

EXHIBIT 16

CONTRACT NNG12393693R

OCEAN COLOR IV (OCIV) SUPPORT SERVICES

GOVERNMENT SURVEILLANCE PLAN

SEPTEMBER 2011

FOREWARD

Under performance-based contracts, such as this one, the Contractor assumes more responsibility and greater risk in exchange for more flexibility and less direct Government involvement in contract activities. However, the Government still has a responsibility to conduct surveillance. Surveillance spans a spectrum of Government involvement. Surveillance may be as simple as inspecting a delivered service at acceptance or as complex as continually monitoring Contractor performance. To meet this responsibility, the Government needs to understand the risks involved in the Contractor's activity and how the Contractor is managing those risks.

This Surveillance Plan has been prepared to describe the Government's surveillance of this contract. It is a "living" document that will be tailored to the Contractor selected. The Government welcomes suggestions for improving this Plan. Of particular interest are ideas on what information the Government should monitor (i.e., metrics) and how the Government can most cost-effectively obtain the relevant performance data it needs.

1.0 INTRODUCTION

1.1 Purpose

The purpose of this document is to define the overall approach the National Aeronautics and Space Administration's (NASA's) Goddard Space Flight Center's (GSFC) Ocean Ecology Branch (OEB), Code 614.2, intends to use to monitor and survey contractor performance under the Ocean Color IV (OCIV) Contract #NNG12393693R. This plan defines the process the Government expects to follow to obtain data, evaluate the Contractor, and determine if contract performance is acceptable. The goal is to balance the level of Government surveillance with perceived impacts and risks associated with performance hereunder. The Government reserves the right to modify this plan at any time during the contract.

1.2 Scope

This document identifies the OEB's requirements and background, surveillance strategy, resources, activities, and associated metrics and control limits that are applicable for the surveillance efforts to ensure OCIV contractor performance. It is intended to be a living document from which resources and activities will evolve from one phase to another during the life of the contract, and will be updated as required and defined in this document.

Throughout this surveillance plan, the term OCIV contractor is used. Unless explicitly stated, this term is applicable to both the OCIV contractor and any and all subcontractors. The surveillance program shall be a collaborative and integrated effort that includes all areas of contract management, including the following:

- a. Engineering & Technology
- b. Quality Assurance
- c. Procurement/Subcontracting/Purchasing
- d. Finance
- e. Property
- f. Environmental
- g. Export Control
- h. Safety and Health
- i. Security

1.3 Program Definition and Contract Description

The Ocean Ecology Branch (OEB) at Goddard Space Flight Center (GSFC), Code 614.2, is a world leader in satellite remote sensing of ocean biology and biogeochemistry, and engages in fundamental research in marine biogeochemistry and ocean ecosystem dynamics. The OEB is home to the Ocean

Biology Processing Group (OBPG), which is responsible for the calibration, validation, software development, data processing, and distribution for ocean color products from a variety of spaceborne radiometers, including NASA's Moderate Resolution Imaging Spectroradiometer (MODIS) currently operating on the Terra and Aqua spacecraft, legacy sensors such as the Sea-viewing Wide-Field-of-view Sensor (SeaWiFS) and the Coastal Zone Color Scanner (CZCS), and international missions such as Europe's Medium Resolution Imaging Spectroradiometer (MERIS), Japan's Ocean Color and Temperature Scanner (OCTS), and India's Ocean Color Monitor 2 (OCM2). A primary goal of the OEB is to produce a long term, continuous climate data record of ocean biological and biogeochemical products from satellite ocean color measurements spanning multiple missions, which requires continuous monitoring and improvement of instrument calibration and processing algorithms, as well as a rigorous validation and quality assessment effort. The OEB typically performs a reprocessing of all ocean color missions every two years, to incorporate improvements in instrument characterization knowledge or processing algorithms, or to incorporate new derived products into the distribution.

The processing capabilities of the OEB are also leveraged to support Sea Surface Temperature (SST) production from MODIS, evaluation of ocean color products from the Visible and Infrared Imager Radiometer Suite (VIIRS) that is soon to be launched on the National Polar Orbiting Environmental Satellite (NPOES) Preparatory Project (NPP), and production and distribution of Sea Surface Salinity (SSS) and Wind Speed products from Aquarius. After launch and the successful commissioning of the Aquarius instrument, Aquarius Project Management will transition from JPL to GSFC, and OEB staff will be responsible for the ground processing system, data distribution, and instrument scheduling and telemetry monitoring and anomaly detection for Aquarius. For NPP, the OEB is home to the Product Evaluation and Analysis Tools Element (PEATE) for oceans. The OEB is also actively engaged in new instrument and new mission development, which currently includes leading the preliminary science and sensor requirements development for the ocean color capabilities of the Aerosol Clouds and Ecosystems (ACE) and the Geostationary Coastal and Air Pollution Events (GEO-CAPE) missions identified in the 2007 NRC Decadal Survey for Earth Science (<http://decadal.gsfc.nasa.gov/missions.html>), as well as the Pre-ACE (PACE) data continuity mission recently announced by NASA. The OEB further participates in oceanographic field data collection and analysis to support the calibration, validation, and algorithm development for current and future satellite ocean color missions, and to support fundamental research in ocean ecosystem dynamics and biogeochemical processes.

