



## ENGINEER RESEARCH AND DEVELOPMENT CENTER (ERDC) SOFTWARE LICENSE AGREEMENTS (SLAs) INFORMATION SHEET

The Engineer Research and Development Center (ERDC) Office of Research and Technology Transfer (ORTT), Technology, Knowledge, & Outreach (TKO) Division offers expertise in understanding and constructing Software License Agreements (SLAs).

**What is an SLA?** An SLA is a legal agreement that grants rights to government-developed software and its related documents. SLAs provide a means for organizations to manufacture, use, and sell products leveraging licensed software.

### What are the Different Types of SLAs?

- **Exclusive License Agreement** – affords a single licensee (business) the rights to use and sell government-developed computer software
- **Partially-exclusive License Agreement** – allows multiple companies to obtain rights to use and sell government-developed computer software but only in certain, specified commercial applications or in certain, defined geographic locations
- **Non-exclusive License Agreement** – can allow any number of companies to obtain the rights to use and sell the same government-developed computer software in many different products or commercial applications, and make products or commercial applications utilizing the government-developed computer software available for sale in many different geographic locations

**Authority for Use?** [Section 801 of the FY 2014 National Defense Authorization Act, as amended](#)

**Is there Funding?** Can be royalty free or for royalties. Fees and royalties to be paid by the non-Federal partner(s) to the Federal Lab(s) will be negotiated in advance of a signed agreement.

**When is an SLA appropriate?** ERDC may grant a license to computer software only if:

- the computer software and related documentation would be a trade secret under the meaning of Section 552(b)(4) of Title 5, United States Code, if the information had been obtained from a non-Federal party;
- the public is notified of the availability of the software and related documentation for licensing and interested parties have a fair opportunity to submit applications for licensing;
- such licensing activities and licenses comply with the requirements under Section 209 of Title 35, United States Code; and
- the software originally was developed to meet the military needs of the Department of Defense.

**Who may participate in SLAs?** Applicants with satisfactory plans for development or marketing of the government-developed software may participate. SLAs are restricted to US entities or a licensee who agrees to manufacture substantially in the US unless unsuccessful efforts have been made or domestic manufacture is not commercially feasible.

- **Private Industry (US)**
- **Nonprofit (US)**
- **Academic institutions (US)**

### Resources:

If you have further questions, please contact us at: [TTO@usace.army.mil](mailto:TTO@usace.army.mil).