

# RDE Third Party Provider Approval Criteria

## Introduction

ICANN is implementing its Registrar Data Escrow (RDE) program, which requires registrars to submit certain registration data to ICANN or alternatively, at registrar expense, an approved escrow agent ("Third Party Provider" or "TPP") pursuant to the terms of the Registrar Accreditation Agreement (RAA) <<http://www.icann.org/registrars/ra-agreement-17may01.htm>>.

In order to operate as a TPP, prospective escrow agents must successfully and satisfactorily complete ICANN's application. This draft document defines the application approval criteria for potential TPPs and should be read in conjunction with the RAA and the RDE Specifications document published on ICANN's website. In the event this document is modified, any TPP applicant with a submitted, but pending, TPP application will be permitted an opportunity to withdraw its application.

In pertinent part, the RAA states:

**3.6 Data Escrow.** During the Term of this Agreement, on a schedule, under the terms, and in the format specified by ICANN, Registrar shall submit an electronic copy of the database described in Subsection 3.4.1 [<http://www.icann.org/registrars/ra-agreement-17may01.htm#3.4.1>] to ICANN or, at Registrar's election and at its expense, to a reputable escrow agent mutually approved by Registrar and ICANN, such approval also not to be unreasonably withheld by either party. The data shall be held under an agreement among Registrar, ICANN, and the escrow agent (if any) providing that (1) the data shall be received and held in escrow, with no use other than verification that the deposited data is complete, consistent, and in proper format, until released to ICANN; (2) the data shall be released from escrow upon expiration without renewal or termination of this Agreement; and (3) ICANN's rights under the escrow agreement shall be assigned with any assignment of this Agreement. The escrow shall provide that in the event the escrow is released under this Subsection, ICANN (or its assignee) shall have a non-exclusive, irrevocable, royalty-free license to exercise (only for transitional purposes) or have exercised all rights necessary to provide Registrar Services.

The RDE Specifications document sets out the schedule, format, and terms of the RDE program and outlines obligations of registrars, ICANN (through its agent/provider of RDE service), and Third Party Providers of escrow services.

In order to be considered for approval as a Third Party Provider, prospective escrow agents must complete this application with the sponsorship of at least one ICANN-accredited registrar. To sponsor an application, the accredited registrar must affirm that it intends to engage the services of the applicant upon its approval. The Third Party Provider may not be owned or managed, in whole or in part by, or similarly affiliated with the sponsoring registrar or the registrar's parent or subsidiary entity. ICANN may perform on-site inspections of the applicant's facilities to assess suitability as a TPP.

Once approved, the TPP's approval status and contact details will be posted on ICANN's website. The TPP may then contract with any registrar to provide RDE services without need

for an additional application, except that TPPs may not perform RDE services for registrars that are owned or managed, in whole or in part by, or similarly affiliated with the TPP or the TPP's parent or subsidiary entity.

Approved TPPs will be required to enter into a contract with ICANN and the registrar prior to the date the registrar is required to begin escrowing data.

### **Qualification Criteria**

ICANN will evaluate TPP applications using the following criteria:

#### **1. Experience**

- 1.1. Within the past ten years, applicant should have at least five years experience in providing commercial escrow services (as escrow agent).

If applicant can demonstrate at least two years experience as an escrow agent but not five years, at ICANN's discretion, the remaining required experience may be demonstrated through work in a similar field or capacity, provided that the full five year requirement can be met among all relevant experience and the additional experience reflects substantial suitability as a TPP.

- 1.2. Within the past three years, applicant should have at least two years experience in providing commercial, technology/data escrow services as escrow agent.
- 1.3. Within the past ten years, applicant (including its parent or subsidiaries, principals, managers, and significant shareholders/owners) should not have been convicted of or have pled guilty or no-contest (or the substantial equivalent) to any crime involving dishonesty or any felony (or the substantial equivalent of a felony).
- 1.4. Within the past ten years, applicant (including its parent or subsidiaries, principals, managers, and significant shareholders/owners) should have no significant history of litigation or formal enforcement action (including known, pending investigations) by any administrative, regulatory, judicial, legislative, law enforcement, or other governmental agencies.

To the extent relevant to an applicant's qualification as TPP, ICANN may consider matters settled without admission of wrong-doing or matters that are not yet resolved.

- 1.5. Within the past ten years, applicant (including subsidiary, parent, and ancestor entities) should not have been subject to litigation or arbitration and found liable for damages related to failure to perform its duties as escrow agent or for loss or unintentional release of data.
- 1.6. Applicant should be able to provide at least two verifiable and relevant client references.

#### **2. Operational Stability**

- 2.1. Applicant should be able to demonstrate adequate disaster preparedness and business continuity planning to ensure ongoing operation of RDE service and protection of RDE data in the event of a business disruption.
- 2.2. Applicant should hold at least USD \$1 million in Commercial General Liability (CGL) insurance coverage (or the substantial equivalent where CGL insurance is not available), naming ICANN as an "additional insured."
- 2.3. Applicant should have access to at least USD \$250,000 (or the equivalent in another

currency) in liquid capital, as demonstrated through audited financial statements or other readily verifiable documentation.

- 2.4. Applicant should be able to provide at least two verifiable trade references.
- 2.5. Applicant should have sufficient staffing to operate and maintain RDE services, including performance of notification responsibilities and manual verification of data when necessary.

### **3. Infrastructure and Security**

- 3.1. Applicant should have sufficiently robust hardware, software, and connectivity to receive anticipated data deposits and release such deposits to ICANN upon five days notice.
  - 3.1.1. Applicant's proposed RDE system should include redundancy of critical resources, such as hardware, connectivity, power, and cooling.
  - 3.1.2. The sufficiency of applicant's systems will be evaluated in the context of the number and size of registrars the applicant intends to serve.
- 3.2. Applicant should have sufficient systems configuration to be able to copy, decrypt, and uncompress deposit files and execute Perl data verification scripts provided by ICANN.
- 3.3. Applicant should have access to at least two secure, environmentally sound, geographically diverse locations for storage of registrar deposits.
- 3.4. Applicant's storage facilities should be continuously locked, with access restricted to authorized representatives of the applicant. Facilities should be protected by electronic security systems and monitored by security personnel.
- 3.5. Applicant should have well-documented procedures for identification, cataloging, and retrieval of deposits.