Contract Goals and Objectives:

The purpose of this contract is to provide support to NASA GSFC's ocean biology and biogeochemistry program, primarily to the Ocean Ecology Branch within Code 614.2, under a performance based contracting arrangement. The strategic goal is to maintain and advance the capabilities of the OEB (614.2) as the international leader in satellite remote sensing of ocean biology and biogeochemistry, and to support the research community in the utilization of OEB data products. The ordering period for the contract is 5 years and the work will be performed on-site in Greenbelt, MD.

1.4 Guiding Directives

The guiding documents for this surveillance effort include the contract's Statement of Work (SOW) and specific task order SOW requirements. The contract SOW identifies general requirements and the individual task orders identify specific objectives or results desired for each requirement. In addition, the task orders identify specific performance standards, including deliverable requirements specified therein.

2.0 SURVEILLANCE STRATEGY DEFINITIONS

2.1 Insight

Insight is an assurance process that uses performance requirements and, if definable, performance metrics to ensure process capability, product quality and end-item effectiveness. Insight relies on gathering a minimum set of product or process data that provides adequate visibility into the integrity of the product or process. The data may be acquired from Contractor records, usually in a non-intrusive parallel method.

Insight as applied to this contract, and the task orders issued therein, will result in lower levels of Government surveillance and allow the Contractor to assume increased responsibility and accountability for the integrity of processes. Insight will rely heavily on evaluating planned contract deliverables, performance standards, and existing Contractor procedures and working documents, if available.

2.2 Oversight

Oversight as applied to this contract, and the task orders issued therein, will result in higher levels of Government surveillance. The Government will gather information pertaining to the Contractor's process through on-site involvement and/or inspection in the process and will monitor the process itself. The Government's involvement in the Contractor's performance, through oversight, will be determined necessary by the Contracting Officer's Technical Representative (COTR).

3.0 RESOURCES

3.1 General

All surveillance activities will be implemented using Government personnel and resources at GSFC. The activities detailed in this plan will be supported and performed by the surveillance team, a group of individuals with differing levels of responsibilities but all maintaining a level of consistency in terms of the surveillance strategy, approach, and activities in general.

3.2 Surveillance Team

The surveillance team may be composed of:

- (a) OEB and GSFC Sciences and Exploration Directorate personnel (e.g., COTR, financial analyst(s));
- (b) GSFC Safety & Health and Security personnel;
- (c) Earth Sciences Procurement Office personnel (e.g., Contracting Officer, Contract Specialist); and
- (d) Defense Contract Audit Agency personnel.

The team's primary purpose will be to provide direction for contract surveillance activities and to serve as the Government's focal point in reviewing and evaluating overall Contractor performance under Contract NNG12393693R. The team will obtain information from various sources, including deliverable Contractor documents, communications with the Contractor, and reports by other personnel or representatives (e.g., technical task monitors, GSFC Safety & Health personnel) who interact with the Contractor.

All available information will be evaluated, and any action by GSFC will be determined based upon the scope and magnitude of any particular issue or problem. The surveillance team chairperson (COTR) will formally notify the Contracting Officer of situations where it is perceived that the Contractor has failed to take prudent corrective or preventive action, of situations perceived to increase risk, or of findings of continued contractual non-compliance.

4.0 SURVEILLANCE STRATEGY AND APPROACH

4.1 General

The level of risk and the impact of failure are major determinants in helping define the type of surveillance to be conducted. Clearly, if the impact of failure is minor and the level of risk is low, only a small amount of insight-driven surveillance would normally be needed. Conversely, if the impact of failure could be significant and the level of risk is high, more extensive surveillance (including possible oversight surveillance) is warranted.

GSFC will strive to use an insight-driven surveillance approach throughout the period of performance of Contract NNG12393693R. The overall surveillance goal will be to obtain objective evidence and data that enable the Government to determine whether the Contractor's program and processes are functioning as intended in accordance with the terms of the contract. The focus will be on prevention rather than detection, i.e., emphasizing controlled processes and methods of operation, as opposed to relying solely upon inspection and test to identify problems.

Surveillance team members will have open access to all areas in which this contract is being performed and will interface directly with their Contractor counterparts. They will document problems, concerns and issues, and take note of Contractor accomplishments. They will collect performance metric data, where applicable, and will participate in Contractor review meetings, such as those described herein.

Information will flow from individual team members through the COTR to surveillance team representatives, who will present issues and achievements at surveillance team meetings. Information gained from these formal and informal exchanges of ideas and collection of data will be compiled and evaluated as a continuous measure of contract performance.

