023066.0005

Ball Aerospace & Technologies Corp.

Purchase Order: S80109-04

Date Printed: 06/12/2013

Order To: KEYW CORPORATION
1334 Ashton Road, Suite A
Hanover, MD 21076

019189

Contact: Courtney Prokopic Ph: 443-274-1515 Fax: cprokopic@keywcorp.com

ORDER DATE	BUYER	TERMS	FOB	SALES ORDER	SHIP VIA	DELIVER TO
06/12/13	MORELAND, MATTHEW W	NET 30				Matthew Moreland

LINE	ITEM/DESCRIPTION	REV	U/M	DUE DATE	DESIRED DATE	ORDER QUANTITY	NET UNIT COST	EXTENDED COST

A C K N O W L E D G M E N T R E Q U I R E D

This is a rated order certified for national defense, emergency preparedness, and energy program use, and the Contractor shall follow all the requirements of the Defense Priorities and Allocations System regulation (15 CFR 700).

Period of Performance: 06/12/13 To 06/09/14

ATEP Task Order: 155

Points of Contact:

Task Order Project Manager: Jeffrey Moore jmoore1@ball.com 937-320-7030
Deputy Program Manager: Bill Saunders, wrsaunde@ball.com, 937-320-4135
Subcontracts Administrator: Matthew Moreland, mmorelan@ball.com, 937-490-2729
ATEP Website: www.ATEPsubs.balldayton.com
ATEP e-mail: ATEPteam@ball.com
All forms are available on the ATEP website and must be used during performance.
All deliverables must be submitted to ATEPteam@ball.com and to the Subcontracts Administrator.

This burdened Time and Material (T&M) Task Order is hereby issued in accordance with the attached Statement of Work titled "FY13 Non-Cooperative Target Identification (NCTI) Radar R&D Support" dated 5 March 2013, IAW KeyW's cost proposal, dated 19 March 2013 Rev7.

A. The authorized ceiling amount for this effort is $66,466.05.

B. The authorized fully funded amount of $66,466.05 is hereby authorized and the Subcontractor shall invoice and track costs in accordance with the below line items.

C. During the performance of this effort the following ETC requirements will apply:

1. Subcontractor's Funds Man-Hour report indicates a >5% variance for OPS support efforts or >10% for R&D efforts from the awarded budget.

2. Subcontractor receives a request from the Ball Subcontracts Administrator.

Note: Submission of an ETC is not an automatic approval of the requested budget adjustment. The Subcontracts Administrator will notify the Subcontractor with approval/disapproval.

The Parties hereto through duly authorized representatives have executed this agreement and agreed to the following:

LINE	ITEM/DESCRIPTION	REV	U/M	DUE DATE	DESIRED DATE	ORDER QUANTITY	NET UNIT COST	EXTENDED COST	
1	SUBCONTRACT LABOR Task 4.2 Labor Camel Radar Modifications BOA Rates Prime Contract #: FA8604-09-D7976 Priority: DO-C9 AOP: 60-03 1.4.6.71.1.01 33756.155.C.02.00.00.01		LOT	06/09/14	06/09/14	0.0000	0.0000	$48,962.58	.001
2	SUBCONTRACT MATERIALS Task 4.2 Material Prime Contract #: FA8604-09-D7976 Priority: DO-C9 AOP: 60-02 1.4.6.71.1.01 33756.155.C.02.00.00.01		LOT	06/09/14	06/09/14	0.0000	0.0000	$2,031.73	002
3	SUBCONTRACT LABOR Task 4.3 Mission Support BOA Rates Prime Contract #: FA8604-09-D7976 Priority: DO-C9 AOP: 60-03 1.4.6.71.1.01 33756.155.C.03.00.00.01		LOT	06/09/14	06/09/14	0.0000	0.0000	$15,471.74	003

It is understood and agreed that this Subcontract contains the entire understanding between the parties and that there are no understandings or representations not set forth or incorporated by reference herein. Unless as otherwise provided in this Schedule, any modifications to this Subcontract shall be effected by a written supplemental agreement by both parties.

Subcontractor's acknowledgement, acceptance of payment, or commencement of performance shall constitute Subcontractor's unqualified acceptance of this Subcontract. Additional or differing terms or conditions proposed by Subcontractor or included in Subcontractor's acknowledgement or invoice are objected to by BALL AEROSPACE and have no effect unless expressly accepted in writing by an authorized representative of BALL AEROSPACE.

Ball Aerospace & Technologies Corp.

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Hanover, MD 21076

019389

Contact: Courtney Prokopic Ph: 443-274-1515 Fax: cprokopic@keywcorp.com

ORDER DATE	BUYER	TERMS	FOB	SALES ORDER	SHIP VIA	DELIVER TO
06/12/13	MORELAND, MATTHEW W	NET 30				Matthew Moreland

LINE	ITEM/DESCRIPTION	REV	U/M	DUE DATE	DESIRED DATE	ORDER QUANTITY	NET UNIT COST	EXTENDED COST
	IN WITNESS WHEREOF, the parties hereto have executed this Subcontract as of the Commencement Date identified above.							

