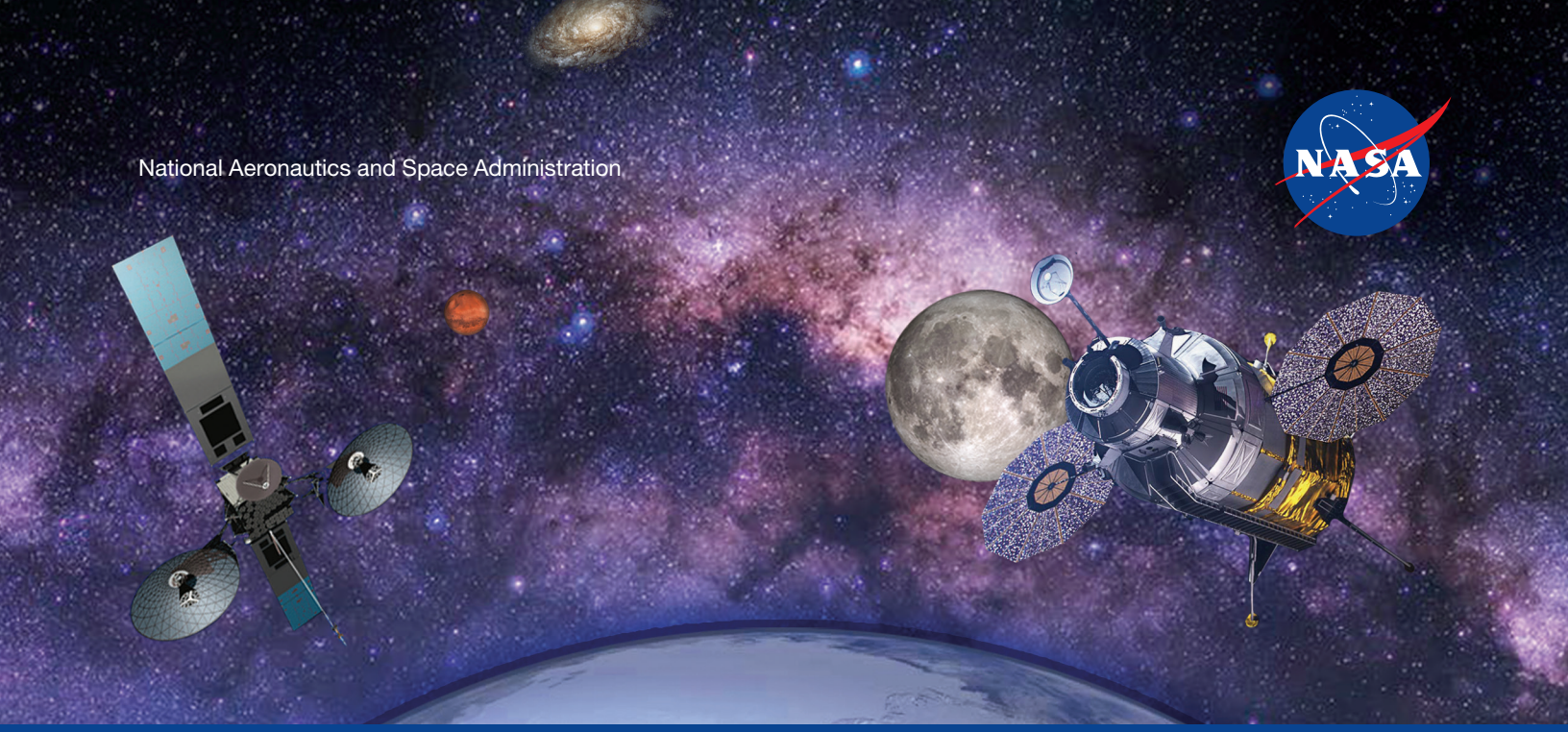
National Aeronautics and Space Administration



NASA Partnerships Guide

Partnership Office, Mission Support Directorate

NASA Advisory Implementing Instruction (NAII) 1050-3C

Original Effective Date: December 21, 2016 Last Updated: July 1, 2024

NASA Advisory Implementing Instruction NAII 1050-3C

Original Effective Date: December 21, 2016

Last Updated: July 1, 2024

NASA Partnerships Guide

Responsible Office:

Partnership Office, Headquarters Mission Support Directorate

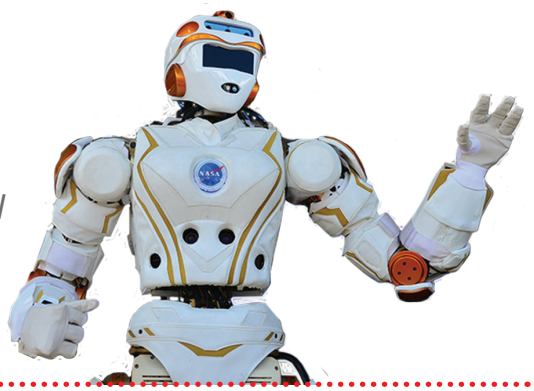
Note: This guide is intended to explain NASA agreement practice and provide implementing assistance to those involved in formulating and executing partnership agreements. It does not set new policy or procedural requirements. All references to such requirements contained in NASA Policy Directives (NPDs), NASA Procedural Requirements (NPRs), NASA Advisory Implementing Instructions (NAIIs), or other guidance should be verified by reviewing the cited authority directly.

Table of Contents

Change Log			
Change	Date	Section Number	Description/Comments
C	07-01-2024	Throughout	Updated website links Updated organizational names and points of contact. Incorporated initiatives resulting from the Agency's Partnerships Sprint Project Changed "international agreements" to "agreements with foreign entities."
		I.A, Introduction and Purpose	Clarified that the guide does not include real estate instruments and that If a partner requires the use of any NASA real property, the NASA partnership initiator should consult with the center assigned Real Property Accountable Officer (RPAO) responsible for the real property requested.
		I.B, Partnership Objectives	Updated objectives based on current NASA Strategic Plan and other related documents. Updated examples.
		I.C, Organizational Roles and Responsibilities	Updated narratives for a few Headquarters stakeholder offices Added a few Headquarters stakeholder office descriptions.
		I.D, Types of Partnerships	Updated agreement type descriptions and examples. Removed detailed text about real property out-grants since those are outside the scope of the guide. Added reference in subsection 1.2 to PCoP SharePoint Guidance when Nonreimbursable Partnership Agreements are Required.
		II.A, General Considerations for all Partnerships	Added reference in subsection 1.b to PCoP SharePoint Competition Guidance for NASA Announcements for Partnerships Proposals. Updated listing and narrative in subsection 1.c for tools for communicating available NASA resources and opportunities. Updated funding guidance in subsection 2. Updated cost & pricing guidance in subsection 3.
		II.B, Topic Specific Considerations	Updated content in subsections for NASA aircraft, communications, and STEM engagement. Changed title of subsection 3 from "Education Activities" to "STEM Engagement Activities."
		III.A, Summary Table of Agreement Types/Legal Authorities Available for Partnerships	Updated authorities in table and deleted authorities not relevant to the types of partnerships instruments covered by the guide.
		III.B, Providing Reimbursable Services	Updated subsection 2 to provide guidance applicable to Treasury's Federal-wide G-Invoicing system.
		III.D, Providing Use of NASA Property and Equipment	Title of subsection 1 changed from "Loaning NASA Property" to "Loaning NASA Personal Property." Removed detailed text about real property out-grants in subsection 2 since those are outside the scope of the guide. Title of subsection 3 changed from "Excessing NASA Property" to "Excessing NASA Personal Property." Added subsection 4, Property Used to Build Item to be Transferred to a Partner.
		IV.A, Agency-Level Processes and Procedures	Updated description of Agreement Manager role and training requirements in subsection 2. Changed title of subsection 3 from "Performing Due Diligence Regarding Prospective Partners" to "Vetting Prospective Partners." Updated guidance about the Headquarters abstract review process in subsection 4, including the criteria for when an abstract is required. Added subsection 5, Clause Deviation Request Process.
		IV.B, Center Level Processes and Procedures	Deleted subsections 1-11 and instead added a reference to the PCoP SharePoint site where such guidance will be stored in order to facilitate make it easier to keep such information updated on a real-time basis. Added statement about the importance confirming whether a prospective partner is a U.S. entity and whether there are any foreign entity connections.
		V.A, System Tools	Title of subsection 3 changed from "Systems Applications & Products" to "Core Financial and Accounting System and Data Warehouse." Content of subsection updated accordingly.
		V.D, Agency Partnerships Offices Roundtable Forum	Subsection deleted and marked "RESERVED" since the APOR was discontinued.
		VI.A, Acronyms	Various acronyms added, deleted, revised.
		VI.B, Referenced Policy and Procedural Guidance Documents	Various references added, deleted, revised.

NASA Partnerships Guide

I. Overview



This guide references and integrates existing policy and procedural guidance to create a comprehensive how-to resource.

A. Introduction and Purpose

In support of its mission, NASA regularly partners with industry; academia and nonprofits; government agencies at the federal, state, and local levels; and international entities. NASA's external partnerships function is a key component of the Agency's operating model.

This guide is intended as a plain language reference resource for NASA researchers, engineers, scientists, and other NASA personnel to use when contemplating external partnership opportunities. The guide does not set new policy or supersede existing Agency partnership guidance. Rather, it references and integrates existing policy and procedural guidance to create a comprehensive how-to resource based upon the objectives of the partnership being contemplated.

