UNDER ANY OTHER LEGAL REQUIREMENT. DIGITALGLOBE DOES NOT WARRANT THAT THE PRODUCTS WILL BE ACCURATE, CURRENT OR COMPLETE, THAT THE PRODUCTS WILL MEET CUSTOMER’S NEEDS OR EXPECTATIONS OR THAT THE OPERATION OF THE PRODUCTS WILL BE ERROR FREE OR UNINTERRUPTED. FURTHER, SPATIAL, SPECTRAL AND TEMPORAL ACCURACY IS NOT GUARANTEED. This clause does not limit or disclaim any of the warranties specified in the GSA Schedule 70 contract under FAR 52.212-4(o). In the event of a breach of warranty, the U.S. Government reserves all rights and remedies under the contract, the Federal Acquisition Regulations, and the Contract Disputes Act, 41 U.S.C. 7101-7109.

10. LIMITATION OF LIABILITY. IN NO EVENT WILL DIGITALGLOBE BE LIABLE FOR ANY SPECIAL, INDIRECT, INCIDENTAL, EXEMPLARY, PUNITIVE OR CONSEQUENTIAL DAMAGES, INCLUDING, WITHOUT LIMITATION, LOSS OR DAMAGE TO DATA, INACCURACY OF DATA, LOSS OF ANTICIPATED REVENUE OR PROFITS, WORK STOPPAGE OR IMPAIRMENT OF OTHER ASSETS OR LOSS OF GOOD WILL, WHETHER OR NOT FORESEEABLE AND WHETHER OR NOT A PARTY HAS BEEN ADVISED OF THE POSSIBILITY OF THE DAMAGES AND NOTWITHSTANDING ANY FAILURE OF THE ESSENTIAL PURPOSE OF THESE LICENSE TERMS OR ANY LIMITED REMEDY HEREUNDER. IN NO EVENT WILL DIGITALGLOBE’S TOTAL LIABILITY ARISING OUT OF OR IN CONNECTION WITH THE PRODUCTS EXCEED THE FEES PAID BY CUSTOMER FOR THE PRODUCT(S) GIVING RISE TO THE CLAIM. THE FOREGOING LIMITATIONS APPLY TO ALL CAUSES OF ACTION IN THE AGGREGATE, INCLUDING WITHOUT LIMITATION, BREACH OF CONTRACT, BREACH OF WARRANTY, INDEMNIFICATION, NEGLIGENCE, STRICT LIABILITY, MISREPRESENTATION AND OTHER TORTS AND STATUTORY CLAIMS. This clause shall not impair the U.S. Government’s right to recover for fraud or crimes arising out of or related to this Government Contract under any federal fraud statute, including the False Claims Act, 31 U.S.C. §§ 3729-3733.

11. TERMINATION. These License Terms and the Internal Use License granted pursuant to these License Terms can be terminated in accordance with Federal Acquisition Regulation 52.212-4(l) and (m) and 52.233-1. Upon termination or expiration of the Internal Use License, Customer will (i) stop of use of the Products and Derivatives; (ii) permanently delete the Products and Derivatives from all devices and systems and destroy any copies on disk; and (iii) within ten (10) days following termination or expiration, certify to DigitalGlobe in writing that all copies of all Products and Derivatives have been deleted or destroyed. The expiration or termination of these License Terms does not relieve either party of any obligations that have accrued on or before the effective date of the termination or expiration.

12. GENERAL TERMS

12.1 ENTIRE AGREEMENT. These License Terms constitute an addendum to a solicitation or contract, as defined in Federal Acquisition Regulation 52.212-4(s).

12.2 ASSIGNMENT. Customer may not transfer or assign any of its rights or delegate any of its obligations under these License Terms, in whole or in part and including any transfers by operation of law, without the prior written consent of DigitalGlobe.
Any attempted assignment or transfer in violation of this Section will be null and void. These License Terms will be binding on and inure to the benefit of the parties and their respective permitted successors and assigns.

12.3 AMENDMENT. These License Terms may be amended or supplemented only by a writing that refers to these License Terms and that is signed by both parties.

12.4 WAIVER. The failure or delay by a party to require performance of any provision of these License Terms does not constitute a waiver. All waivers must be in writing and signed by the party granting the waiver. The waiver by a party of any of its rights or remedies in a particular instance will not be construed as a waiver of the same or a different right or remedy in a subsequent instance.

12.5 SEVERABILITY. If any provision of these License Terms is invalid, illegal or unenforceable, that provision will be deemed to be restated so that it is enforceable to the maximum extent permissible under law and is consistent with the original intent and economic terms of the invalid provision.

12.6 COMPLIANCE WITH LAWS. Customer is responsible for its own compliance with laws, regulations and other legal requirements applicable to the conduct of its business and these License Terms, and agrees to comply with all these laws, regulations and other legal requirements including, without limitation, the Foreign Corrupt Practices Act of the United States of America and the Convention on Combating Bribery of Foreign Government Officials.

12.7 INTERNATIONAL TRADE COMPLIANCE. The Products are subject to the customs and export control laws and regulations of the United States and any country in which the Products are manufactured, received or used, including, without limitation, the Export Administration Regulations and the International Traffic in Arms Regulations. Customer will comply with these laws, regulations and rules in the performance of its obligations under these License Terms. Further, Customer will not provide Products to blocked, prohibited or restricted individuals or entities as required by the U.S. Department of Treasury Office of Foreign Assets Control ("OFAC"), including, without limitation, the Denied Persons List, Unverified List and Entity List. Customer will not knowingly do business with criminal organizations, terrorist organizations or other people or groups, either directly or indirectly, that are likely to use the Products for purposes that are illegal or adverse to the interests of the United States Government or the Company generally. Customer will provide Company with the assurances and official documents that Company may request periodically to verify Customer’s compliance with these License Terms.

12.8 GOVERNING LAW AND DISPUTE RESOLUTION. All disputes relating to these License Terms are subject to Federal Acquisition Regulation 52.233-1.

12.9 NOTICES. All notices of termination or breach must be in writing in English and addressed to the other party’s legal department. The email address for notices sent to DigitalGlobe is legalservices@digitalglobe.com. Notice is treated as given upon receipt, as verified by written or automated receipt or electronic log, as applicable.

12.10 CONTROLLING LANGUAGE. These License Terms are drafted in the English language only. English will be the controlling language in all respects, and all versions of these License Terms in any other language are for accommodation only and will not be binding on the parties.

13. DEFINITIONS

“Authorized User” means an employee or Contractor that is authorized by Customer to use the Products.

“Contractor” means an individual contracted by Customer, either directly or through a consulting company or other entity, to provide services on behalf of or for the benefit of Customer.