The COTR, in collaboration with the Contracting Officer, will annually complete a Contractor Performance Assessment Report (CPARS), which will also be reviewed by the Contractor, and will become a part of the active NASA Past Performance Database to access Contractor's Performance Assessments.

4.2 Forms of Surveillance

Under this contract, surveillance will take the following forms:

4.2.1 Communications

- ◆ Informal discussions
- ◆ Electronic mail
- ◆ Surveillance team meetings
- ◆ Progress reviews
- ◆ Technical information meetings
- ◆ Other communication methods, as needed

4.2.2 Evaluation and Reporting

- ◆ Review of deliverables from contract data requirements list
- ◆ Review of task order-unique products/documentation
- ◆ Documentation of problems, issues and concerns
- ◆ Data collection reporting

5.0 SELECTED SURVEILLANCE ACTIVITIES

5.1 The following selected activities will be performed by various surveillance team members during applicable stages of contract performance:

<u>AREA OF RISK IDENTIFIED</u>	<u>IMPACT TO GOVERNMENT</u>	<u>SURVEILLANCE TEAM ACTIVITY</u>
Lack of Expertise or Experience in Key Areas	Inability to complete developments on schedule and meet the requirements specified in the Statement of Work and Task Orders	The surveillance team will: (a) track the time required to fill vacant positions; (b) evaluate Contractor efforts and approaches used to fill vacancies; (c) assess Contractor efforts to train staff in areas of required expertise; (d) evaluate skill levels of Contractor staff; and (e) recommend staffing realignments as deemed necessary to ensure that critical tasks remain on schedule.
System Maintenance and Availability	System downtime or loss of functionality could result in loss of service to the user community	The surveillance team will assess the Contractor-developed maintenance and contingency plan and look for improvements.
Less Than Optimum Quality of Data Products Released	Data product users' requirements not met. Cost of corrective action may be high.	The surveillance team will continue the current practice of quality monitoring and look for improvements.
Delivery Schedule Depends on Contractor Performance	Product and research development responsibilities not met	The surveillance team will review compliance with the performance requirements and metrics specified for each task order.
Computer Security	Potential corruption and loss of data; disruption of schedule	The surveillance team will review the Contractor's Surveillance Plan and IT Security Plan to ensure that firewalls and protection software are used.
Control and Maintenance of Property	Loss of or damage to equipment impacts schedule	The surveillance team will review Contractor property management techniques, compliance with policies, and record-keeping.
Software and Documentation	Poor control of software,	The Government will require and

Management	processing configurations, or documentation could lead to erroneous results, wasted resources, and loss of data and information.	periodically review compliance with a contractor-developed Configuration Management Plan.
Funding/Cost Risk	Inability to implement contract requirements	The Contracting Officer's Technical Representative and the financial analyst will evaluate and monitor costs incurred on a monthly basis through NASA financial reporting requirements due from the Contractor on a monthly or quarterly basis.
Safety	Potential for lost or restricted workdays and injury to personnel; potential of loss or damage to equipment	The Government will evaluate the Contractor's Safety and Health Plan. The surveillance team will conduct walkthrough inspections to ensure compliance with safety and health requirements.

Surveillance team members will have broad background and experience working with the OCIV requirements supported under Contract NNG12393693R. They will participate in review meetings, such as those described in Section 4.0. They will provide assistance, as necessary, with the development and approval of technical requirements, flow-down of requirements, and with design, development, production and test activities. They will also maintain insight into the Contractor's compliance with relevant deliverables submitted under the contract. When the Government has concerns regarding Contractor performance, surveillance team members may conduct independent audits of the Contractor's activities, processes, products, documentation and data in order to provide assurance that the program is being implemented according to all requirements and specifications. These audits will normally be conducted with advance notification and coordinated with the Contractor. However, the Government reserves the right to conduct unscheduled audits when evidence indicates that Contractor performance is deficient.

5.2 Safety

The responsibility for meeting all safety requirements rests with the Contractor. Surveillance team safety personnel and technical personnel will review Contractor-generated hazard analyses, safety compliance data packages or other safety-related documentation, as appropriate, to help ensure all safety requirements have been satisfied. Surveillance team personnel will also maintain insight into the Contractor's safety activities through the review of the Contractor's submitted Safety and Health Plan as required by this contract.

6.0 SUMMARY

This Surveillance Plan describes the approach NASA GSFC intends to use to monitor the OCIV contract and assure that the Contractor performs in accordance with terms and conditions of the Contract. GSFC anticipates using an insight surveillance approach. The goal is to balance the level of Government surveillance with the perceived impacts and risks of mission failure.

GSFC plans to utilize a surveillance team to evaluate Contractor performance and direct surveillance activities. The team will establish and rely on objective and subjective performance metrics based on the specific task order SOW requirements to evaluate Contractor performance against requirements. The team will be supported by task monitors to obtain data and provide information on Contractor activities.

As experience is gained with the Contractor, the Government reserves the right to change this Surveillance Plan and the metrics used to evaluate Contractor performance.