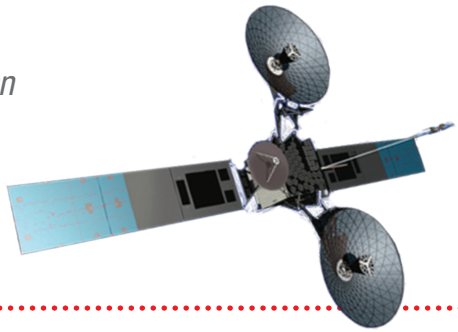
The term partnership has various meanings throughout NASA depending on the context. For purposes of this guide, all references to partnerships mean activities with external entities done under the Other Transactions Authority (OTA) section of the National Aeronautics and Space Act (the Space Act) or under other specific partnering authorities, such as the Commercial Space Launch Act (CSLA). It does not include intra-NASA activities such as Center-to-Center or Headquarters-Center arrangements. Nor does it include procurement (contracting) activities, which must by law be conducted via procurement procedures as spelled out in the Federal Acquisition Regulation (FAR), NASA FAR Supplement, and other Federal and Agency procurement guidance. NASA does not acquire goods and services for the direct benefit of the Government through partnership mechanisms. Further, it does not include grant and cooperative agreement financial assistance activities, which must be conducted in accordance with Office of Management and Budget (OMB) guidance, the NASA Grant and Cooperative Agreement Manual, and other Federal and Agency guidance.[1] Finally, the guide does not include real estate instruments. If a partner requires the use of any NASA real property, the NASA partnership initiator should consult with the center assigned Real Property Accountable Officer (RPAO) responsible for the real property requested. The RPAO is responsible for advising in regard to processes and procedures for real estate agreements in accordance with NPR 8800.15, Real Estate Management Program.

References

NPR 8800.15, Real Estate Management Program

[1] For guidance on the acquisition of goods and services using procurement mechanisms, or on the use of grants and cooperative agreements, please see the NASA Office of Procurement website at: https://nasa.sharepoint.com/sites/procurement.

NASA's partnerships are instrumental in supporting NASA's strategic plan and Agency objectives.



B. Partnership Objectives

NASA is the United States' civilian space agency and is dedicated to aeronautical and space activities for peaceful purposes for the benefit of all humankind. NASA has broad authority to enter into a wide range of agreements. When considering partnerships as a means of advancing NASA objectives, it is incumbent upon the Agency to use them judiciously, strategically, and in a manner consistent with applicable national statutes, policies, and priorities.

This section discusses how NASA engages in partnerships to accomplish Agency objectives. It describes several key themes and provides relevant examples to explain why NASA engages in specific types of partnerships.

NASA has several primary strategic partnership objectives, which are aligned with the Agency's mission, vision, goals, and objectives, as stated in its strategic plan. Partnerships are also vital for enabling the Agency to implement its broad mandate under the National Aeronautics and Space Act, as amended (the "Space Act"), national space policy, congressional direction, and other mandates.

NASA's primary partnership objectives include advancing the Agency's strategic goals and objectives, expanding human knowledge, advancing U.S. competitiveness, encouraging mutually beneficial cooperation with other nations, disseminating the results of NASA's activities to educate and inspire, and facilitating the efficient use and management of Agency capabilities.

1. Advancing NASA's Strategic Goals and Objectives

NASA utilizes partnerships in support of the Agency's missions and programs as identified in the current NASA strategic plan. NASA uses the strategic plan to align resources to accomplish our goals in the best way possible. NASA's four strategic goals as stated in the Agency's 2022 Strategic Plan are to:

1. Expand human knowledge through new scientific discoveries;
2. Extend human presence to the Moon and on towards Mars for sustainable long-term exploration, development, and utilization;
3. Catalyze economic growth and drive innovation to address national challenges; and
4. Enhance capabilities and operations to catalyze current and future mission success.

A few examples of partnership activities in support of these goals include:

- Encouraging a robust commercial space industry. NASA is leveraging its partnerships with the U.S. commercial space sector to lower launch costs and create more opportunities for enabling commercial space activities.
- Addressing critical problems such as air traffic capacity and the environmental effects of air passage to safely enable the next generation of air transportation. NASA is working closely with the U.S. Department of Transportation's Federal Aviation Administration (FAA) and other partners in several areas toward this end.

- Exchanging mutually beneficial knowledge and information to spur innovation and incentivize the creation of new markets while supporting NASA science and technology goals. For example, NASA partners with U.S. industry to test experimental materials and share the resulting data.
- Exchanging scientific knowledge, data and analysis techniques to advance scientific discoveries with domestic and international partners. Such partnerships also build stronger relationships that can create opportunities for economic growth at home as well as enhance our operational capabilities for NASA missions.

2. Expanding Human Knowledge

Science and technology communities are vast and widely distributed throughout the Nation and the world. NASA partners with this global network to extend the reach of its scientific endeavors. Such collaboration is essential in addressing scientific and technical challenges that are inherently global and interrelated. Some examples include:

- Increasing the pace of scientific progress by providing timely, open access[2] to data and publications from NASA's science missions. NASA establishes and maintains effective partnerships to share the data collected and results generated by its science missions, and the Agency encourages other nations to do the same. Enabling access to global science data and results to improve products and services in areas such as air quality, climate research, disaster management, agricultural projections, and aviation efficiency and safety.
- Collaborating with the U.S. Department of Commerce's National Oceanic and Atmospheric Administration, Department of Interior's U.S. Geological Survey, and other entities to apply unique NASA expertise in space systems. Such partnerships are critical for the development and launch of the next generation of civil operational Earth-observing satellites to broaden our understanding of our home planet's environment.
- Partnering with various institutions in the planning and implementation of planetary exploration programs to the Moon, Mars, and other destinations in our solar system, missions to explore the history of our universe, and spacecraft to observe and study our sun in keeping with NASA's space sustainability goals and other Agency objectives. These significant partnerships address the Agency's broadest objectives for science and exploration, while sharing the risks and costs, as well as advancing innovation and discovery.
- Encouraging the peaceful and sustainable utilization of space for scientific discovery and environmental monitoring and regularly working with partners to identify opportunities for sharing scientific instruments and other mission capabilities to maximize scientific outcomes.
- Exploring partnerships beyond the traditional aerospace/aeronautics industry to leverage advances and best practices in energy innovation, autonomy, and other fast developing technology sectors.

3. Advancing U.S. Competitiveness

By supporting the development and utilization of new knowledge and technologies by its domestic partners, NASA improves America's industrial supply chain, maximizes the U.S. taxpayers' return from their investment in NASA research and development, and leverages private sector approaches to develop and commercialize technology.

[2] https://www.nasa.gov/wp-content/uploads/2021/12/nasa-ocs-public-access-plan-may-2023.pdf, via https://www.nasa.gov/nasa-science-policies-and-reports/

These types of partnerships include technology transfer activities such as licensing of NASA technologies, sharing software, disseminating know-how and technical information, technical support for entities seeking to utilize NASA technology and unique expertise, and other support relating to NASA technologies. Some examples include:

- Developing the technology needed to support exploration, address challenges in aeronautics, and air traffic management, and improve our ability to make scientific discoveries. For instance, collaboration opportunities with other government agencies and industries not traditionally associated with aeronautics or space are envisioned in the areas of energy innovation, autonomy, and other fast-developing sectors. Similarly, NASA benefits from partnering with others to address common technical barriers and explore innovative uses of commercial products and approaches that could have application to NASA's missions.
- Leveraging NASA's investments to create aerospace technology and unique expertise in ways that improve life on Earth and support U.S. innovation, which provides a return to the U.S. taxpayer in the form of new products and services, job creation, and improved quality of life.

4. Encouraging Mutually Beneficial Cooperation with Other Nations

NASA encourages mutually beneficial foreign participation in its programs, projects, and activities when such participation is appropriate and significantly enhances technical, scientific, economic, or foreign policy benefits. Some examples of NASA's international partnerships include:

- Nonreimbursable agreements with foreign entities for a large multilateral program: The United States is a party to the 1998 Agreement among the Government of Canada, Governments of the Member States of the European Space Agency, the Government of Japan, the Government of the Russian Federation, and the Government of the United States of America concerning Cooperation on the Civil International Space Station (also known as the Intergovernmental Agreement). NASA entered into bilateral 1998 Memoranda of Understanding with Roscosmos, the European Space Agency, the Canadian Space Agency, and the Government of Japan. These agreements and subsequent agreements provide for the assembly and operation of the International Space Station.
- Nonreimbursable agreements with foreign entities for bilateral, instrument-level cooperation: Perhaps the most common form of international cooperation on flight projects (whether they be spaceflight, airborne, or suborbital missions), agreements by which a foreign partner contributes subsystems or science instruments to a NASA-led mission or, alternatively, agreements by which NASA contributes subsystems or science instruments to a partner-led mission. Examples include Spain's provision of the Rover Environmental Monitoring Station weather monitoring station to the NASA Mars Science Laboratory Curiosity rover, or the Canadian Space Agency's contribution of the Alpha Particle X-Ray Spectrometer to Curiosity. NASA has many examples of similar contributions to foreign led flight projects. Each of these contributions improves the overall science return of the particular mission, while enabling the instrument providers to participate as members of the mission science team.
- Nonreimbursable agreements with foreign entities to support visiting research: NASA enters into agreements with international partner organizations to support researcher activities requiring access to NASA and non-NASA facilities for more than 29 days.
- Science and Technology Research Agreements: NASA also enters into many nonreimbursable agreements with foreign entities focused on advancing fundamental research where the contributions of the partners generally involve a pairing of unique facilities or expertise toward a common research interest. Examples include NASA's use of international shock tunnels to conduct fundamental hypersonics research, the use of NASA or international partner test facilities to

investigate the aerodynamic degradation resulting from the ice accretion on aircraft, or the testing of novel, lightweight materials for potential future aerospace applications.

- Data Sharing Agreements: Another type of cooperation involves NASA engaging in data exchanges with a foreign partner. An example would be NASA and its partner separately utilizing their independent computational fluid dynamics (CFD) modeling capabilities to process a jointly defined hypothetical flight demonstration measuring the performance of cryogenic fuels on orbit. By comparing the results of the test run, each party can improve the predictive capabilities of its CFD models.
- Reimbursable agreements with foreign entities: NASA enters into a wide variety of reimbursable agreements with foreign entities. Most commonly, such agreements involve the foreign partner's use of NASA facilities on a noninterference basis. Examples include use of NASA wind tunnels and the training of international astronauts.

5. Disseminating the Results of NASA's Activities to Educate and Inspire

NASA is committed to effectively performing the Agency's mission to "provide for the widest practicable and appropriate dissemination of information concerning its activities and the results thereof," and to enhance public understanding of, and participation in, the Nation's aeronautics and space programs. NASA's unique missions, discoveries, and assets educate and inspire learners of all ages in science, technology, engineering, and mathematics (STEM).