“Customer” means that individual, legal entity or government agency that has purchased a license to use the applicable Product.

“Customer Agreement” means that contract that governs the procurement of the Products.

“Commercial Purpose” means an utilization of Products and permitted Derivatives solely for Customer’s internal business purposes and not for any Commercial Purpose.

“Derivative” means an Imagery Derivative or Feature Derivative.

“Feature Derivative” has the meaning set forth in Section 2(b) above.

“Imagery Derivative” has the meaning set forth in Section 2(a) above.

“Intellectual Property Rights” means all past, present, and future trade secret rights, patent rights, copyrights, moral rights, contract rights, trademark rights, service marks, and other proprietary rights in any jurisdiction, including those rights in inventions, software, domain names, know-how, technology, methods, processes, information and technology.

“Internal Use” means utilization of Products and permitted Derivatives solely for Customer’s internal business purposes and not for any Commercial Purpose.

“Product” means that imagery or data product or service identified in the applicable Customer Agreement.

“Product Specification” means with respect to each Product, the description and specification published by DigitalGlobe and available at www.digitalglobe.com/terms-use.
“Term” means that period of time that Customer is entitled to use the Product as set forth in Section 4 above.
GROUP LICENSE – HUMAN LANDSCAPE
#WW0024GSA
Version GSA1-30-17

These Group License terms (the “License Terms”) apply to your use of the Products if you have licensed a Product subject to a Group License from DigitalGlobe, Inc. (“DigitalGlobe”). These License Terms are entered into by DigitalGlobe, whose principal place of business is 1300 W. 120th Avenue, Westminster, Colorado 80234 USA, and Customer. These License Terms contain the general terms relating to Customer’s access to and use of the Products. The applicable Customer Agreement sets forth the terms on which Customer purchased the Group License. Capitalized terms used in these License Terms are defined in Section 13 below.

1. **GRANT OF LICENSE.** Subject to Customer’s compliance with these License Terms and the applicable Customer Agreement, including, without limitation, payment of all applicable fees, during the Term, DigitalGlobe grants to Customer a non-exclusive, non-transferable, limited license to allow an unlimited number of its Authorized Users (a) to use and develop Derivatives of the Products as permitted in Section 2 below solely for Customer’s Internal Use; and (b) to store, access, reproduce and display the Products and permitted Derivatives solely for Customer’s Internal Use. In addition, if the Product includes imagery, Customer may display an extract of the imagery in the Product or a permitted Imagery Derivative on a public website in a non-extractable and non-downloadable manner as follows:

(i) on one domain name;
(ii) 2048 x 2048 pixels;
(iii) at a resolution no better than resolution of imagery in the Product;
(iv) .png, .tif, .tiff, .gif, .jpeg, .jpe, .jfif, .bmp, .pdf; or any format without geo-referencing information;
(v) only collection date/time, vehicle, and band combination metadata can be published with the extract; and
(vi) properly attribute the imagery to DigitalGlobe as required in Section 7 below.

Customer is responsible for ensuring that its Authorized Users comply with these License Terms, and Customer is liable for the acts and omissions of its Authorized Users.

2. **USE AND DEVELOPMENT RIGHTS.** The license granted to Customer in Section 1(a) above includes the following use and development rights:

(a) **VIEW.** Customer may view the Products and create new imagery from the Products via formatting, editing, digitization, and/or data combination (each, an “Imagery Derivative”); and

(b) **ANALYSIS.** Customer may extract geographic features, human-made features, persons or animals and related data from the Products via identification, measurement, and/or analysis (each, a “Feature Derivative”).

3. **SUBLICENSE RIGHTS.** Customer may sublicense to its Group Members the same rights granted to Customer in Sections 1 and 2 above. Accordingly, each Group Member and its Authorized Users may exercise the rights granted in Sections 1 and 2 for its own Internal Use. If Customer licenses the Products under a “Group License 1 to 5,” Customer and up to four other Group Members may use the Products; if Customer licenses the Products under a “Group License >5,” Customer and an unlimited number of its Group Members may use the Products. Customer is responsible for documenting each Group Member to which it sublicenses the Products, and upon the request of DigitalGlobe, Customer must provide the name and address of each Group Member to DigitalGlobe. Further, Customer is responsible for entering into a sublicense agreement with each Group Member that includes terms and conditions that are the same as these License Terms. Customer will ensure that each Group Member follows these License Terms and will be liable for all acts and omissions of its Group Members relating to the Products or any violation of these License Terms; a breach of these License Terms by a Group Member or its Authorized Users is deemed to be a breach by Customer. Customer is not permitted to switch Group Members during the Term; if Customer wants to sublicense the Products to more Group Members than permitted under the license it purchased, Customer must purchase an upgrade to its Group License that covers all of the Group Members that are using the Products.

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5. **LICENSE TERM.** The Term of the Group License for each Product will begin upon delivery of the Product to Customer or Certified Reseller, whichever occurs first, and will continue perpetually, unless terminated as set forth in Section 12 below.

6. **RESTRICTIONS.** Customer recognizes and agrees that the Product is the property of DigitalGlobe and contains valuable assets and proprietary information of DigitalGlobe. Accordingly, except as expressly permitted in Sections 1 through 4 above, Customer will not, and will not permit any Group Member or Authorized User to:

(a) Distribute, sublicense, rent, sell, lease or loan the Product or Derivatives to any Third Party;
(b) Use the Products or Derivatives for the business needs of any Third Party, including without limitation, providing any services to any Third Parties;
(c) Remove, bypass or circumvent any electronic or other forms of protection measure included on or with the Product;
(d) Alter, obscure or remove any copyright notice, copyright management information or proprietary legend contained in or on the Product; or

(e) Otherwise use or access the Product or any Derivative for any purpose not expressly permitted under these License Terms, including, without limitation, for Commercial Purposes.

7. **OWNERSHIP AND ATTRIBUTION.** All right, title and interest in and to the Products, including all corrections, enhancements, or other modifications made by DigitalGlobe or any third party, and all Intellectual Property Rights therein are the sole and exclusive property of DigitalGlobe or its suppliers, as applicable. All rights not expressly granted to Customer in these License Terms are reserved by DigitalGlobe. Customer will not delete, alter, cover or distort any copyright, trademark or other proprietary rights notice placed by DigitalGlobe on or in the Products and will ensure that all notices are reproduced on all copies. All Derivatives must include the following copyright notice on or adjacent to the Derivative: [Product] © [YEAR] DigitalGlobe, Inc.