Time and Material Contract
Ball Terms and Conditions CR-200 as modified apply to this Order

6/13/13

Matthew W. Moreland Date
Subcontracts Administrator III
V: 937.490.2728
F: 937.320.4002
mmorelan@ball.com

Signing for
Matt Moreland

Bill To:
BALL AEROSPACE & TECHNOLOGIES CORP
2875 PRESIDENTIAL DR
FAIRBORN, OH 45324

Courtney Prokopic
Authorized Signature(s)

PO Total Amt: $66,466.05

ATEP Program

Statement of Work for KeyW

FY13 Non-Cooperative Target Identification (NCTI) Radar R&D Support
5 March 2013

1. OBJECTIVE

The objective of this effort is to further develop the current capabilities of the National Air and Space Intelligence Center's GEOINT Analysis Squadron (NASIC/GSM) to provide present and future Non-Cooperative Target Identification (NCTI) hardware/software capabilities. The contractor team supporting this effort shall provide a low-risk, high-value approach to the design, development, fabrication, and test of modifications to the Dual Band Radar (DBR), Xontrak and Camel collection systems.

2. SCOPE

The scope of the work performed under this task order includes the DBR, Xontrak and Camel systems hardware and software design and development modifications. The subcontractor shall apply proven systems engineering processes to every phase of the planned developments and construction of the radar system improvements. The subcontractor shall ensure the radar meets all Government requirements once modifications are complete. The subcontractor shall fully test completed radars and document new procedures.

3. APPLICABLE DOCUMENTS

None

4. REQUIREMENTS

The subcontractor shall provide support in accordance with the requirements specified in this section.

4.1 Task 1 - Program Management. NOT SEPARATELY PRICED Subcontractors shall perform standard program management duties required to accomplish the tasks defined below, e.g. funds and man-hours report, monthly data accession lists, and a final report.

- **Security.** The subcontractor shall comply with all applicable security requirements, regulations, and Security Classification Guides associated with information handled, generated or transferred during the conduct of tasks under this delivery order. The subcontractor will require access to classified material up to and including SCI in the performance of this subcontract.

– **Number of SCI billets required to perform this task: The** subcontractor shall specify the number of SCI billets required to perform this task.

- **Government Furnished Equipment /Government Furnished Property (GFE/GFP):** The subcontractor will have access to the Camel and Xontrak radars and associated support software and equipment upon task order award. If the subcontractor requires any additional GFE, the specific requirements must be stated in the Technical Implementation Plan (TIP), and will be subject to government approval. Should the Government disapprove any GFE requested in the TIP, the contractor must be prepared to accomplish the requirements of this task order without the disapproved GFE.

- **Work Space/Support:** The Government will not provide work space for contractors in support of this effort.

- **Computer Support:** The Government will not provide computer support for contractors in support of this effort.

- **Individual Qualifications:** The subcontractor shall submit the names of the individual proposed to work on this task order. The personnel shall meet security, experience, and educational requirements specified in the TAG and the overall ATEP Contract for the labor categories.

4.1.1 Task Order Planning The subcontractor shall conduct cost, schedule and personnel planning activities to accomplish all the objectives of this effort. (SDRL A001, A004)

4.1.2. Task Order Management The subcontractor shall pro-actively plan, organize, direct, coordination, control, and propose timely contract actions to accomplish task order objectives. The subcontractor shall document cost, schedule, contract, and programmatic management data. The subcontractor shall submit a Data Accession List of all documents and deliverables generated for this task order on a monthly basis. The subcontractor shall assist the Prime conduct a single kick-off meeting at the beginning of the task order with the Government Task Manager and other government representatives throughout the period of performance. The subcontractor shall generate a final report and a final DVD containing all deliverables at the conclusion of the task order. (SDRL: A006, A007, A008, A009, A014, **A047, A049**)

4.1.3 Travel The contractor shall manage and monitor all subcontractor travel. The subcontractor shall obtain Task Manager and Contracting Officer's Representative (COR) approval in writing prior to all travel and provide a detailed trip report after returning from travel. For planning purposes, factor in the cost of one, two day trip to Dayton to support technical meeting.

4.2 Task 2 – Xontrak and Camel Radar Modifications
The contractor shall conduct two (2) system checks to the NCTI radar systems hardware and software. Hardware items to be checked and/or purchased shall include the following: system cabling/wiring, power supply/amplifiers, RF heads (calibration), system cooling, video camera, Digital Control Board, shipping containers, Low Noise Amplifiers and laptop/PC hardware and additional required components. The software checks and modifications shall include the radar and laptops OS, GUI, and security patches. Each radar system shall receive two (2) overall system "health" report findings with recommendations discovered during the system check. (CDRL A014)

4.3 Task 3 - Mission Support
The contractor shall travel off-site to support conferences, collections and meetings as requested by the government to support the NCTI mission. (SDRL A010)

4.4 Task 4 – Camel System Hardware/Software Development (Option -CPFF)
This task consists of two separately priced options that are identified as Option 1 and Option 2 below. Each Option shall include the associated Task 1 Program Management needed for that option. Each Option may be exercised independently of the other option and may extend the period of performance of the basic Task Order as required to complete the option.