The Agency encourages the establishment of partnerships that broadly communicate the benefits of NASA activities to educate and inspire the public. These types of partnerships include: facilitating community-based research and citizen science through schools, museums, industry, and nonprofits; innovative use of mobile technologies to disseminate information and engage the public; partnering with other federal agencies to leverage assets and expertise in STEM education; stimulating participation in NASA's missions through challenges, student competitions, educator professional development, and social media; and increasing STEM capabilities at formal and informal education institutions, including youth serving organizations, by incorporating content based on NASA's missions. Through these partnerships NASA can reach and influence a diverse new generation of aeronautics and space enthusiasts.

6. Facilitating Efficient Use and Management of Agency Capabilities

The Agency's underutilized capabilities can be made available to partners in a variety of ways that are aligned with NASA's mission. By allowing partner access to these capabilities, NASA is able to retain key resources that, although currently underutilized, are required for future missions. In addition, such partnerships serve several other purposes, such as:

- Providing opportunities for government agencies, commercial firms, international entities, and other external organizations to take advantage of unique NASA capabilities.
- When appropriate, enabling partners to benefit from use of unique NASA resources without having to make their own investment to develop redundant capabilities.
- Facilitating NASA's ability to effectively respond to Federal policies aimed at increasing the sustainability of U.S. Government operations.

In considering such partnership opportunities, NASA personnel should be mindful that NASA must not create new permanent in-house capabilities that are solely to accommodate potential partners' requirements. Likewise, NASA must not retain capabilities that are not reasonably expected to be needed by NASA in the future.

NASA's partnership activities are often cross-cutting and may involve multiple stakeholder organizations.

C. Organizational Roles and Responsibilities

1. NASA Acquisition Strategy Council

The Acquisition Strategy Council (ASC), chaired by the NASA Associate Administrator, serves as the Agency's senior decision-making body for matters of long-term, annual, and tactical acquisition strategy planning; and for matters of policy and performance assessment pertaining to the Agency's acquisition approaches, including the use of partnerships as described in this guide. Primary functions of the ASC in relation to partnerships include:

- Guiding analysis of alternatives and deciding acquisition strategy for certain major partnerships;
- Deciding authority to proceed with certain external partnerships based on established Agency thresholds, and adjudicating partnership issues that cannot be resolved at lower levels;
- Deciding new issues of Agency partnership policy surfaced by proposed partnerships; and
- Deciding significant changes to Agency partnership policy, as recommended by the Director of the NASA Partnership Office or the Associate Administrator for International and Interagency Relations.

The scope and authority of the ASC encompasses all Agency partnerships, except for classified interagency partnerships. Classified interagency partnerships are vetted and handled by the Headquarters Office of International and Interagency Relations (OIIR) (see this guide's Section IV.A.9, Agreements for Classified Activities).

The ASC charter is included in NPD 1000.3, The NASA Organization, which is available via the NODIS system here: NPD 1000.3. Also, additional information about the ASC is available via the NASA internal ASC SharePoint site here: https://nasa.sharepoint.com/sites/governingcouncils/SitePages/ASC.aspx.

2. Headquarters Stakeholder Offices

External partnerships often involve cross-cutting issues affecting multiple institutional and programmatic areas. Consequently, there are multiple Headquarters stakeholder organizations involved with partnership matters. Examples of typical Headquarters stakeholder offices and their involvement with partnerships are as follows:

a. Partnership Office

The NASA Partnership Office, within the Mission Support Directorate, provides policy guidance, operational support, advocacy, and training for the Agency's external partnerships function (except for interagency, international, and classified partnerships, which fall under NASA Headquarters Office of International and Interagency Relations (OIIR)). The Partnership Office also provides analytical decision support to the NASA Acquisition Strategy Council and helps implement the decisions of the Acquisition Strategy Council through day-to-day operational work.

b. Mission Directorates

The Aeronautics Research, Space Operations, Exploration Systems Development, Science, and Space Technology Mission Directorates are responsible for managing NASA's programs and projects. Many of NASA's partnerships directly benefit or otherwise impact programmatic areas managed by the Mission Directorates.

c. Office of Communications

The Office of Communications (OComm) serves as NASA's authority and responsible office for developing and executing an Agency-wide communications plan that provides for the widest practicable and appropriate dissemination of information concerning the Agency's activities and results thereof, consistent with the Space Act. To that end, the office is responsible for developing a strategic communications plan that recognizes a diverse range of audiences and stakeholders (both internal and external), embraces an evolving set of communication tools and methods, and analyzes its efforts to ensure that the methods are being effective, and the Agency is demonstrating good stewardship. It manages the NASA brand, engages in strategic alliances and partnerships to support communications, and ensures books written about NASA and movies referencing NASA are factual.

d. Office of the General Counsel

The Office of the General Counsel (OGC) establishes Agency-wide legal policy, provides legal advice, assistance, and Agency-wide functional guidance, ensures the appropriateness of all legal actions and activities Agency wide, and provides binding formal legal opinions on Agency matters. For partnerships, this includes, but is not limited to, reviewing and providing legal guidance and concurrence for agreements when required by Agency policy to ensure their compliance with applicable laws, regulations, and NASA policies.

e. Office of International and Interagency Relations

The Office of International and Interagency Relations (OIIR) provides executive leadership and overall policy coordination for all of NASA's international and interagency partnerships. OIIR is responsible for the review of all agreements with other U.S. Federal Agencies; the selection of Agreement Managers for international agreements; the negotiation, execution (conclusion, which may include signature and a separate entry-into-force process), amendment, and termination of international agreements; the NASA-wide preliminary review of proposed classified Interagency agreements; the centralized tracking and coordination of classified interagency agreements; the application of current policy for interagency and international agreements; and the storing of all agreements within OIIR's jurisdiction, which includes international agreements and classified interagency agreements.

f. Office of Strategic Infrastructure

The Office of Strategic Infrastructure (OSI), within the Mission Support Directorate, provides executive and functional leadership, policy, institutional authority, and oversight for Agency infrastructure. Specific areas under the OSI's span of responsibility include facilities engineering, maintenance and operations, space utilization, real property, environmental management, logistics management, strategic capabilities assets management, and integrated asset management. External partnerships often involve one or more of those areas.

g. Office of the Chief Financial Officer

The Office of the Chief Financial Officer (OCFO) provides leadership for the planning, analysis, justification, control, and reporting of Agency fiscal resources and oversees financial management activities relating to the programs and operations of the Agency, among other duties. For partnership agreements, the OCFO is responsible for developing, updating, and issuing financial management policies and procedures consistent with Federal laws, regulations, and policies and to perform budgeting, accounting, and financial management and reporting. Refer to NASA Procedural Requirements (NPR) 9090.1, Partnership Agreements – Financial Requirements and Administration for additional information.

h. Office of the Chief Information Officer

The Office of the Chief Information Officer (OCIO) provides leadership, planning, policy direction, and oversight for the management of NASA information and NASA information technology (IT) in accordance with the responsibilities required by the Privacy Act of 1974, the Paperwork Reduction Act of 1995, the Clinger-Cohen Act of 1996, the E-Government Act of 2002, the Federal Information Security Management Act of 2002, and the Federal Information Technology Acquisition Reform Act of 2014. The Chief Information Officer (CIO) is the principal advisor to the Administrator and other senior officials on matters pertaining to IT, the NASA Enterprise Architecture (EA), cybersecurity, records management, and privacy

i. Office of the Chief Scientist

The Chief Scientist serves as principal advisor to the NASA Administrator and other senior officials on agency science programs, strategic planning and the evaluation of related investments. The Office of the Chief Scientist (OCS) represents all of the scientific endeavors in the agency, ensuring they are aligned with and fulfill the administration's science objectives. OCS also coordinates with representatives of the NASA mission directorates, field centers, and advisory committees on the content and objectives of the agency's science research and exploration portfolio. OCS represents the agency's strategic science objectives and accomplishments to the national and international science community, including other government agencies, scientific organizations, industry, academia, and the public.

j. Office of Technology, Policy, and Strategy

The Office of Technology, Policy, and Strategy (OTPS) provides data and evidence-driven advice to NASA leadership to assure an integrated enterprise approach to technology, policy, and strategy. The office supports and promotes the Administration's and NASA leadership's top policy agenda and priorities, providing special studies as needed. The OTPS maintains awareness of critical emerging issues, both internal and external to the Agency.

k. Other Headquarters Offices

Various other Administrator Staff Offices (such as the Offices of Chief Health and Medical Officer, STEM Engagement, and Safety and Mission Assurance) direct, manage and provide policy guidance and oversight of their respective areas for the Agency.

3. NASA Centers

External partnerships often involve cross-cutting issues affecting multiple institutional and programmatic areas. There are multiple stakeholder organizations within each NASA Center involved in partnership matters. Examples of typical Center stakeholder offices and their involvement with partnerships are as follows:

a. Center Partnership Offices

The Center Partnerships Offices develop and cultivate many of the Agency's external partnership opportunities. NASA's public partnerships website, which identifies the respective Agency Partnership Offices and serves as a useful reference for prospective partners, is https://www.nasa.gov/partnerships/.

b. Other Center Stakeholder Offices

In addition to the respective Center Partnership Offices, there are numerous stakeholder offices within each Center that are responsible for managing aspects of the partnership process or that could otherwise be impacted by external partnership activities (for example, Offices of the General Counsel, Chief Financial Officer,[3] STEM Engagement, Safety & Mission Assurance, and so on). Centers should coordinate internally with any potentially affected Center organization prior to committing to any prospective partnership or before sending a prospective partnership opportunity to Headquarters for review.

4. External (Non-NASA) Stakeholders

There are many external stakeholders involved with NASA's partnerships activities including various domestic and foreign governmental and nongovernmental entities. Also, in addition to NASA's independent oversight organization, the Office of Inspector General, the Agency's partnerships activities are subject to review and oversight by various external entities including the Office of Management and Budget, the United States Congress, the Government Accountability Office, and others.

References

NPD 1000.3, The NASA Organization

NPR 9090.1, Partnership Agreements – Financial Requirements and Administration

[3] Center CFO or their designee are responsible for reviewing and approving estimated price or cost reports and the agreements as part of the overall agreement process. Refer to NPR 9090.1

There are a variety of partnership agreement types available, depending on the objectives and circumstances of the partnership.