8. Compliance with License Terms

8.1 **Certification.** Upon DigitalGlobe’s written request, and not more than once per calendar year, Customer will certify its compliance with the licenses granted under these License Terms.

8.2 **Audit.** DigitalGlobe or its authorized representative will have the right to perform an audit to determine Customer’s compliance with these License Terms and the licenses granted hereunder. Customer will grant DigitalGlobe auditors access to the business location(s), books and records, employees and/or contractors pertaining to Customer’s use of the Products, including Group Members. The audit will: (a) require a minimum of thirty (30) days prior written notice; (b) be conducted no more than once per calendar year; (c) be limited to a three (3) year audit period unless non-compliance findings are noted, in which case the audit period can be expanded; (d) be conducted during reasonable business hours; and (e) be subject to reasonable confidentiality requirements and applicable security requirements.

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10. **LIMITED WARRANTY AND DISCLAIMER.** DigitalGlobe warrants to Customer only that the Products, as delivered by DigitalGlobe, will (a) be of the area of interest set forth in the applicable Customer Agreement; and (b) comply in all material respects with the applicable Product Specification. DigitalGlobe’s sole obligation and Customer’s exclusive remedy for a breach of this warranty is for DigitalGlobe, at its option and expense, to: (i) repair or replace the non-conforming Product; or (ii) refund all fees paid by Customer for the non-conforming Product. Any claim under this warranty must be made within thirty (30) days after delivery of the non-compliant Product. This limited warranty is void if any non-conformity has resulted from any accident, abuse, misuse, misapplication or modification of or to the Product by anyone other than DigitalGlobe or any breach by Customer of these License Terms. EXCEPT AS EXPRESSLY WARRANTED IN THIS SECTION 10, THE PRODUCTS ARE PROVIDED “AS IS,” WITHOUT ANY WARRANTY OF ANY KIND, WHETHER EXPRESS, IMPLIED OR STATUTORY, INCLUDING, WITHOUT LIMITATION, WARRANTIES OF MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE, TITLE, NONINFRINGEMENT OR NON-MISAPPROPRIATION OF INTELLECTUAL PROPERTY RIGHTS OF A THIRD PARTY, CUSTOM, TRADE, QUIET ENJOYMENT, ACCURACY OF INFORMATION, CONTENT OR RESULTS, OR CONDITIONS ARISING UNDER ANY OTHER LEGAL REQUIREMENT. DIGITALGLOBE DOES NOT WARRANT THAT THE PRODUCTS WILL BE ACCURATE, CURRENT OR COMPLETE, THAT THE PRODUCTS WILL MEET CUSTOMER’S NEEDS OR EXPECTATIONS OR THAT THE OPERATION OF THE PRODUCTS WILL BE ERROR FREE OR UNINTERRUPTED. FURTHER, SPATIAL, SPECTRAL AND TEMPORAL ACCURACY IS NOT GUARANTEED. This clause does not limit or disclaim any of the warranties specified in the GSA Schedule 70 contract under FAR 52.212-4(o). In the event of a breach of warranty, the U.S. Government reserves all rights and remedies under the contract, the Federal Acquisition Regulations, and the Contract Disputes Act, 41 U.S.C. 7101-7109.

11. **LIMITATION OF LIABILITY.** IN NO EVENT WILL DIGITALGLOBE BE LIABLE FOR ANY SPECIAL, INDIRECT, INCIDENTAL, EXEMPLARY, PUNITIVE OR CONSEQUENTIAL DAMAGES, INCLUDING, WITHOUT LIMITATION, LOSS OR DAMAGE TO DATA, INACCURACY OF DATA, LOSS OF ANTICIPATED REVENUE OR PROFITS, WORK STOPPAGE OR IMPAIRMENT OF OTHER ASSETS OR LOSS OF GOOD WILL, WHETHER OR NOT FORESEEABLE AND WHETHER OR NOT A PARTY HAS BEEN ADVISED OF THE POSSIBILITY OF THE DAMAGES AND NOTWITHSTANDING ANY FAILURE OF THE ESSENTIAL PURPOSE OF THESE LICENSE TERMS OR ANY LIMITED REMEDY HEREUNDER. IN NO EVENT WILL DIGITALGLOBE’S TOTAL LIABILITY ARISING OUT OF OR IN CONNECTION WITH THE PRODUCTS EXCEED THE FEES PAID BY CUSTOMER FOR THE PRODUCT(S) GIVING RISE TO THE CLAIM. THE FOREGOING LIMITATIONS APPLY TO ALL CAUSES OF ACTION IN THE AGGREGATE, INCLUDING WITHOUT LIMITATION, BREACH OF CONTRACT, BREACH OF WARRANTY, INDEMNIFICATION, NEGLIGENCE, STRICT LIABILITY, MISREPRESENTATION AND OTHER TORTS AND STATUTORY CLAIMS. This clause shall not impair the U.S. Government’s right to recover for fraud or crimes arising out of or related to this Government Contract under any federal fraud statute, including the False Claims Act, 31 U.S.C. §§ 3729-3733.

12. **TERMINATION.** These License Terms and the Group License granted pursuant to these License Terms can be terminated in accordance with Federal Acquisition Regulation 52.212-4(l) and (m) and 52.233-1. Upon termination or expiration of the Group License, Customer will (i) stop use of the Products and Derivatives; (ii) permanently delete the Products and
13. GENERAL TERMS

13.1 ENTIRE AGREEMENT. These License Terms constitute an addendum to a solicitation or contract, as defined in Federal Acquisition Regulation 52.212-4(s).

13.2 ASSIGNMENT. Customer may not transfer or assign any of its rights or delegate any of its obligations under these License Terms, in whole or in part and including any transfers by operation of law, without the prior written consent of DigitalGlobe. Any attempted assignment or transfer in violation of this Section will be null and void. These License Terms will be binding on and inure to the benefit of the parties and their respective permitted successors and assigns.

13.3 AMENDMENT. These License Terms may be amended or supplemented only by a writing that refers to these License Terms and that is signed by both parties.

13.4 WAIVER. The failure or delay by a party to require performance of any provision of these License Terms does not constitute a waiver. All waivers must be in writing and signed by the party granting the waiver. The waiver by a party of any of its rights or remedies in a particular instance will not be construed as a waiver of the same or a different right or remedy in a subsequent instance.

13.4 SEVERABILITY. If any provision of these License Terms is invalid, illegal or unenforceable, that provision will be deemed to be restated so that it is enforceable to the maximum extent permissible under law and consistent with the original intent and economic terms of the invalid provision.

