



Principles of Engagement for Members of the National Security Technology Accelerator (NSTXL)

1. OVERVIEW

This document outlines the Principles of Engagement that serve to guide personal, organizational and public interactions as we work together to enhance Warfighter readiness through innovative prototype projects. The Principles of Engagement recognizes the diversity of NSTXL members, emphasizes the value of mutual respect, and amplifies the pursuit of innovation through collaboration to support the Warfighter.

2. ACKNOWLEDGEMENTS

- a. **QualiMember in Good Standing:** Member acknowledges that a “Member in Good Standing” of NSTXL is defined as any corporation, limited liability company, university, laboratory, incubator, investor, non-profit corporation or other qualifying entity that are current on their annual membership dues and have agreed to the NSTXL Principles of Engagement.
- b. **Membership Requirements:** Member acknowledges that it qualifies for membership. All members must be legally able to accept payment and conduct business with the U.S. federal government; must offers goods or services that are applicable to one or more of our OTA consortia’s technology focus areas; and must sign this Principles of Engagement.
- c. **Non-refundable:** Membership fees are non-refundable.
- d. **At-Will Membership:** Member acknowledges that membership in NSTXL is at-will, and nothing contained in the Principles of Engagement shall be construed to (i) give any of the Parties hereto the power to direct or control the day-to-day activities of another party hereto, (ii) constitute the Parties hereto as partners, joint ventures, co-owners or otherwise as participants in a joint or common undertaking or (iii) allow any of the Parties hereto to create, discharge or assume any obligation on behalf of another Party hereto for any purpose whatsoever.
- e. **Affiliates:** Member acknowledges and agrees that Member may elect to carry out certain activities required or permitted pursuant to the Principles of Engagement by or through their Affiliates. The Principles of Engagement shall be binding on the Affiliates of Members in accordance with the terms of this Principles of Engagement as if such Affiliates were Parties to the Principles of Engagement.
- f. **Intellectual Property and Data Rights:** Member acknowledges that membership alone in NSTXL and/or the execution of this Principles of Engagement does not confer any rights by NSTXL or the Government to any of



member's IP or data. Rights in property and data will be negotiated in advance on a project-by-project basis should the member be selected for a prototype project.

- g. **Award Selection:** Member acknowledges that membership in NSTXL does not guarantee selection of Government-sponsored prototype projects. Projects will be evaluated and selected by the Government and/or Government sponsored agents based on technical merit and additional criteria defined on a project-by-project basis by the Government program sponsor. Prototype project announcements will be available for all NSTXL Members to review. Members should only respond to announcements for which they firmly believe they can execute or influence based on their technical background and capabilities, as the review and evaluation of projects is a resource intensive activity. The Government may elect to fund multiple members for a single project announcement, partially fund a single member's project solution OR may elect not to move forward with any given project.

3. CODE OF CONDUCT

- a. **Commitment to Ethical Conduct:** NSTXL aspires to conduct its activities and business in accordance with uncompromising ethical standards and in full compliance with all applicable laws and regulations. In the course of engaging in NSTXL, integrity must underlie all Member engagements. Each Member is expected to adhere to high ethical standards, promote ethical behavior and be honest and forthright in dealings with one another as well as with the Government, affiliate business partners and the public. Members must not engage in conduct or activity that may raise questions as to the Members's honesty, impartiality, or reputation or otherwise cause embarrassment to NSTXL. Every action should be judged by considering whether it is legal, fair to all concerned, able to withstand public scrutiny, and in the best interests of the Warfighter. Each Member is responsible for being familiar with the laws governing their areas of business and business with the Government. If a Member has a question concerning the application of any law or regulation to a contemplated action, it is that Member's responsibility to seek legal guidance to ensure compliance.
- b. **Commitment to Respectful and Courteous Participation:** The work performed under NSTXL relies on cooperation and partnership among a broad diversity of people, ideas, and communication styles from across the Government, Industry, and Academia, all with their own unique technologies, capabilities, and ideals. Member commits to develop and demonstrate ideas impartially and are encouraged to share concepts as well as provide constructive feedback to concepts shared by other members.



- c. **Commitment to Support the Warfighter:** NSTXL focuses on the Warfighter, devising solutions that meet the needs of diverse technical and operational environments. The goal of NSTXL is to maintain and enhance Warfighter mission through prototype projects. Each Member commits to working, whether individually or collaboratively, to support the Warfighter in all NSTXL activities, programs and projects.

4. EXPULSION, SUSPENSION, OR CENSURE FOR CAUSE

The National Security Technology Accelerator (NSTXL) has the authority to expel, suspend, or censure a member for cause. Cause shall mean conduct that is damaging to the operations, programs, projects or mission of NSTXL. No person who has been expelled from membership and no member who has been suspended shall (during the period of the suspension) be allowed any of the rights or privileges of membership in NSTXL. Service on committees, panels, groups, and project solicitations at all levels, shall be denied to a person or organization expelled or suspended (during the period of the suspension) from NSTXL. Access to NSTXL discussion groups and collaboration areas shall be denied to a person or organization expelled or suspended (during the period of the suspension) when possible. Any membership fees paid by expelled or suspended members of NSTXL will not be reimbursed or refunded by NSTXL or U.S. Government program office.

By signing this Principles of Engagement, we have acknowledged reading and accepting the terms and conditions as laid out above.