D. Types of Partnerships

1. Reimbursable

Reimbursable agreements are agreements that primarily benefit the partner and NASA's costs associated with the activity are reimbursed by the agreement partner in accordance with Agency financial policy. NASA undertakes reimbursable agreements when it has goods, services, facilities, or equipment not reasonably available from the U.S. commercial sector, that can be made available to others on a noninterference basis, consistent with the Agency's mission objectives.

2. Nonreimbursable

Nonreimbursable agreements are agreements in which the partner and NASA are involved in a mutually beneficial activity that furthers the Agency's objectives, wherein each party bears the cost of its participation on a no-exchange-of-funds basis.

Additional guidance regarding the use of nonreimbursable agreements is provided in Section III.C and on the Partnerships Community of Practice SharePoint site under Partnerships Guidance Documents: NASA Policy Guidance on when Nonreimbursable Partnership Agreements are Required.

3. Unfunded and Funded

Unfunded and Funded Space Act Agreements (SAAs) have been used to facilitate the future availability of technologies and capabilities with commercial applications. These partnerships enable and accelerate development of strategic capabilities in focused areas of interest to NASA, which otherwise would not be sufficiently pursued independent of NASA's focus. Such endeavors advance NASA's statutory direction to "seek and encourage… the fullest commercial use of space" by providing financial or other resources to support U.S. industry.

Unfunded agreements are agreements in which the Agency provides goods, services, facilities, or equipment on a no-exchange-of-funds basis to a domestic partner to accomplish an Agency objective where there is no direct benefit to NASA. NASA will enter into Unfunded agreements only after full and open competition. The Agency bases its selection of its partners on the evaluation criteria developed for the competition in order to advance an Agency objective. NASA has used Unfunded SAAs to advance human spaceflight capabilities through its Collaboration for Commercial Space Capabilities (CCSC) initiatives; and advancing key technologies through Announcements of Collaboration Opportunity (ACOs).

Funded agreements are agreements in which NASA transfers appropriated funds to a domestic partner to accomplish an Agency objective where there is no direct benefit to NASA. Funded agreements may be used when the Agency cannot accomplish its objectives through the use of a procurement contract, grant, or cooperative agreement, and only after full and open competition. The Agency bases its selection of its partners on the evaluation criteria developed for the competition, while seeking to

maximize the value of the contributions provided by a partner, consistent with Pub. L. No. 115-10, § 841(b), in order to advance an Agency objective. Funded agreements are subject to NPD 1000.5, "Policy for NASA Acquisition," NAII 1000.1, "Decision Framing Meeting (DFM) and Pre-Acquisition Strategy Meeting (Pre-ASM) Guide," and NAII 1000.2, "Acquisition Strategy Meeting (ASM) Guide." NASA has used Funded SAAs to allow the Agency to invest in the development of commercial space transportation capabilities to transport cargo and crew to low-Earth orbit; to support the development of a commercially owned and operated free flyer in LEO; to facilitate development and demonstration of commercial satellite communications capabilities; Tipping Point technologies and capabilities; and a Sustainable Flight Demonstrator aircraft.

4. Equipment Loans

Per NASA Procedural Requirements (NPR) 4200.1, NASA Equipment Management Procedural Requirements, equipment is defined as a tangible asset that is functionally complete for its intended purpose, durable, and nonexpendable. Equipment is not intended for sale and does not ordinarily lose its identity or become a component part of another article when put in use. Equipment includes all items of property configured as mechanical, electrical, or electronic tools and apparatuses that have a useful life of two years or more and are not consumed or expended in an experiment. Software is not equipment. NASA does not loan supplies and materials.

On occasion, government equipment (as defined above) is loaned to a partner in support of a partnership activity. The partner's obligation to NASA must be spelled out in the governing agreement document. NPD 4200.1 Equipment Inventory Management Program, requires that all loans of government equipment be done pursuant to NASA Form 893 (NF 893), which facilitates the efficient execution of the loan and NASA's continuous inventory management of the equipment. NF 893 serves to document the equipment accountability record between NASA and the partner for the loan of the government equipment and is a separate document in support of the partnership agreement. An NF 893, by itself, is not sufficient to loan government property to a foreign entity. An agreement is required to loan government property to a foreign entity, in addition to the NF 893.

Although there are many scenarios involving equipment loans, one common scenario involves the loan of NASA exhibits and artifacts. In addition to the guidance referenced above, Agency personnel proposing to loan exhibits or artifacts should also consult NPD 1387.1, NASA Exhibits Program, and the associated procedures outlined in NPR 1387.1, NASA Exhibits Program. Partnerships involving NASA exhibits or artifacts are further discussed in Section II.B.2.e of this guide.

5. Use of NASA Real Property

In accordance with the Space Act and other applicable statutes, NASA is authorized to grant leaseholds, permits, and licenses in Real Property. Per 14 Code of Federal Regulations (CFR) 1204 Subpart 5, this authority is delegated to the Assistant Administrator for the Office of Strategic Infrastructure and the Director, Facilities and Real Estate Division.

Real Property refers to land, buildings, structures (including relocatable structures), air space, utility systems, improvements, and appurtenances permanently annexed to land referred to as real property assets. The term real property also includes related personal property also known as collateral equipment. It is property that is owned, leased, occupied, and/or controlled by NASA, and includes Government Owned, Contractor Held (GOCH) real property.

A NASA out-grant is required when a non-NASA entity is given the right to occupy (with personnel, facilities, or equipment), dedicated NASA-controlled real property, or a portion thereof, for a specific duration. An out-grant is any non-permanent transfer of real property rights to a non-NASA entity by means of lease, easement, rights-of-way (ROW), permit, license, or concession.

A NASA in-grant is a type of federal acquisition, whereby the appropriate rights and/or interests are acquired as needed to support the NASA mission and goals. An in-grant is required in the event that NASA has the need to use or occupy (with personnel, facilities, or equipment), dedicated real property or a portion thereof, owned by a non-NASA entity, for a specific duration. An in-grant is a non-permanent transfer of real property rights to NASA by means of lease, easement, permit, license or ROW.

If the partner requires the use of any NASA real property, the NASA partnership initiator should consult with the center assigned Real Property Accountable Officer (RPAO) responsible for the real property requested (see OSI-FRED Center RPAO listing on the Partnerships Community of Practice SharePoint site). The RPAO is responsible for determining the need or non-need of a real estate agreement. The basis of their determination, and further information about use of NASA real property, can be found in NPR 8800.15, Real Estate Management Program. If an agreement activity may involve both a real estate agreement and a reimbursable partnership agreement, such as an SAA or 7600 enabling the non-NASA entity to access services such as utilities, the NASA partnership initiator should consult with the RPAO and the Center Agreement Manager in advance to understand requirements for charging for services through partnership agreements or within real property agreements.

6. Commercializing NASA Technology

Written into the founding legislation that created NASA in 1958 is a directive from Congress to ensure that the technologies created for space exploration and aeronautics benefit the whole of humanity.

Through technology transfer, NASA brings together the Agency's most capable problem-solvers with America's brightest commercial and entrepreneurial leaders in partnerships that transfer groundbreaking NASA technologies to the public, providing solutions for challenges in virtually every industry. Some examples include:

- NASA licensed system-monitoring software to a U.S. company. The software mines years' worth of data samples from a given system to establish relationships between components, determine a baseline for normal behavior, and detect any deviation from that norm that might indicate an impending failure. The company enhanced the program's presentation and developed its integrated system health management products, which essentially give any system the ability to verbalize symptoms before a failure occurs.
- First synthesized in the mid-1990s, boron nitride nanotubes are strong, lightweight, and heat-resistant and absorb neutron and ultraviolet radiation – making them ideal spacecraft heat shields. But no method existed to create them in appreciable quantities until NASA accomplished the feat in 2008. A U.S. company licensed the technology from NASA and is supplying the material to other companies while working with NASA to further improve the production process. The company can now synthesize 200 milligrams of the nanomaterial per hour, many times the volume of previous methods.

- Under a Space Act Agreement with NASA, a U.S. company pioneered an advanced fiber-optic monitoring system for offshore oil pipelines. Now commercially available, the company's sensors are the first of their kind: hypersensitive safety monitors that can be retrofitted on older subsea pipelines thanks to a special adhesive tested and validated by NASA personnel. The company's sensors measure pressure, temperature, strain, and flow properties, giving energy companies crucial data in real time and significantly decreasing the risk of a catastrophe.

See Section III.E, Commercializing NASA Technology, for more detailed procedural information on this topic.

References

NPD 1000.5, Policy for NASA Acquisition
NAII 1000.1, Decision Framing Meeting (DFM) and Pre-Acquisition Strategy Meeting (Pre-ASM) Guide
NAII 1000.2, Acquisition Strategy Meeting (ASM) Guide.
NPR 4200.1, NASA Equipment Management Procedural Requirements
NPD 1387.1, NASA Exhibits Program
NPR 1387.1, NASA Exhibits Program
NPR 8800.15, Real Estate Management Program

II. Considerations for Partnerships

While every partnership is different, there are certain fundamental considerations that must be taken into account for every partnership.

A. General Considerations for all Partnerships

1. Fairness, Transparency, and the Use of Competitive Procedures

It is incumbent upon all NASA personnel involved in the partnership process to ensure the fair and consistent implementation of all Agency partnership agreements to avoid favoritism while providing equal access to NASA resources.

a. Non-Exclusivity

In most cases, equal access to NASA resources is provided through non-exclusive arrangements where NASA may enter into similar agreements for the same or similar purpose with other private or public entities. With this approach, future partners may work with NASA on similar terms as existing partners, and in this manner, NASA avoids any favoritism or unequal access to Agency resources and facilities. NASA is required, to the greatest extent practicable, to issue its Space Act Agreements on a nonexclusive basis, and in a manner that ensures all non-government parties have equal access to NASA resources. As a policy matter and prudent business practice, NASA applies this same requirement to other partnership agreement instruments as well.

Unequal access and/or favoritism may occur when providing a partner access to NASA resources and facilities without considering whether similar opportunities would be available to others seeking similar arrangements with NASA. Limitations on providing similar arrangements to others in the future may be based on few available, or qualified, personnel able to assist or collaborate with a partner, a limited NASA commitment to that type of activity, or physical constraints based on a requirement for the partner to use a specific facility or asset that is only useful if limited to one, or a few. In fact, even where an agreement includes the "Nonexclusivity" clause stating that the agreement is not exclusive, NASA may still find itself in a position of providing unequal access or demonstrating favoritism if NASA enters into a partnership with one entity and it would be impractical for NASA to support a future partner in a like manner. In situations where it would be impractical for NASA to support two or more partners under similar circumstances, the agreement is "essentially exclusive" and should be implemented only after consideration of appropriate competitive procedures.