13.5 COMPLIANCE WITH LAWS. Customer is responsible for its own compliance with laws, regulations and other legal requirements applicable to the conduct of its business and these License Terms, and agrees to comply with all these laws, regulations and other legal requirements including, without limitation, the Foreign Corrupt Practices Act of the United States of America and the Convention on Combating Bribery of Foreign Government Officials.

13.6 INTERNATIONAL TRADE COMPLIANCE. The Products are subject to the customs and export control laws and regulations of the United States and any country in which the Products are manufactured, received or used, including, without limitation, the Export Administration Regulations and the International Traffic in Arms Regulations. Customer will comply with these laws, regulations and rules in the performance of its obligations under these License Terms. Further, Customer will not provide Products to blocked, prohibited or restricted individuals and entities as required by the U.S. Department of Treasury Office of Foreign Assets Control (“OFAC”), including, without limitation, the Denied Persons List, Unverified List and Entity List. Customer will not knowingly do business with criminal organizations, terrorist organizations or other people or groups, either directly or indirectly, that are likely to use the Products for purposes that are illegal or adverse to the interests of the United States Government or the Company generally. Customer will provide Company with the assurances and official documents that Company may request periodically to verify Customer’s compliance with these License Terms.

13.7 GOVERNING LAW AND DISPUTE RESOLUTION. All disputes relating to these License Terms are subject to Federal Acquisition Regulation 52.233-1.

13.8 NOTICES. All notices of termination or breach must be in writing in English and addressed to the other party’s legal department. The email address for notices sent to DigitalGlobe is legalservices@digitalglobe.com. Notice is treated as given upon receipt, as verified by written or automated receipt or electronic log, as applicable.

13.9 CONTROLLING LANGUAGE. These License Terms are drafted in the English language only. English will be the controlling language in all respects, and all versions of these License Terms in any other language are for accommodation only and will not be binding on the parties.

14. DEFINITIONS

“Affiliate” means any legal entity controlling, controlled by or under common control with Customer, where “control” means (a) the ownership of at least fifty percent (50%) of the equity or beneficial interest of the entity; (b) the right to vote for or appoint a majority of the board of directors or other governing body of the entity; or (c) the power to direct or cause the direction of the management and policies of such party by any means.

“Authorized User” means an employee or Contractor that is authorized by Customer or a Group Member to use the Products.

“Contractor” means an individual contracted by Customer or a Group Member, either directly or through a consulting company or other entity, to provided services on behalf of or for the benefit of Customer or Group Member.

“Customer” means that individual, legal entity or government agency that has purchased a license to use the applicable Product.

“Customer Agreement” means that contract that governs the procurement of the Products.
“Commercial Purpose” means redistribution, retransmission or publication in exchange for a fee or other consideration, which may include, without limitation: (a) advertising; (b) use in marketing and promotional materials and services on behalf of a customer, client, employer, employee or for Customer’s benefit; (c) use in any materials or services for sale or for which fees or charges are paid or received; and (d) use in any books, news publication or journal.

“Derivative” means an Imagery Derivative or Feature Derivative.

“Feature Derivative” has the meaning set forth in Section 2(b) above.

“Group” means the Licensed Entity and Group Members.

“Group Member” means (a) a single Affiliate of Customer; or (b) a single government agency that is part of the same government level as Customer, to which Customer sublicenses the Products as permitted in Section 3 above.

“Imagery Derivative” has the meaning set forth in Section 2(a) above.

“Intellectual Property Rights” means all past, present, and future trade secret rights, patent rights, copyrights, moral rights, contract rights, trademark rights, service marks, and other proprietary rights in any jurisdiction, including those rights in inventions, software, domain names, know-how, technology, methods, processes, information and technology.

“Internal Use” means utilization of Products and permitted Derivatives solely for the internal business purposes of Customer or Group Member, as applicable, and not for any Commercial Purpose.

“Product” means that imagery or data product or service identified in the applicable Customer Agreement.

“Product Specification” means with respect to each Product, the description and specification published by DigitalGlobe and available at www.digitalglobe.com/terms-use.

“Term” means that period of time that Customer is entitled to use the Product, including the Downloaded Images, as set forth in Section 5 above.
DG CROWDSOURCING LICENSE

#WW0035GSA

Version GSA-1-30-17

These DG Crowdsourcing License terms (the “License Terms”) apply your use of the Products if you have procured a crowdsourcing campaign to be conducted by DigitalGlobe, Inc. (“DigitalGlobe”). These License Terms are entered into by DigitalGlobe, whose principal place of business is 1300 W. 120th Avenue, Westminster, Colorado 80234 USA, and Customer. These License Terms contain the general terms relating to Customer’s access to and use of the Products. The applicable Customer Agreement sets forth the terms on which Customer purchased the DG Crowdsourcing License. Capitalized terms used in these License Terms are defined in Section 12 below.

1. OVERVIEW. Subject to the terms and conditions of these License Terms, DigitalGlobe will conduct the crowdsourcing campaign (the “Campaign”) and deliver to Customer the campaign results (the “Campaign Results”), each as described in the Customer Agreement.

2. PRODUCT DESCRIPTION.

2.1 CROWDSOURCING CAMPAIGN. DigitalGlobe will host a crowdsourcing campaign on its public website as described in the Customer Agreement.

2.2 GRANT OF LICENSE FOR CAMPAIGN RESULTS. Subject to Customer’s compliance with these License Terms, DigitalGlobe grants to Customer a perpetual, non-exclusive, non-transferable, limited license to allow an unlimited number of its Authorized Users (a) to use and develop Derivatives of the Campaign Results as permitted in Section 2.3 below solely for Customer’s Internal Use; and (b) to store, access, reproduce and display the Campaign Results and permitted Derivatives solely for Customer’s Internal Use. In addition, Customer may display the Campaign Results on a public website in a non-extractable and non-downloadable manner properly attributed to DigitalGlobe, as required in Section 5 below. Customer is responsible for ensuring that its Authorized Users comply with these License Terms, and Customer is liable for the acts and omissions of its Authorized Users.

2.3 USE AND DEVELOPMENT RIGHTS. The license granted to Customer in Section 2.2(a) above includes the following use and development rights:

(a) VIEW. Customer may view the Campaign Results and create derivatives from the Campaign Results via formatting, editing, digitization, and/or data combination (each, an “Imagery Derivative”); and

(b) ANALYSIS. Customer may extract geographic features, human-made features, persons or animals and related data from the Campaign Results identification, measurement, and/or analysis (each, a “Feature Derivative”).

