Questions For Upstream
April 2016

- Purpose and Strategy
    - What are the benefits of Upstream to brokerages of all sizes?
    - How is Upstream addressing the perception that they will eventually replace MLSs and that they are creating a national MLS?
    - What is the financial stability of Upstream?
    - Would our investment be protected if we implemented Upstream early or might we be stuck with an investment that ends up going nowhere?
    - What is the risk of MRED waiting to adopt Upstream?
    - What is Upstream's long-term financial plan?
    - How is Upstream working with Associations?
    - Is there a setup fee involved for MLS's or brokerages?
    - Does Upstream understand the costs that MLSs are being asked to incur in order to integrate with Upstream?
    - What, if anything, would Upstream be willing to do to help with the expense MRED would incur to integrate?
    - Will all MLSs have the financial ability to incur these costs?
    - What is the ongoing cost to MRED after the initial investment?
    - What is Upstream's business plan; 1 year, 3 year, 5 year?
        - Will Upstream register a copyright on the compilation through the USPTO? Will it enforce copyrights on behalf of participants?
        - Are there plans for the creation of any derivative works?
- About Upstream - Who is MRED being asked to do business with?
    - Who owns Upstream?
    - Who is on the Board of Managers?
    - How is the Board elected / appointed?
    - What is the structure of the company?
    - Will Upstream send a copy of their operating agreement to MRED?
    - Where can MRED's Board members go to read more about Upstream?
- License Agreement
    - Who are the parties to the agreement with MRED? Upstream, RPR and brokerage (4 party agreement)?
    - Is Upstream asking MRED / MLSs for a site license (core service) or pay per use - office by office (menu of service) financial model?
    - What is the term of the agreement for MRED, RPR, and brokers?
    - Can brokers use Upstream without feeding data to any MLS?
    - What can trigger termination? Low adoption rate?
    - How will Upstream handle confidential information provided by MRED?
        - business rules

- trade secrets
- vendor lists
- customer lists
  - Is Upstream willing to include a non-compete in the contract?
  - How will Upstream address intellectual property issues?
    - How will MRED's current listing assignment program be affected by Upstream?
  - Will Upstream offer indemnification to MRED?
    - Data and files submitted to MRED are non-infringing, secure, virus free, etc?
- Integration
  - How will the different data sources that MRED uses from 3rd parties during the add/edit process be licensed/integrated into Upstream?
    - Bing Maps
    - Realist Tax information
    - Utility company information
    - Neighborhood information
    - School information
    - RatePlug
    - ShowingTime
    - Virtual Tours
  - Will Upstream collect any client / consumer information, if so where, why?
  - How would MRED sync its vendor license agreements with Upstream? If MRED chooses to switch one of our vendors, would Upstream guarantee a switch to MRED's new vendor at the same time as well?
  - What will the process be for making changes once Upstream is implemented?
  - What lead-time is required for system changes in Upstream?
  - How many dedicated software engineers does RPR employ for this project?
  - Will Upstream integrate usage analytics per RESO standard?
  - Will Upstream provide the MLS a dashboard to show usage information?
  - What kind of system security is planned to ensure that MRED's database is protected?
  - Will single sign on be offered and if so, how?
  - Will Upstream integrate with MRED's listing validator system for data compliance?
  - What is the process for detecting data inconsistencies between MRED and Upstream? If a listing is submitted to Upstream and appears one way but a bug or "additive" data from 3rd party exists, which results in the listing inside MRED being different than it appears in Upstream, how will this be handled? Will subscribers need to verify their listing in both systems?
  - What is the update time for data coming from Upstream?

- o What fallback technology needs to be implemented by MRED if Upstream is down?
- o What SLA is being offered?