NASA's requirement for fairness and transparency are bounded in law and regulation –

- A Federal employee shall act impartially and not give preferential treatment to any private organization or individual. (5 C.F.R. Section 2635.101).
- An employee shall not use or permit the use of his/her Government position or title or any authority associated with his/her public office to endorse any product, service, or enterprise. (5 C.F.R. Section 2635.702(c)).
- Public office shall not be used for private gain. (5 C.F.R. Section 2635.101(b)(7)).

- NASA's Space Act Agreements must, to the greatest extent practicable, ensure all non-government parties have equal access to NASA resources (NASA Transition Authorization Act of 2017 (NTAA), P.L. 115-10, Section 841).
- NASA should avoid unjustifiable favoritism, whether actual or perceived, in dealing with potential partners. Similarly situated persons should be treated alike and have equal access to NASA resources. (NASA Advisory Implementing Instruction (NAII) 1050-1E, Chapter 1, Section 1.3)
- NASA's Space Act Agreements should be issued, to the greatest extent practicable, on a non-exclusive basis. If NASA determines an exclusive arrangement is necessary, to the greatest extent practicable, NASA must utilize a competitive selection process and make a public announcement. (NTAA of 2017, P.L. 115-10, Section 841).
- NASA must publicly disclose on a NASA website and make available in a searchable format each Space Act Agreement, including an estimate of committed NASA resources and the expected benefits to Agency objectives for each agreement. The report must include a list of all anticipated Space Act Agreements for the upcoming fiscal year. (NTAA of 2017, P.L. 115-10, Section 841).

Abstracts are required to be submitted to the NASA Partnership Office for HQ review for all proposed exclusive and essentially exclusive partnership agreements, pursuant to Section IV.A.4, Headquarters Abstract Review Process, of this guide. Such abstracts must identify the proposed partnership as exclusive or essentially exclusive, explain the circumstances of the proposed partnership and why an exclusive or essentially exclusive arrangement is necessary, and describe plans for use of announcements and/or competitive procedures, in addition to other required abstract content.

b. When to Use a Competitive Selection Process: Exclusivity, Direct Commercial Gain, or Other

Using competitive procedures is an effective tool for ensuring equal access to NASA facilities and other unique Agency resources in situations where it would be impractical for NASA to support two or more partners under similar circumstances ("essentially exclusive" agreement). Competitive procedures, moreover, are required, to the greatest extent practicable, for all essentially exclusive arrangements between NASA and a Space Act Agreement partner (NTAA of 2017, P.L. 115-10, Section 841). Sometimes, exclusive arrangements may be the only practical path forward because of resource limitations, and in those limited cases, competition must be used to the greatest extent practicable to select the partner, as a means of ensuring equal access to NASA resources. This process also provides NASA with insight into how the NASA resource may be optimally utilized in the partnership. Even in cases where a private entity suggests (either formally through an unsolicited proposal, or informally) a unique or proprietary concept for exclusive use of a NASA resource, it would still be appropriate to publicly announce and compete the availability of the NASA resource for commercial use or gain. This will help ensure fairness and provide NASA different options for optimal use of the resource. However, NASA must exercise reasonable care not to reveal the unique or proprietary concept in any agency announcement. Such situations will require close coordination with the Office of the General Counsel. The extent of the competition, and the means of announcing the competition and selecting the partner, will depend on the specific circumstances of the particular partnership opportunity.

Additional guidance for conducting competitive partnership actions is provided on the Partnerships Community of Practice SharePoint site under Partnerships Guidance Documents: Competition Guidance for NASA Announcements for Partnership Proposals.

c. Tools for Communicating Available NASA Resources and Opportunities, Including NASA Technology

NASA uses several tools to facilitate transparency and communications regarding its available resources. In situations where an exclusive arrangement is necessary, competition should be used to the greatest extent practicable to select the partner for reasons of fairness and transparency. Where an exclusive partnership agreement is necessary, NASA must, to the greatest extent practicable, issue a public announcement, and utilize a competitive process for selecting the partner. At a minimum, NASA should utilize the System for Award Management (SAM.gov) website for both the announcement and the competition. Other posting resources may be used simultaneously as the SAM.gov website to ensure a wider readership. These same tools are also available to facilitate transparency and communications for planned "essentially exclusive" arrangements, which while they are designated as non-exclusive, for practical reasons, NASA would be unable to support two or more partners under similar circumstances. Moreover, these resources may prove useful for informing NASA how great an interest may exist outside the Agency for a particular asset or capability. The extent of the competition, and the means of announcing the competition and selecting the partner, will depend on the specific circumstances of the partnership opportunity.

These tools include:

- SAM.gov: https://sam.gov/content/home is a government-wide portal that is consolidating the capabilities of multiple systems and information sources used by the Federal government in conducting the acquisition and other business processes. The site must be used to disseminate information on competitive opportunities. Postings can be made in several forms, including a Notice of Availability (NOA), a Request for Information (RFI), an Announcement of Collaborative Opportunities (ACO), or an Announcement for Partnership Proposals (AFPP). The NOA and RFI are most appropriate for market research and data gathering on potential interest in a project. The AFPP is a formal selection process with stated evaluation factors and criteria for rating proposals. Examples of notices and solicitations are provided on the Partnerships Community of Practice SharePoint site here: Partnerships Guidance Documents.
- NASA Solicitation and Proposal Integrated Review and Evaluation System (NSPIRES): NSPIRES, https://nspires.nasaprs.com/external/index.do, is a system that helps the science and technology research community conduct research business with NASA. The public site allows access to a list of solicitations from NASA. Some NASA organizations employ the NSPIRES system for receiving proposals from external entities and facilitating the review of such proposals.
- Federal Laboratory Consortium for Technology Transfer: https://federallabs.org. This resource facilitates technology transfer and partnerships, in part, by listing NASA Center critical expertise.
- NASA's TechPort System: https://techport.nasa.gov/. TechPort is used for collecting and sharing information about NASA-funded technology development. This system allows the public to discover the technologies NASA is working on every day to explore space, understand the universe, and improve aeronautics. NASA is developing technologies in areas such as propulsion, nanotechnology, robotics, and human health. TechPort has helpful information on these technology projects, including descriptions, images, and locations where work is being performed. The system is searchable so users can find technologies related to their specific interest. TechPort also has built-in analysis tools for creating customized reports or exporting project details.
- Others: Public notices, industry briefings, and other outreach forums may also be used to engage potential partners and advertise unique NASA capabilities. Please consult with the organization's designated Agreement Manager, Partnership Office, and/or Office of the General Counsel for guidance and assistance in using such tools as applicable to the specific circumstance.

Additionally, there are tools for partnership agreements involving the use of NASA owned patents and/or computer software. NASA provides notice of the availability of technologies suitable for transfer and for opportunities for exclusive licensing. Such tools include NASA's Technology Transfer Portal, https://technology.nasa.gov. In addition, all center X (formally known as Twitter) accounts have been consolidated into one: @NASAsolutions. This account, along with the @NASAspinoff account, is updated multiple times weekly. Further, new Technology Transfer promotions are announced in coordination with the Agency Social Media team, and NASA's Technology Transfer YouTube channel houses all marketing videos. For agreements associated with exclusive patent license agreements with the partner, NASA complies with the provisions of 35 U.S.C. sec. 209(e) regarding the providing of public notice in the Federal Register of NASA's intent to enter into such exclusive license.

References

5 C.F.R. Section 2635.101, Basic Obligation of Public Service
5 C.F.R. Section 2635.702, Use of Public Office for Private Gain
NASA Transition Authorization Act of 2017
NAII 1050.1, Space Act Agreements Guide
35 U.S.C. sec. 209, Licensing Federally Owned Inventions

2. Funding

In the context of partnership agreements, "funding" refers to the budget authority NASA uses to conduct its responsibilities under the agreement (that is, the money that funds NASA activities under the agreement).

NASA has two predominant types of funding: 1) appropriations – direct funding; and 2) spending authority from offsetting collections – reimbursable funding. Refer to NPR 9470.1, Budget Execution, for additional information on NASA's budgetary authority. Per NPR 9090.1, Partnership Agreements – Financial Requirements and Administration, reimbursable, nonreimbursable, or unfunded agreements require the NASA performing or sponsoring organization to identify the funding and for the Center CFO, or designee, to approve an estimated price report (EPR) or estimated cost report (ECR). If NASA makes or authorizes an expenditure or obligation in support of an agreement without a valid source of funding or that is inconsistent with the intended purpose, it could constitute a violation of the Antideficiency Act.

Appropriations (direct) funding is the budget NASA receives from congressional appropriations for NASA's programs, projects, and administration. NASA expends direct funding for its participation under nonreimbursable agreements, reimbursable agreements where waived or excluded costs are approved, and unfunded agreements. Although direct funds are used for both waived and excluded costs, they are not the same and should not be used interchangeably. Refer to NPR 9090.1 for definitions and financial policy.

Reimbursable funding (spending authority) is a form of budget authority that results from NASA's authority to enter into agreements with other organizations, both Federal and non-Federal, and allows NASA to accept financial reimbursement for the cost of services or goods provided by NASA to the partner. Like direct funds, reimbursable work requires an approved apportionment from OMB (refer to NPR 9470.1).

a. Non-Federal Versus Federal Partners

A partner may be either a non-Federal or a Federal entity. Non-Federal partners include commercial, non-profit, state and local governmental, and international entities. NASA financial policy and requirements governing reimbursable agreements with both Federal and non-Federal partners are provided in NPR 9090.1.

i. Non-Federal Partners

For non-Federal partners, NASA must obtain advance funding from the partner before commencing work under a reimbursable partnership agreement except in limited circumstances. When a non-Federal partner demonstrates a financial hardship or other restriction limiting advance payments and requests reimbursable work commence in advance of the receipt of funds by NASA, a waiver is required and must be approved by the Center Chief Financial Officer (CFO) before work can commence. Such a waiver may only be approved if the work is of a type that NASA could properly fund on its own (consistent with 31 U.S.C. §1301(a)), and funds are available and sufficient to account for costs that may accrue prior to the payment of funds by the non-Federal partner. Refer to NPR 9090.1 for a waiver of advance payment requirement.

ii. Federal Partners

For reimbursable agreements with another Federal partner (requesting agency), the partner is required to confirm:

1. a bona fide need exists;
2. the funding provided is appropriate for the purpose(s) described in the agreement;
3. the funding meets time limitations;
4. any unique funding and procurement requirements have been disclosed to the servicing agency (NASA); and
5. internal reviews and approvals required by the requesting agency prior to transferring funds to NASA have been completed.