2.4. RESTRICTIONS. Customer recognizes and agrees that the Campaign Results are the property of DigitalGlobe and contains valuable assets and proprietary information of DigitalGlobe. Accordingly, except as expressly permitted in Sections 2.2 and 2.3 above, Customer will not, and will not permit any Authorized User to:

(a) Distribute, sublicense, rent, sell, lease or loan the Campaign Results or Derivatives to any Third Party;

(b) Use the Campaign Results or Derivatives for the business needs of any Third Party, including without limitation, providing any services to any Third Parties;

(c) Remove, bypass or circumvent any electronic or other forms of protection measure included on or with the Campaign Results;

(d) Alter, obscure or remove any copyright notice, copyright management information or proprietary legend contained in or on the Campaign Results; or

(e) Otherwise use or access the Campaign Results or any Derivative for any purpose not expressly permitted under these License Terms, including, without limitation, for Commercial Purposes.

3. INTENTIONALLY LEFT BLANK

4. COMPLIANCE WITH LICENSE TERMS

4.1 CERTIFICATION. Upon DigitalGlobe’s written request, and not more than once per calendar year, Customer will certify its compliance with licenses granted under these License Terms.

4.2 AUDIT. DigitalGlobe or its authorized representative will have the right to perform an audit to determine Customer’s compliance with these License Terms and the licenses granted hereunder. Customer will grant DigitalGlobe auditors access to the business location(s), books and records, employees and/or contractors pertaining to Customer’s use of the Product subject to any security requirements. The audit will: (a) require a minimum of thirty (30) days prior written notice; (b) be conducted no more than once per calendar year; (c) be limited to a three (3) year audit period unless non-compliance findings are noted, in which case the audit period can be expanded; (d) be conducted during reasonable business hours; and (e) be subject to reasonable confidentiality requirements and applicable security requirements.

5. OWNERSHIP AND ATTRIBUTION. All right, title and interest in and to the Product, including all corrections, enhancements, or other modifications made by DigitalGlobe or any third party, and all Intellectual Property Rights therein
are the sole and exclusive property of DigitalGlobe or its suppliers, as applicable. All rights not expressly granted to Customer in these License Terms are reserved by DigitalGlobe. Customer will not delete, alter, cover or distort any copyright, trademark or other proprietary rights notice placed by DigitalGlobe on or in the Products and will ensure that all notices are reproduced on all copies. All Derivatives must include the following copyright notice on or adjacent to the Derivative: [Product] © [YEAR] DigitalGlobe, Inc.

6. LIMITED WARRANTY AND DISCLAIMER. THE PRODUCT IS PROVIDED “AS IS,” WITHOUT ANY WARRANTY OF ANY KIND, WHETHER EXPRESS, IMPLIED OR STATUTORY, INCLUDING, WITHOUT LIMITATION, WARRANTIES OF MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE, TITLE, NON-INFRINGEMENT OR NON-MISAPPROPRIATION OF INTELLECTUAL PROPERTY RIGHTS OF A THIRD PARTY, CUSTOM, TRADE, QUIET ENJOYMENT, ACCURACY OF INFORMATION, CONTENT OR RESULTS, OR CONDITIONS ARISING UNDER ANY OTHER LEGAL REQUIREMENT. DIGITALGLOBE DOES NOT WARRANT THAT THE PRODUCTS WILL BE ACCURATE, CURRENT OR COMPLETE, THAT THE PRODUCTS WILL MEET CUSTOMER’S NEEDS OR EXPECTATIONS OR THAT THE OPERATION OF THE PRODUCTS WILL BE ERROR FREE OR UNINTERRUPTED. FURTHER, SPATIAL, SPECTRAL AND TEMPORAL ACCURACY IS NOT GUARANTEED. This clause does not limit or disclaim any of the warranties specified in the GSA Schedule 70 contract under FAR 52.212-4(o). In the event of a breach of warranty, the U.S. Government reserves all rights and remedies under the contract, the Federal Acquisition Regulations, and the Contract Disputes Act, 41 U.S.C. 7101-7109.

7. INDEMNIFICATION

7.1 INDEMNIFICATION BY DIGITALGLOBE. DigitalGlobe will indemnify and hold Customer harmless from and against any claim or action by a Third Party against Customer, and all losses, damages, costs, penalties, fees and reasonable attorney’s fees (collectively, “Losses”) incurred by Customer therefrom, arising out of a claim that the DG Crowdsourcing product, including the Campaign Results, infringes any United States copyright or misappropriates any trade secret rights of any Third Party.

7.2 INTENTIONALLY LEFT BLANK

7.3 SUBSTITUTES. Should Customer’s use of the Campaign Results be restricted, encumbered, or enjoined by reason of any infringement, DigitalGlobe will promptly, at its election, and at no additional cost to Customer: (a) obtain for Customer the right to continue to use the Campaign Results as provided in these License Terms; (b) modify the Campaign Results so as to render it non-infringing (provided that DigitalGlobe’s modification will not materially affect Customer’s intended use, or the performance, of the Licensed Images), or (c) replace the Campaign Results with equally suitable, non-infringing alternatives, which will be subject to the provisions of these License Terms. To the extent the options provided in subsections (a) through (c) above are not commercially feasible, DigitalGlobe will have the right to immediately terminate these License Terms and provide a refund of a prorated portion of the annual license fee paid in advance by Customer based on the number of days remaining in such annual period.

7.4 EXCEPTIONS. Notwithstanding the foregoing, DigitalGlobe assumes no liability (and will have no indemnification obligation under Section 7.1 of these Terms and Conditions) arising from or related to any claim by a Third Party alleging infringement based on (a) the use of the Campaign Results in combination with other products, methods, processes not provided by the DigitalGlobe, if such infringement would have been avoided without such combination; (b) modification of the Campaign Results made by Customer unless such infringement would have existed without such modification; (c) the continuation of allegedly infringing activities by Customer after notification by DigitalGlobe of a court ordered injunction disallowing the continued use of the Campaign Results; or (d) the use by Customer of prior versions of any Campaign Results after DigitalGlobe has provided Customer with an updated version of the foregoing.

7.5 INDEMNIFICATION PROCEDURES. In order to obtain the benefit of any indemnification hereunder, the party seeking indemnification (the “Indemnitee”) will provide the other party (the “Indemnitor”) with prompt notice of any written threat, warning, or notice of any Third Party claim or action subject to indemnification hereunder, and copies of all papers served upon or received by the Indemnitee relating thereto. The Indemnitor will have the sole right to conduct the defense, to the extent permitted by 28 U.S.C. 516 of any such claim or action and all negotiations for its settlement or compromise unless otherwise mutually agreed to in writing between the Parties hereto (provided, however, that the Indemnitor will not have the right to bind the Indemnitee to any agreement without its prior written consent, which consent will not be unreasonably withheld or delayed). The Indemnitee will provide reasonable assistance to the Indemnitor (at the Indemnitor’s expense) regarding the defense of such claim or action. This Article 7 provides Customer’s sole and exclusive remedy in connection with any infringement claims asserted by a Third Party based on the DG Crowdsourcing product, including the Campaign Results.

