

Principles of Engagement

The Principles of Engagement guide individual, organizational, and public interactions of the National Security Technology Accelerator (“NSTXL”) and our Members as we work together to enhance government technological capabilities. This membership agreement covers Member interactions with all NSTXL managed Other Transaction Agreement (OTA) consortia, including the Training and Readiness Accelerator (TReX), the Strategic and Spectrum Missions Advanced Resilient Trusted Systems (S2MARTS), and the Space Enterprise Consortium (SpEC). These Principles of Engagement recognize the diversity of consortia members, emphasize the value of mutual respect, and amplify the pursuit of innovation through collaboration to support the Warfighter.

Acknowledgements

Member in Good Standing: Member acknowledges that a “Member in Good Standing” of the consortia is defined as any corporation, limited liability company, university, laboratory, incubator, investor, non-profit corporation, or other qualifying entity that is current on its annual membership dues and has agreed to the Principles of Engagement.

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 offer goods or services that are applicable to at least one of the consortia’s technology focus areas; and must sign this Principles of Engagement.

Non-Refundable: Membership fees are non-refundable.

At-Will Membership: Member acknowledges that membership 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.

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.

Award Selection: Member acknowledges that there is no guarantee that any prototype solicitations will be moved through any of the OTAs. The number, type, and size of contract is at the sole discretion of the government, and membership dues will not be refunded in any circumstance or for any reason. Member further acknowledges that membership in the consortia 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 consortia Members to review. Members should only respond to announcements 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 not to move forward with any given project.

Reciprocal Membership Policy. Member acknowledges that membership in any NSTXL-managed consortia grants the Member reciprocal access to all other NSTXL-managed OTAs for which the Member qualifies. Membership requirements differ by OTA and can be found on the membership page of the NSTXL website.

Code of Conduct

Commitment to Ethical Conduct: The consortia aspire to conduct their 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 the consortia, 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' honesty, impartiality, or reputation or otherwise cause embarrassment to the consortia. 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. If awarded a prototype contract, a Member agrees to abide by all conditions agreed to in that executed contract. 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.

Commitment to Respectful and Courteous Participation: The work performed under the consortia 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 is encouraged to share concepts as well as provide constructive feedback to concepts shared by other members.

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

Expulsion, Suspension, or Censure for Cause

The consortia have 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 the consortia and shall include any material breach of the Principles of Engagement or any contract entered into as a result of membership in the consortia. No person who has been expelled from membership and no member that has been suspended shall (during the period of the suspension) be allowed any of the rights or privileges of membership in the consortia. 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 the consortia. Access to consortia 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 the consortia will not be reimbursed or refunded by the consortia or U.S. Government program office.

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

Signature: _____

Full Name: _____

Title: _____

Company Name: _____