NASA assumes that by execution of the reimbursable agreement, the Federal partner has confirmed that the above five conditions are met. Unlike non-Federal partners, advance funding is not required from Federal partners, but may be requested when the lack of an advance payment impacts NASA's ability to comply with legislation or regulation (e.g., Antideficiency Act, OMB financial regulation). The Center OCFO is responsible for this determination.

To support Treasury initiatives and mandates, NASA adheres to Treasury Department guidance of executing reimbursable orders using Treasury Forms 7600A and 7600B until Treasury's G-Invoicing initiative is implemented (see Section III.B.2 of this guide).

When NASA is the requesting or buyer agency (i.e., NASA sends funding to another Federal agency), the agreement is not considered a partnership agreement in the context of this guide. For NASA as a buyer, the requesting organization should contact its resource analyst, Center CFO, or Center Office of Procurement for guidance.

b. Other Partnership Agreement Funding Considerations

i. Funding Under Multi-Center Agreements

When multiple Centers perform work under a partnership agreement, a Lead Center OCFO should be designated to ensure an agreement-level estimated price report (EPR) or estimated cost report (ECR) representative of NASA's estimated full cost is prepared. The Lead Center's OCFO should coordinate with the Performing Center's OCFO on their portion of the work and

any proposed pricing adjustments for their Center-level EPR/ECR. Performing Center CFOs are required to approve their Center-level EPR/ECR prior to submitting to the Lead Center. Refer to NPR 9090.1 for additional information and pricing adjustments requirements.

ii. Cost Overruns

A cost overrun may occur if NASA's costs charged to a reimbursable project are greater than the amount of the advance funding or budget authority (apportionment). To avoid this, coordination with the Center CFO should be maintained and costs on the reimbursable project must be closely monitored. As needed, additional funding should be requested from the partner to prevent a cost overrun and ensure continuance of the activity..

FAQs

1. Must all costs be included in the EPR even if the Center is planning to waive certain portions of costs?

   Yes.

2. Must Centers demonstrate adequate funding sources for all costs on the EPR?

   Yes, Centers must identify the source of funding for all costs waived on a reimbursable agreement and for all costs on applicable nonreimbursable agreements.

References

NAII 1050-1, Space Act Agreements Guide
NPR 9090.1, Partnership Agreements – Financial Requirements and Administration
NPR 9470.1, Budget Execution

3. Full Cost and Pricing

Refer to NPR 9090.1, Partnership Agreements – Financial Requirements and Administration, for additional information on this section. NASA has authority to allow others to use certain NASA services, facilities, personnel, expertise, and equipment on a reimbursable basis. NASA policy and fiscal law principles generally require that reimbursable agreements be priced at NASA's estimated full cost.

a. Full Cost of Agreements

Full cost, as explained in NPR 9090.1, is the estimated cost to NASA to perform the specified work under an agreement. Full cost includes both direct costs and indirect costs. Direct costs are costs that can be specifically identified with an output and typically include salaries and other benefits for employees who work directly on the output, materials and supplies used in the work, contract cost, and other cost directly used. Indirect costs are costs of resources that are jointly or commonly used to produce two or more types of outputs but are not specifically identifiable with any of the outputs (e.g., Agency Agreement Indirect (AAI) costs). The full cost for an agreement is the sum of:

1. the costs of resources consumed by the goods or services provided or produced that can be specifically and directly identified with those goods and services; and
2. the costs of supporting services provided by other operating or production units within the reporting entity and by other reporting entities used to execute the agreement.

b. Pricing of Agreements

Pricing, on the other hand, is the estimated amount charged the partner for NASA's performance. The price may be higher or lower than NASA's estimated full cost depending upon various factors. Prior to considering exceptions to full cost reimbursement, NASA should start by considering the

maximum allowable pricing for a given activity. For example, when considering a partnership for services, the order of preference in pricing reimbursable partnership agreements is:

1. Full Cost: executed under Space Act authority, Economy Act (Federal partner only), or other legislation requiring full cost.
2. Less than full cost pricing: executed through cost waivers or use of CSLA or other legislative authority that precludes collection of indirect costs and results in less than full cost recovery for the Agency.

Consult Appendix 5, General Guidelines for Pricing Reimbursable Agreements, of this guide for additional criteria to be considered.[4]

c. Estimated Cost Report and Estimated Price Report

An estimated price report (EPR) or estimated cost report (ECR) is required for a partnership agreement unless an exception exists in accordance with NPR 9090.1. An EPR is the supporting financial document for a reimbursable agreement that identifies NASA's estimated full cost, any pricing adjustments, and the price to the partner. An ECR is the supporting financial document for a nonreimbursable agreement that identifies NASA's estimated costs. Both require identification of a relevant funding source for the goods or services provided by NASA to ensure the activity is aligned with the fund's purpose.

Center CFOs are responsible for reviewing and approving all EPRs/ECRs. Where the price to the partner is less than NASA's direct cost, the Agency CFO or designee must also approve the EPR and justification. For multi-Center activity in a partnership agreement, the designated Lead Center OCFO should coordinate with the Performing Centers' OCFOs to ensure that the participating Centers' costs are properly reflected in the agreement-level EPR/ECR and they will have requisite funding to perform their tasks. See also Section II.A.2.b.i, Funding under Multi-Center Agreements.

d. Reimbursement for Other Than Full Cost

NASA has several authorities to accept reimbursement for other than full cost. The process used and the factors considered in the development of such prices should be consistently applied and fully documented. In accordance with this guide's Section IV.A.4, Headquarters Abstract Review Process, abstracts are required to be submitted for HQ review for all proposed reimbursable partnership agreements where the price is less than full cost.

Other than full cost may be demonstrated through pricing adjustments (i.e., waived cost or other authorized pricing adjustments and are required to be approved by the Center CFO or Agency CFO. NPR 9090.1 provides additional information on these approvals and the pricing adjustments, direct funding source(s), and identification on the EPR or ECR.

- Waived costs are costs incurred to perform the work associated with a reimbursable agreement but not charged the partner on the basis that there is a benefit to NASA from the activity. These costs are included in the estimated full cost of the agreement but are reflected as a price adjustment in the EPR. NASA may only consider cost waivers where NASA appropriated funds can be used for the activity in question. In making this purpose determination, the agreement initiator should work closely with the funding organization, Center OCFO, and OGC.
- Other authorized pricing adjustments are based on laws, regulations, policy, or allowable market-based pricing methodologies that identify other than full cost reimbursement.

[4] The general guidelines in Appendix 5 were approved by the NASA Acquisition Strategy Council on June 28, 2019.

Two primary authorities permitting other than full cost reimbursement are discussed below.

i. Space Act Agreement Pricing

Agreements executed under NASA's Space Act authority may allow for waived costs under certain circumstances where there is a demonstrated and direct benefit to NASA. Indirect and direct cost, waived cost, and pricing are required to be identified on the EPR along with the funding source. Approval from the organization providing the funding and the Center CFO are required.

ii. Commercial Space Launch Act Pricing

One authority that provides for (actually mandates) other than full cost pricing is the Commercial Space Launch Act (CSLA). The CSLA authorizes NASA to provide commercial launch or reentry services and charge only the direct costs of the activity. Direct and indirect cost, adjustment for indirect cost, and pricing are required on the EPR along with the funding source. See NPR 9090.1 for additional information on CSLA pricing.

References

NPR 9090.1, Reimbursable Agreements
NPD 1050.7, Authority to Enter into Partnership Agreements
NAII 1050-3, Partnership Agreements Guide

4. Competition with the Private Sector

It is NASA policy not to provide services, goods, property, or resources to entities outside of the Federal Government when doing so would constitute NASA competing with the U.S. private sector. In other words, NASA does not enter into reimbursable partnership agreements, for example, when the partner could reasonably obtain the needed support from a domestic commercial entity instead. This requirement is embodied in the National Space Policy of the United States of America (December 9, 2020), which directs the Federal Government to "purchase and use United States commercial space capabilities and services to the maximum practical extent under existing law when such capabilities and services meet United States Government requirements:[…] and to refrain from conducting United States Government space activities that preclude, discourage, or compete with United States commercial space activities, unless required by national security or public safety."

In short, NASA reimbursable partnerships with non-Federal partners should not be formed when an equivalent service, good, property, or resource is reasonably available in the U.S. private sector, even if at a higher cost to the partner. Determining whether a service or resource is "reasonably available" includes consideration of the uniqueness of NASA technical capability, timeliness of the service/resource, whether a partner would be required to obtain such services from one of its competitors, and other factors, but typically would not take price into consideration.

Fundamentally the question to ask is, if NASA performs the service, would NASA be taking work away from a domestic commercial supplier? If so, then NASA runs the risk of harming the development of a domestic market for such services. By limiting NASA's reimbursable services to only those that are not otherwise available in the domestic market, we avoid the risk of competing with emerging service providers. NASA should not provide services just because it is "smarter" or "better" or "more experienced" than the other domestic suppliers, because to do so would prevent those suppliers from increasing their proficiency. Finally, the fact that NASA has a unique facility or capability does not justify a partnership unless the proposed activity requires those unique features. No such prohibition exists for NASA being in competition with other Federal agencies or international entities.

NASA must be able to make a clear and supportable conclusion that the Agency would not compete with the private sector if it were to perform a particular service or permit use of a particular asset. Such a conclusion may be supported by market research, the particular knowledge of NASA personnel, or a credibly documented assessment performed by the proposed partner. As a tool to aid in the conduct and documentation of such analyses, an optional form titled "Market Research Form to Support Competition with Private Sector Determinations for Reimbursable Agreements" is available via the Partnerships Community of Practice SharePoint site under Legal Guidance.