8. LIMITATION OF LIABILITY. IN NO EVENT WILL DIGITALGLOBE BE LIABLE FOR ANY SPECIAL, INDIRECT, INCIDENTAL, EXEMPLARY, PUNITIVE OR CONSEQUENTIAL DAMAGES, WHETHER OR NOT FORESEEABLE AND WHETHER OR NOT A PARTY HAS BEEN ADVISED OF THE POSSIBILITY OF THE DAMAGES AND NOTWITHSTANDING ANY FAILURE OF THE ESSENTIAL PURPOSE OF THIS AGREEMENT OR ANY LIMITED REMEDY HEREUNDER. IN NO EVENT WILL DIGITALGLOBE’S TOTAL LIABILITY ARISING OUT OF OR IN CONNECTION WITH THE PRODUCTS EXCEED THE FEES PAID BY CUSTOMER FOR THE PRODUCT GIVING RISE TO THE CLAIM. THE FOREGOING LIMITATIONS APPLY TO ALL CAUSES OF
9. TERM AND TERMINATION

9.1 TERM. The Term of these License Terms will begin on the Effective Date and continue until terminated as set forth below.

9.2 TERMINATION. These License Terms and the license granted pursuant to these License Terms can be terminated in accordance with Federal Acquisition Regulation 52.212-4(l) and (m) and 52.233-1.

9.3 FOLLOWING TERMINATION. Upon termination of these License Terms, Customer will cease all use of the Campaign Results and Derivatives and destroy, erase or otherwise permanently remove all copies of the Campaign Results and Derivatives and certify in writing to the DigitalGlobe that the foregoing has occurred.

9.4 SURVIVAL. The duties and obligations of the parties under Section 2.4 and Articles 4, 5, 6, 7, 8, 9 and 11 of these License Terms will survive expiration or termination of these License Terms.

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11. GENERAL TERMS

11.1 ENTIRE AGREEMENT. These License Terms constitute an addendum to a solicitation or contract, as defined in Federal Acquisition Regulation 52.212-4(s).

11.2 ASSIGNMENT. Customer may not transfer or assign any of its rights or delegate any of its obligations under these License Terms, in whole or in part and including any transfers by operation of law, without the prior written consent of DigitalGlobe. Any attempted assignment or transfer in violation of this Section will be null and void. This Agreement will be binding on and inure to the benefit of the parties and their respective permitted successors and assigns.

11.3 AMENDMENT. This Agreement may be amended or supplemented only by a writing that refers to these License Terms and that is signed by both parties.

11.4 WAIVER. The failure or delay by a party to require performance of any provision of these License Terms does not constitute a waiver. All waivers must be in writing and signed by the party granting the waiver. The waiver by a party of any of its rights or remedies in a particular instance will not be construed as a waiver of the same or a different right or remedy in a subsequent instance.

11.5 SEVERABILITY. If any provision of these License Terms is invalid, illegal or unenforceable, that provision will be deemed to be restated so that it is enforceable to the maximum extent permissible under law and is consistent with the original intent and economic terms of the invalid provision.

11.6 RELATIONSHIP OF THE PARTIES. Nothing in these License Terms will be construed to create any franchise, joint venture, trust or commercial partnership or any other partnership between the parties. Neither party will have any authority to contract for or to bind the other party in any manner and will not represent itself as an agent of the other party or as otherwise authorized to act for or on behalf of the other party.

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## DigitalGlobe Intelligence Solutions - Human Landscape Unlimited Use License Rights (Group License Rights)

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### Crowdsourcing Product Pricing

DigitalGlobe’s satellite constellation collects millions of square kilometers of earth imagery every day, gathering amazing high-resolution data about our planet. To gain actionable insight about important locations, objects, and events across the globe, our crowdsourcing platform taps into an online network of thousands of imagery analysts. Using an intuitive web interface and advanced geospatial consensus algorithms, the DigitalGlobe Crowdsourcing platform transforms pixels into answers. Exploiting satellite imagery with human analysts is an expert process that takes time. By applying hundreds or thousands of people to the problem, DigitalGlobe Crowdsourcing increases the scale and speed of analysis immensely, while still retaining the accuracy of human insight. Now it is possible to analyze 100,000 square kilometers of imagery in a single day—a task that might take a single analyst weeks.

For more information, visit [https://www.digitalglobe.com/products/crowdsourcing](https://www.digitalglobe.com/products/crowdsourcing)

**DG Crowdsourcing Pricing**

*Inclusive of .75% Industrial Funding Fee (IFF)*
**GSA No./MFR PART No.** | **PRODUCT NAME** | **DGIS PRODUCT DESCRIPTION** | **UOI** | **GSA Price**
---|---|---|---|---
GH-0001 | DG Crowdsourcing | **Crowdsourcing Discovery campaign per SqKm (minimum 3,746 km²/$10,000)** DGIS Crowdsourcing has the ability to discover and extract the following custom features from imagery: Discoverable Features: BUILDINGS: homes, commercial properties, construction sites, religious sites, damaged structures INFRASTRUCTURE: Roads, trails, bridges, parking lots, ports OBJECTS: vehicles, crowds, vegetation, crops, debris EVENTS: fires, floods, protests, change detections MILITARY: armored vehicles, aircrafts, bases, checkpoints, defensive fighting positions, mobile artillery, rocket launchers | EA | $2.68/sq. km.

**NOTE:** Crowdsourcing is $2.67/sq. km with a minimum order amount of 3,746 sq. km./$10,000.

**Scale Analytics Product Pricing**

**GeoWave**

GeoWave products enable commercial enterprises and USG to create and manage geospatial operations around big data repositories. Core to all GeoWave products is the GeoWave open source software library that connects the scalability of distributed computing frameworks and key-value stores, with modern (web-based, scalable, etc.) geospatial software. This allows users of GeoWave software to store, retrieve, and analyze massive datasets. In contrast to GeoWave, software that works for traditional geospatial datasets and analyses (e.g., for location analysis in forestry) is typically not able to deal with the massive amounts of streaming data generated from modern collection methods. GeoWave is a unique technology capable of using modern, distributed computing platform technologies to deliver server-side fine-grained filtering and high performance. GeoWave was designed from the ground up to query spatiotemporal datasets containing billions or trillions of features interactively with 100 percent accuracy. This enables government and commercial customers to perform geospatial operations (locating, mapping, etc.) on data that would otherwise be impossibly large and unwieldy.