4.4.1 Off-Bore-sight Tracking Capability (Option 1 - CPFF)
The contractor shall modify the Camel radar system to add off bore-sight tracking capability by enabling electronic beam steering for large volume searching and rapid target acquisition. The contractor shall implement, test, and demonstrate the development. The government estimate for this task is approximately 3 months duration. (CDRL A014)

4.4.2 All-weather Dome Top (Option 2 - CPFF)
The contractor shall modify the Camel radar system to develop and implement an all-weather dome top for the Camel radar system. The contractor shall implement, test, and demonstrate the development. The government estimate for this task is approximately 3 to 4 months duration. (CDRL A014)

4.4.3 Camel System Documentation (Option 3 - CPFF)
This task is a separately priced option that is identified as Option 3. The contractor shall provide a basic Users' Guide detailing changed system hardware and software to the Camel signature collection systems from Tasks 4, as awarded and completed. This Option shall include the associated Task 1 Program Management needed for this Option. (CDRL A014)

4.5 Task 5 - DBR System Hardware/Software Development and System Support (Option -CPFF) Intentionally left blank

5. SERVICE DELIVERY SUMMARY

Performance Objective	TAG Para	Performance Threshold
Hardware/Software Development The contractor shall modify the Camel/Xontrak collection system	4.2, 4.4,	90% of all modifications completed and accepted before or on scheduled due date; 100% within 10 business days of scheduled due date.
System Documentation The contractor shall document changes to the Camel/Xontrak collection system	4.6	90% of all deliverables received before or on scheduled due date; 100% within 5 business days 95% of all deliverables accepted with no edits required, 100% of all deliverables accepted within one edit cycle.

6. DELIVERABLES

Deliverable	Due Date	SDRL #	Acceptance	Paragraph Number
Work Breakdown Structure (WBS)	15 business days after award	A001	Accepted upon delivery. Submit revised WBS with each baseline change request	4.1.1
Funds and Manhours Expenditure Report (FMHR)	10th of each month	A003	Complete and accurate acceptance by Prime, or 5 days after submission	4.1.3
Integrated Master Schedule (IMS)	10th of each month	A004	Complete and accurate acceptance by Prime, or 5 days after submission	4.1.1
Certificate of Services Technical Assistance Activity Report (invoice)	10th of each month	A006	Complete and accurate acceptance by Prime, or 5 days after submission	4.1.2
Monthly Status Report	10th of each month	A007	Complete and accurate acceptance by Prime, or 5 days after submission	4.1.2
Presentation Material (PMR Slide of monthly accomplishments)	7th of each month	A008	Complete and accurate acceptance by Prime, or 5 days after submission	4.1.3
Presentation Material: Monthly Status Report to include training provided, hardware/software enhancement efforts, and program status	7th of each month	A008	Complete and accurate acceptance by Prime, or 5 days after submission	4.2.1, 4.2.2 4.2.3, 4.2.4
Data Accession List (DAL) (Included in A008 template)	10th of each month	A009	Complete and accurate acceptance by Prime, or 5 days after submission	4.1.3
Trip Report	5 business days after completion of the meeting or trip	A010	Complete and accurate acceptance by Prime	4.1.3
Scientific and Technical Report (TO Final Report)	14 business days prior to end of period of performance	A014	Material resubmitted 2 business days after receiving Prime's comments. Acceptance will follow resubmission of revised report incorporating Prime's comments or 5 business days after the first submission if no gov't comments received.	4.1.3
Scientific and Technical Reports. Document final results	10th of the month - One technical report each month	A014	Complete and accurate acceptance by Prime, or 5 days after submission	4.2, 4.5.1, 4.5.2, 4.5.3

**All deliverables generated under this delivery order shall be delivered to the Prime for delivery under the prime's Letter of Transmittal to the Government Task Manager and approved by the Contracting Officer's Representative.

6. DELIVERY ORDER CLOSEOUT: The subcontractor must manage activities related to task order close out to ensure all requirements are satisfied and that all deliverables, GFE, and final reports are delivered to the Prime. The subcontractor must closely coordinate closeout activities with the Prime.

7. GOVERNMENT OWNERSHIP OF PRODUCTS: All original material produced under this task order is the property of the United States Government. The Government's use of materials provided shall not be restricted in any matter.

8. INFORMATION TECHNOLOGY (IT): All IT solutions to be implemented at NASIC must conform to and be in compliance with the NASIC Enterprise Architecture as published by the SIMO and approved by the Chief Information Officer (CIO). Any deviations from the NASIC IT standards will be addressed through the processes outlined in NASICI 33-108. All contractor and personnel requiring accounts with elevated system/network privileges must be trained and certified in accordance with DoD 8580.01-M and DFARS 252.239-7001.

9. See TIP for Evaluation criteria.