Points of Contact

Questions on this topic can be addressed to the Center Agreement Manager, the Center Office of the Chief Counsel, or the NASA Partnership Office.

References

NASA's policy regarding not competing with the U.S. private sector can be found in NPD 9080.1, Review, Approval, and Imposition of User Charges, is based on OMB Circular A-25, and is also rooted in the National Space Policy of the United States of America (December 9, 2020). A more extensive and operative discussion of the policy can be found in the Space Act Agreements Guide (SAAG), NAII 1050-1E, Section 1.5, Reimbursable Agreements.

5. Conflicts of Interest

The Agreement Manager and other NASA officials involved in the agreement formulation process must ensure that all partnership agreements are handled in a fair and consistent manner. This applies throughout the entire agreement process, from initiation through execution and performance. Federal ethics laws and standards of conduct require that NASA employees avoid unjustifiable favoritism, whether actual or perceived, in dealing with potential partners. Since signed partnership agreements are generally subject to public review, outside entities may judge the fairness of NASA treatment of partners by comparing similar agreements. Similarly situated persons should be treated alike and have equal access to NASA resources. It follows then, that NASA employees and contractors in a position to influence the establishment or administration of partnership agreements cannot have any actual or perceived conflict of interest regarding potential partners. If there is actual or perceived opportunity for private gain, or the likelihood of conflicting financial interests arising from any provisions of the agreement, this must be avoided. Similarly, if as a consequence of participating in a partnership agreement with NASA, a partner is involved in setting or establishing the parameters or requirements of a future NASA acquisition or procurement, or is perceived to have been so involved, such work may result in an organizational conflict of interest for that partner if and when NASA proceeds with such acquisition/procurement, and the partner would be precluded from involvement therein.

If there is any question regarding conflict of interest, including organizational conflicts of interest, the Office of the General Counsel should be consulted as soon as possible. Actions, such as recusing oneself from activities related to a given partnership, may be necessary.

Points of Contact

Questions on this topic can be addressed to the Agreement Manager, the Office of the General Counsel, or the NASA Partnership Office.

References

NAII 1050-1E, Space Act Agreements Guide, Section 1.3
NASA Ethics website: http://www.nasa.gov/offices/ogc/general_law/ethicsfaq.html#conflicts

6. Partnerships Benefitting Foreign Commercial Entities

NASA's Strategic Plan (NPD 1001.0), as well as several important pieces of legislation and national policy directives, explicitly encourage international cooperation when such collaboration is appropriate; offers significant technical, scientific, or economic benefits; or advances U.S. foreign policy objectives. However, these documents also contain specific directives regarding the preservation of the role of the U.S. as a leader in aeronautical and space science and technology, enhancing the competitiveness of U.S. industry, and strengthening the U.S. industrial base. Given these competing interests, the former Partnership Council (PC)[5] implemented a policy and procedural framework for determining when it is appropriate to partner on activities that benefit foreign commercial entities (see PC Decision MemoPC-2015-08-001 dated February 11, 2016 on NASA's internal SharePoint through the Office of the Administrator – Agency Governance – All Council Documents – Policy Framework Regarding Partnerships Benefitting Foreign Commercial Entities.

NASA's Policy and Operational Framework for Proposed Partnerships Benefitting Foreign Commercial Entities provides that proposed partnerships[6] that could result in a competitive advantage to foreign commercial entities[7] over U.S. industry must be carefully evaluated and will only be approved on a case-by-case basis when deemed by the Deciding Official to be in NASA's and the Nation's best interest. The Deciding Official will be the cognizant Headquarters Mission Directorate Associate Administrator or Office Chief (that is, Chief Engineer, Chief Scientist, or Chief Technologist) for such proposed partnerships that fit exclusively within their programmatic areas of responsibility. However, in certain circumstances, the Acquisition Strategy Council (ASC) Chairperson will serve as the Deciding Official.

In determining whether an activity would be expected to result in a competitive advantage to a foreign commercial entity, the Deciding Official will assess the relevant technical, business, and legal considerations based on the information provided by the initiating Center, Headquarters Office, and others as part of the abstract to be submitted to the Partnership Office (see Section IV.A.4, Headquarters Abstract Review Process). Such partnerships will be approved only if the Deciding Official determines that one or more of NASA's objectives as described in the Space Act are significantly advanced, U.S. industry is able to maintain competitiveness with foreign entities, and the proposed partnership is in the best interests of NASA and the nation.

The full text of the Policy and Operational Framework for Proposed Partnerships Benefitting Foreign Commercial Entities is provided as Appendix 3 to this guide and can also be found in the "Partnerships Guidance" section of the NASA Partnerships Community of Practice SharePoint site at: Policy and Operational Framework for Proposed Partnerships Benefitting Foreign Commercial Entities.

References

NPD 1001.0, NASA's Strategic Plan

[5] The Partnership Council was retired and replaced with the Acquisition Strategy Council via a NASA Executive Council decision on October 16, 2018.

[6] For purposes of this framework, "partnerships" include SAAs, CSLAs, EUL agreements, CRADAs, and any other nonprocurement type partnership instrument. It does not include procurement instruments such as contracts, grants, and cooperative agreements, which are governed by the FAR and other guidance and procedures. Nor does it include partnerships directly with foreign governments.

[7] "Foreign commercial entity" means a corporate or other commercial entity that is not established under a state or Federal law of the United States. "Benefitting a foreign commercial entity" means that a foreign commercial entity could have access to and use of end products (including data) resulting from a partnership agreement with NASA, either directly or through common corporate ownership with a U.S.-based subsidiary.

7. Intellectual Property – Data Rights and Inventions

It is NASA's policy that partnership agreements allocate any intellectual property rights created under the partnership.

NASA's goal is to be consistent in how it addresses intellectual property rights across the Agency and with its partners. This effort is carried out by the use of standard clauses employed in partnership agreements. For example, standard clauses for partnership agreements are provided in appendices of the Space Act Agreements Guide, NAII 1050-1, and are reflected in the Agency's Partnership Agreement Maker (PAM) system used to draft such agreements. These standard clauses are usually used without any changes. Any deviations from the standard intellectual property clauses should be reviewed and approved by the Office of the General Counsel.

If an agreement may benefit a foreign entity, other requirements come into play with regard to handling of data rights and inventions. Details applicable to this situation can be found in the Space Act Agreements Guide, NAII 1050-1E, Intellectual Property Rights, Section 2.2.10. Coordination with NASA Headquarters Office of International and Interagency Relations and Office of the General Counsel will also be necessary.

The considerations for data rights and inventions are relatively numerous and complex. Consultation with the Office of the General Counsel is necessary for establishing these aspects of agreements and ensuring that the proper clauses are incorporated into an agreement.

a. Data Rights

The standard clauses are structured to facilitate the exchange of data necessary for the performance of work under the agreement, while providing for the protection of any proprietary data that is exchanged or developed. Generally, provisions are made to protect data created by NASA if the data in question would have been proprietary if created by the partner rather than NASA; such protections can, by law, exist for up to five years, although NASA usually offers one to two years of protection. In addition, the partner may assert copyright in its works of authorship created under the agreement, but the partner is required to grant NASA a license in the copyrighted material.

b. Invention and Patent Rights

When a partnership activity results in an invention, title to the invention typically remains with the inventing party. However, it is important to note that a number of particulars of the specific partnership arrangement could potentially influence the exact implementation of invention ownership, patenting, and licensing. For example, it could impact how inventions made by NASA support service contractors are handled. Specifics for partnership variations are found in Space Act Agreements Guide, NAII 1050-1E, Section 2.2.10.3.

Points of Contact

Questions on this topic can be addressed to the Agreement Manager, the Headquarters Office of the General Counsel or the NASA Partnership Office.

References

NPD 1050.7, Authority to Enter into Partnership Agreements
NAII 1050-1, Space Act Agreements Guide

8. National Environmental Policy Act and Other Environmental Considerations

a. National Environmental Policy Act Considerations

The National Environmental Policy Act (NEPA) of 1969, as amended (42 U.S.C. §4321 et seq.), establishes national policy and procedures for the protection, maintenance, and enhancement of the environment. It requires NASA to integrate environmental considerations into Agency decisions before taking action. NASA actions include all programs or projects that are financed (even partially), assisted, conducted, regulated, approved, or permitted by NASA. Therefore, NASA initiators of partnership activities must take NEPA requirements into consideration and discuss with potential partners during the agreement formulation phase and throughout performance of the partnership activity as necessary.

A NASA NEPA Manager can advise and assist in the completion of any NEPA-related requirements impacting partnership activities or with answering any questions concerning NASA environmental compliance requirements. A list of Center NEPA Managers is available at http://www.nasa.gov/agency/nepa/NEPATeam.

b. Environmental Due Diligence & Liability

Generally, unless liability is waived by the other party, each party is responsible for damages arising from its own actions. Depending on its scope and complexity, a partnership arrangement with NASA may need to address liability and the risk of loss. If the partnership activity presents the potential for damage to persons or property, NASA and the potential partner will need to discuss how those risks should be allocated. If the partner proposes to use hazardous materials at a NASA facility, the parties will need to assess the current condition of the property. In instances where there is a reasonable risk of significant damage to NASA property, also known as a high-risk activity, partners are required, at no cost to NASA, to maintain throughout the term of the agreement, insurance to cover the loss of or damage to U.S. Government property as a result of any activities conducted under the agreement.

References

42 U.S.C. §4321 et seq., National Environmental Policy Act (NEPA) of 1969

9. Export Control

NASA's Office of International and Interagency Relations (OIIR) is responsible for administering the Agency's Export Control Program. U.S. Government export control laws and regulations restrict the transfer of certain sensitive goods, services, software, technical data, and technology to foreign entities. The Arms Export Control Act of 1976 governs the export and import of defense articles and defense services. The Department of State implements this statute via the International Traffic in Arms Regulations (ITAR), 22 CFR §120-130. The Export Control Reform Act of 2018, in turn, generally governs the export of dual-use and certain military items. Department of Commerce implements this statute via the Export Administration Regulations (EAR), 15 CFR §730-774.