GeoWave works by indexing multidimensional data in a way that ensures values close together in multidimensional space are stored physically close together in the distributed data store of a user’s choice. This makes it possible to execute spatiotemporal queries and processes for data in the magnitude of billions and of records quickly and efficiently. GeoWave allows for easy feature extension and platform integration, bridging the gap between distributed technologies and minimizing the learning curve for software application developers.

GeoWave product subscriptions and packages are priced based on the value they bring to customers. Commercial and government customers leverage GeoWave to create and manage geospatial operations around big data repositories. As GeoWave is built to manage massive sources of streaming data flowing from social media, cellphone, or similar “data firehoses,” GeoWave packages are designed to incorporate all components required to handle these complex data successfully.

DGIS is uniquely qualified to deliver annual software subscriptions, Professional Services, Operation and Maintenance Support and Service-Level Agreements for xTerrain and GeoWave. While GeoWave relies on components developed and distributed using free and open source
licensing, DGIS retains the vast majority of development staff involved in developing these software products. In addition, DGIS owns material IP serving as key dependencies in core software, deployment packaging, and operation, as well as computational models powering the software.

**xTerrain**

xTerrain is a high-performance terrain and raster analysis system that includes a comprehensive suite of software, support and maintenance services. xTerrain simplifies the steps and decreases processing time for an analyst to perform typical terrain assessments, from identifying Helicopter Landing Zones (HLZs) to calculating cross country mobility and routes to Line of Sight operations and more. This is accomplished by making data available via a web application interface and a web service API and leveraging the best-available high-performance computing resources to generate analytic results rapidly. This allows analysts to focus more of their time on analytic questions and less on the process of acquiring data and configuring it to run on their local machine.

xTerrain works by making digital elevation model (DEM) and similar data available via web services and leveraging the best-available high-performance computing resources to quickly generate analytic results. xTerrain benefits to users include:

- **Ease of use:**
  - xTerrain eliminates the need for analysts to find, download and load data into a desktop Users can chose and run processing algorithms via a familiar, simple, GIS-like web interface
  - Once computed, terrain analytics data outputs may be served many times using standard, Open Geospatial Consortium (OGC) web services

- **Speed**
  - xTerrain uses the latest high-performance computing technology to accelerate, scale and enable terrain analytic workflows that impact missions
  - The system offers extremely fast processing speeds that enables large-scale batch analytics

- **Greater efficiency**
  - xTerrain pre-stages data in the cloud in an analysis-ready format, eliminating the need to locate and prepare various data
  - Interactive, iterative desktop-scale analytics and batch operations expand the range of intelligence questions that can be solved

- **Easier integration**
  - xTerrain was built to be integrated with new and existing workflows through commonly web services and standards and technology stacks (i.e. REST and OGC standards)
  - The system gives analysts the ability to review outputs from various raster datasets and analyze them in context with other data streams

xTerrain includes several openly available high- and low-resolution terrain datasets, as well as custom data tailored to the deployed environment and mission. Additional customer datasets can be added to xTerrain on request.

The system also includes several raster data derivative layers including slope, aspect and terrain based on mobility models described in academic papers. In addition to the pre-computed layers, xTerrain features interactive analytics that allow users to navigate to an area on the map and compute analytics such as viewsheds. Due to its ability to compute analytic very quickly, xTerrain
allows users to repeat the process quickly, while making corrections to model parameters and customizing and refining the results.

Commercial and government customers leverage xTerrain to create and manage geospatial operations around big data repositories. Note that xTerrain is built to work on extraordinarily large terrain datasets and xTerrain packages are designed to include all of the components required to successfully handle these complex data and efficiently deliver terrain analytics results.

**Scale Analytics Pricing**

*Inclusive of .75% Industrial Funding Fee (IFF)*

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</table>
includes training for up to 8 participants at our corporate facility or via teleconference. This Annual Subscription includes 1,988 hours of labor support services

| SA-004A | xTerrain Enterprise Plus – Monthly Subscription | This total solution includes: A Monthly Software Subscription, a Get Started package, quarterly Performance Tunings, Security Compliance, DevOps Support Package, and 2 Training Sessions. Each 3 day training session includes training for up to 8 participants at our corporate facility or via teleconference. This Monthly Subscription includes 166 hours of labor support services | Monthl y | $34,947 |

### Scale Analytics Service Package Products

| SA-005 | Proof of Concept Development | A one-time, fixed price and duration engagement focused on analysis of customer's problem domain and sample data, gathering of operational usage information, drafting a prototype architecture and development of a working proof of concept of a Scale Analytics product. This Annual Subscription service includes 272 hours of labor support services | EA | $42,317 |

| SA-006 | GeoWave Innovate | One-time engagement focused on joint development of a Proof of Concept. This Annual Subscription service includes 272 hours of labor support services | EA | $42,317 |

| SA-007 | GeoWave Deployment Architecture Design | A fixed price and duration engagement focused on designing an optimal deployment architecture within a customer-specific IT infrastructure. This Annual Subscription service includes 156 hours of labor support services | EA | $13,098 |

| SA-008 | GeoWave Integration Architecture Design | A fixed price and duration engagement focused on analysis of customer-specific data, data ingest and retrieval requirements, and architecting an optimal solution to respond to these requirements. This Annual Subscription service includes 224 hours of labor support service | EA | $30,227 |
| **SA-009** | **GeoWave Performance Tuning** | A fixed price and duration service focused on development, update and execution of performance test suite, diagnostic analysis and resolution of performance issues, tuning and delivery of a summary of results. This Annual Subscription service includes 34 hours of labor support services | **EA** | **$24,181** |
| **SA-011** | **GeoWave Security Compliance** | A fixed price engagement focused on developing and delivering documentation required to deploy the software in the government environment compliant with ICD-503 requirements. This Annual Subscription service includes 700 hours of labor support services | **EA** | **$131,788** |
| **SA-012** | **GeoWave DevOps Support Package** | Support package to build the software components in the agency's own continuous integration environment (such as Jenkins), integrate with static code analysis components, and integrate agency components for auditing and monitoring into the deployment. This Annual Subscription service includes 240 hours of labor support services | **EA** | **$32,343** |
| **SA-013** | **GeoWave Integration (3-Week Sprint)** | A total solution to include a completely staffed, cross-functional team to customize and integrate GeoWave within your enterprise environment. This Annual Subscription service includes 256 hours of labor support services | **EA** | **$148,111** |
| **SA-014** | **GeoWave Core Development (3-Week Sprint)** | A total solution to include a completely staffed, cross-functional GeoWave development team to add new features to GeoWave software. This Annual Subscription service includes 256 hours of labor support services | **EA** | **$148,111** |
| **SA-015** | **xTerrain Innovate** | One-time engagement focused on getting a new xTerrain instance up and running. This service includes 80 hours of labor support services | **EA** | **$13,098** |
| **SA-016** | **xTerrain Get Started** | Basic installation, configuration and demonstration of xTerrain software. This service includes 80 hours of labor support services | **EA** | **$13,098** |
City Box Pricing

The CityBox product offering provides a collaborative multi-user experience with Virtual reality/Augmented Reality (VR/AR) thick client or thin client capabilities. It is readily expandable and scalable to meet mission requirements. The product contains high-resolution, high-accuracy 3D imagery with high definition and 360 degree video. It is a device that is portable and secure that incorporates social media and big data visualization with GIS layer.

