

**A CONTRACT BETWEEN
THE STATE OF OHIO, THROUGH THE DEPARTMENT OF ADMINISTRATIVE SERVICES,
ON BEHALF OF THE OFFICE OF INFORMATION TECHNOLOGY, ENTERPRISE
SHARED SERVICES
AND
WOOLPERT, INC.**

THIS CONTRACT, which results from RFP 0A1078, entitled Ohio Statewide Imagery Acquisition Project, is between the State of Ohio, through the Department of Administrative Services, on behalf of Office of Information Technology, Enterprise Shared Services, and Woolpert, Inc. (the "Contractor").

This Contract consists of this RFP, including all attachments, written amendments to this RFP, the Contractor's Proposal, and written, authorized amendments to the Contractor's Proposal. It also includes any materials incorporated by reference in the above documents, any purchase orders, and Change Orders issued under the Contract. The form of the Contract is this one page attachment to the RFP, which incorporates by reference all the documents identified above. The General Terms and Conditions for the Contract are contained in another attachment to the RFP. If there are conflicting provisions among the documents that make up the Contract, the order of precedence for the documents is as follows:

1. This RFP, as amended;
2. The documents and materials incorporated by reference in the RFP;
3. The Contractor's Proposal, as amended, clarified, and accepted by the State; and
4. The documents and materials incorporated by reference in the Contractor's Proposal.

Notwithstanding the order listed above, Change Orders and amendments issued after the Contract is executed may expressly change the provisions of the Contract. If they do so expressly, then the most recent of them will take precedence over anything else that is part of the Contract.

This Contract has an effective date of the later of February 4, 2011, or the occurrence of all conditions precedent specified in the General Terms and Conditions.

TO SHOW THEIR AGREEMENT, the parties have executed this Contract as of the dates below.

**CONTRACTOR
WOOLPERT, INC.**

By: ROBERT F. BRINKMAN

Title: JR. VICE PRESIDENT

Date: FEBRUARY 3, 2011

**STATE OF OHIO
DEPARTMENT OF ADMINISTRATIVE SERVICES**

By: Robert Blair

Title: Director

Date: 2-4-11