The CityBox products provide tools for terrain analytics, RF propagation, viewshed analysis, and line of sight with distance and height measurements.
These products provide customers with advanced geospatially-enabled immersive environment with visualization and analysis capabilities to deliver enhanced situational awareness for superior mission planning, mission rehearsal, and post-action review.

**City Box Pricing**

*Inclusive of .75% Industrial Funding Fee (IFF)*

<table>
<thead>
<tr>
<th>GSA No./MFR PART No.</th>
<th>PRODUCT NAME</th>
<th>DGIS PRODUCT DESCRIPTION</th>
<th>UOI</th>
<th>GSA Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>CB-01</td>
<td>CityBox*</td>
<td>CityBox – 1 VR kit containing laptop with external drive or desktop, Oculus Rift, Xbox joystick, Xbox charge kit, power strip, mini-dv to hdmi cable, and custom fitted Zero Haliburton Geo Aluminum case. VR capabilities will include separately purchased Vricon data, applicable open source collected data, and applicable Customer Furnished Information. The CityBox package also includes exclusive training in the VR environment. The 4 hour training session includes training for up to 8 participants at our corporate facility or via teleconference.</td>
<td>EA</td>
<td>$40,000</td>
</tr>
<tr>
<td>CB-02</td>
<td>CityBox Clone</td>
<td>CityBox Clone - An identical CityBox purchased at the same time, or no later than 1-month past the purchase of a CityBox. The CityBox will be a duplication and will allow a customer to obtain multiple CityBoxes covering the same AOI.</td>
<td>EA</td>
<td>$15,000</td>
</tr>
<tr>
<td>CB-03</td>
<td>CityBox Development</td>
<td>CityBox Development – 1 month of custom development and integration on a previously purchased CityBox.</td>
<td>Monthly</td>
<td>$30,000</td>
</tr>
<tr>
<td>CB-04</td>
<td>CityBox O&amp;M - Annual</td>
<td>CityBox O&amp;M – Purchased on a yearly basis to provide integration of capability updates and VR technology advancements. Updates will be delivered on a minimum basis of semi-annual and not more than quarterly. The plan also provides up to 30 hours of technical support and up to $1000 dollars of non-returnable hard-drives.</td>
<td>Yearly</td>
<td>$15,000</td>
</tr>
<tr>
<td>CB-04A</td>
<td>CityBox O&amp;M - Monthly</td>
<td>CityBox O&amp;M – Purchased on a monthly basis to provide integration of capability updates and VR technology advancements. Updates will be delivered on a minimum basis of semi-annual and not more than quarterly. The plan also provides up to 30 hours of technical support and up to $1000 dollars of non-returnable hard-drives.</td>
<td>Monthly</td>
<td>$15,000</td>
</tr>
</tbody>
</table>

**VRX Pricing**

Video Reconnaissance Exploitation (VRX) provides users the ability to process videos and images for object detection allowing quick characterization and extraction of where and when objects were identified. VRX can process videos or images from a variety of sources to include air, ground, underwater, or open source (PAI). In doing so, VRX extracts value from videos and images faster than humans. This enables users to focus on the most relevant information to their mission. VRX’s detection scan be tailored for customer needs but can be visualized or interacted within various tools to support mission planning and operations including VirtualReality.

VRX key features are:
- Automated extraction of objects (vehicles, people, signs, license plates, weapons, etc.)
- Scalable –can process video at 3x speed on a single computer.
- Identify and store multiple objects per image/video frame for search and discovery
- Easily incorporates RF survey data if available
- Common outputs for integration to Google Earth, ArcGIS, QGIS, etc.

**VRX Pricing**

*Inclusive of .75% Industrial Funding Fee (IFF)*

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<tr>
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<th>GSA Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>VRX-01</td>
<td>VRX Hardware</td>
<td>Desktop w/7 CPU @3.00 GHz, 2x TitanX GPUs, 1 TB HD, 5.5 TB RAID, 2x 24&quot; Monitors, associated cabling</td>
<td>EA</td>
<td>$20,000</td>
</tr>
<tr>
<td>VRX-02</td>
<td>VRX Software*</td>
<td>Perpetual license for one VRX software; requires 1x VRX Support Customization purchase*</td>
<td>EA</td>
<td>$100,000</td>
</tr>
<tr>
<td>VRX-03</td>
<td>VRX Support, Customization</td>
<td>1 month of custom development and integration on a previously purchased VRX</td>
<td>Monthly</td>
<td>$30,000</td>
</tr>
<tr>
<td>VRX-04</td>
<td>VRX Model as a Service</td>
<td>1 VRX custom model for object detection or customization of existing model to meet customer requirements</td>
<td>EA</td>
<td>$30,000</td>
</tr>
<tr>
<td>VRX-05</td>
<td>VRX Operations &amp; Maintenance (O&amp;M) - Annual</td>
<td>Purchased on a yearly basis to provide integration of capability updates and VRX technology advancements, to include any new or updated models. Updates will be delivered on a minimum basis of semi-annual and not more than quarterly. The plan also provides up to 160 hours of technical support.</td>
<td>Yearly</td>
<td>$20,000</td>
</tr>
<tr>
<td>VRX-05A</td>
<td>VRX Operations &amp; Maintenance (O&amp;M) - Monthly</td>
<td>Purchased on a monthly basis to provide integration of capability updates and VRX technology advancements, to include any new or updated models. Updates will be delivered on a minimum basis of semi-annual and not more than quarterly. The plan also provides up to 160 hours of technical support.</td>
<td>Monthly</td>
<td>$20,000</td>
</tr>
</tbody>
</table>

NOTE: Customers that purchase VRX-02 (VRX Software) without VRX-01 (VRX Hardware) are required to purchase a minimum of one month’s VRX-03 (Support/Customization 1 month).