In 1995, NASA established its Export Control Program and published NASA Procedural Requirement (NPR) 2190.1, NASA Export Control Program, which outlines specific requirements for NASA Centers and Programs to follow. This NPR required the designation of Center Export Administrators (CEA) to provide guidance and assistance with export compliance issues at each Center, and a Headquarters Export Administrator (HEA) to provide overall Agency programmatic guidance and oversight. In 2015, NASA released its Export Control Program Operations Manual (NAII 2190.1) to provide specific operational instructions on how to conduct various export control compliance activities. Additional information on NASA's Export Control Program can be found on the NASA Export Control Program website (https://www.nasa.gov/oiir/export-control).

References

The Arms Export Control Act of 1976
22 CFR §120-130, International Traffic in Arms Regulations (ITAR)
The Export Control Reform Act of 2018
15 CFR §730-774, Export Administration Regulations (EAR)
NPR 2190.1, NASA Export Control Program
NAII 2190.1, Export Control Program Operations Manual

10. Foreign National Access Management

NASA partners with corporations, educational institutions, and governments across the globe in pursuit of NASA's vision to reach new heights and reveal the unknown for the benefit of all humankind. Such partnerships often include on-site or remote collaboration with foreign nationals, which may involve access to NASA facilities or other assets. NASA's Foreign National Access Management (FNAM) Program is devoted to maximizing the benefits of our international partnerships while mitigating risks to the Agency and nation and ensuring compliance with U.S. laws and regulations. The FNAM Program is NASA's primary vehicle for managing foreign national access across the Agency, led by the Office of Protective Services and in cooperation with the Office of International and Interagency Relations (OIIR) and the Office of the Chief Information Officer (OCIO).

NASA employees and contractors who collaborate or work with a foreign national (including activities related to NASA partnerships) are responsible for complying with all foreign national access management, export control, physical, and IT security requirements. Protecting NASA's assets, including personnel, facilities, technology, and data, is the responsibility of each NASA employee and contractor. When there is an agreement with a foreign entity in place, it addresses aspects of foreign national access to NASA facilities and IT systems.

Key considerations in managing partnerships involving access to NASA assets by foreign nationals:

- A request for a foreign national to visit NASA and access NASA physical and/or logical (information technology) assets including personnel, facilities, systems, and/or equipment/property must be submitted in the Identity Management and Account Exchange (IdMAX) system (https://idmax.nasa.gov).
- The request must be reviewed and sponsored by a NASA Civil Servant functioning in the role of Sponsor in IdMAX. The Sponsor will work with Center Protective Services (CPS) and other reviewers to manage the request including identifying all assets to which the foreign national will need access.

- CPS, in coordination with Center Export Control Staff (ECS) and the Center OCIO, will review the request and requested access permissions, and determine appropriate vetting requirements.
- Foreign nationals visiting NASA Centers will undergo identity vetting and background checks, based on access needs and visit duration prior to admission to the Center. The Center's International Visit Coordinator (IVC) and ECS will conduct these checks. A list of Center IVCs and a link to ECS resources can be found on the FNAM Program website at https://nasa.sharepoint.com/sites/ops/SitePages/Foreign-National-Access.aspx.
- An escort will be assigned to any foreign nationals visiting NASA who require escort. Escort requirements will be determined by CPS/ECS. Additional information for escorts and escort requirements can be found in the FNAM Program Operations Manual and on the FNAM Program website.

Policy requirements for foreign nationals visiting NASA, in accordance with all applicable U.S. Government rules and mandates, can be found in NPR 1600.4, Identity and Credential Management, with specific attention to Chapter 4 for foreign nationals. The FNAM Program Operations Manual, available on the FNAM Program Web site, provides implementing guidance for NPR 1600.4, including best practices and real-life examples. The FNAM Program website contains additional supporting materials including an internal brochure describing the guidance in the operations manual and an external brochure providing guidance to foreign nationals visiting NASA.

References

NPR 1600.4, Identity and Credential Management

11. NASA Transition Authorization Act of 2017

The NASA Transition Authorization Act of 2017 (NTAA), Public Law 115-10, was signed into law on March 21, 2017. Section 841 of the NTAA imposes several new procedural requirements on NASA Space Act Agreements (SAAs), which is defined in the Act as agreements executed under NASA's "Other Transactions Authority" of the Space Act (51 U.S.C. § 20113(e)). NTAA Section 841 encompasses five paragraphs:

a. Sense of Congress

States that "when used appropriately, [SAAs] can provide significant value in furtherance of NASA's mission";

b. Funded SAAs

Requires that NASA "seek to maximize the value of contributions provided by other parties under Funded [SAAs]";

c. Non-Exclusivity

Requires that SAAs be issued on a nonexclusive basis "to the greatest extent practicable" and imposes specific requirements pertaining to exclusive SAAs;

d. Transparency

Requires that each SAA (redacted as necessary) be posted to a public website along with specific information for each SAA; and

e. Annual Reports

Requires an annual report to Congress not later than 90 days after the end of each fiscal year with various information about the Agency's SAAs.

The NTAA requirements do not apply to partnership agreements done under other legal authorities such as the Commercial Space Launch Act, the Economy Act, or other sections of the Space Act apart from the "Other Transactions Authority" section.

The NTAA Section 841 requirements are addressed in detail in NASA's Space Act Agreements Guide (NAII 1050-1) and are also referenced throughout this guide as applicable.

References

NASA Transition Authorization Act of 2017
51 U.S.C. § 20113, Powers of the Administration in Performance of Functions
NAII 1050-1, Space Act Agreements Guide

12. Term of Agreements

Partnership agreements are generally limited to one 5-year term because commitment of resources further into the future may be problematic due to changing budgets and program objectives. For the same reason, use of an automatic renewal provision in an agreement or an open-ended term without a definitive end date is also problematic and is generally not permitted in most circumstances.

If the agreement initiator seeks to establish an agreement that provides for the possibility of a term longer than 5 years because it is believed that a longer term is essential to the fundamental objectives of the agreement, early consultation with and concurrence from the Office of General Counsel is required. For agreements that are with an interagency partner, with a foreign entity, or for the benefit of a foreign entity, early consultation and concurrence from the Office of International and Interagency Relations is also required.

For Annexes under umbrella agreements (see section IV.A.10 of this guide), the term of the Annex may not extend past the end date of the umbrella agreement under which it is issued.

13. Agreement Administration

Effective administration of a partnership agreement is critical for the success of a partnership activity. This is true for all Agency partnership activities regardless of the subject matter, agreement type, partner type, period of performance, etc.

The NASA Agreement Manager plays a key role in agreement administration responsibilities, but is not solely responsible for performance of such functions. Rather, the Agreement Manager is expected to interface with other applicable NASA staff involved with the activity to ensure that the agreement is being effectively utilized and strategically managed to achieve the objectives of the agreement, and that the official agreement records for the activity are accurate and up to date. Effective agreement administration necessitates involvement from the designated Technical Lead, other key program/project personnel for the agreement, and the Center OCFO. Representatives from other Center functional offices (e.g., real property, logistics, legal, OSMA, etc.) may also need to be involved depending on the nature and specific aspects of the activity. In the case of agreements with foreign entities, the Office of International and Interagency Relations (OIIR) serves in the role of the Agreement Manager and will identify a point of contact at the Center or at NASA Headquarters to complete specific Agreement Manager tasks.

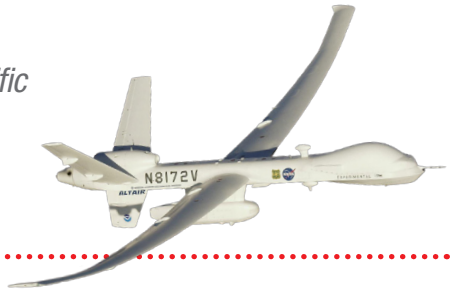
Agreement Managers, in coordination with these other NASA staff, are responsible for periodically reviewing the agreements under their custodianship to ensure that they are accurate and up to date. Such reviews could take the form of meetings, teleconferences, components of broader program reviews, etc. The reviews should consider whether there have been any changes for the partnership activity that may necessitate updating the official agreement records in regard to:

- the stated term of the agreement (and whether it may need to be extended or perhaps terminated sooner than stated);
- the NASA or partner responsibilities;
- schedule and milestones;
- financial obligations; and
- other aspects, as applicable, including potential disputes or mishaps (e.g., injuries, equipment failure, property damage, etc.).

The frequency of such reviews for a particular agreement will vary depending on the specific aspects of the agreement, including the scope, term, criticality, level of resource commitments involved, and other factors.

Additional resources are available in the "Partnerships Guidance" section of the NASA Partnerships Community of Practice SharePoint site (https://nasa.sharepoint.com/sites/MSD/SitePages/Partnerships%20Guidance%20Documents.aspx).

Some types of partnerships involve unique considerations due to the specific issues involved.



B. Topic-specific Considerations

1. NASA Aircraft, Airfield, and Airspace Operations

NASA Procedural Requirement (NPR) 7900.3, Aircraft Operations Management Manual, can assist in developing a partnership agreement which involves aircraft, airspace, or airfield operations. Due to the extremely dynamic range of operations and activities related to aviation operations, all such activities must be coordinated with the supporting Center Flight Operations Office and Center Safety and Mission Assurance/Range Safety Office or the NASA Headquarters Office of Safety and Mission Assurance (OSMA), Institutional Safety Management Division (ISMD) and the Mission Support Directorate (MSD)/ Aviation Capabilities Management Office (ACMO). Also, the Office of the General Counsel can provide assistance on any related legal issues. NASA personnel interested in engaging in partnership activities involving aircraft operations are encouraged to engage those offices as early as possible in the agreement formulation process.

Title 49 Section 40102(a)(41) of the United States Code provides the definition of "Public Aircraft" and Section 40125 provides the qualifications for public aircraft status. These statutory provisions provide the legal basis for operation of public aircraft. Based on a determination in accordance with these statutory provisions, the operation of a crewed aircraft or unmanned aircraft system (UAS) on a NASA endeavor or in partnership with another entity may place all operational and oversight responsibilities on NASA, even if the aircraft is owned, loaned, or leased by the partner or other non-NASA entity.

For agreement that involve crewed aircraft activity see NPR 7900.3.

For agreements that involve UAS or high-power amateur rockets, where a determination has been made that the operation qualifies for public aircraft status, NASA has responsibility for operations, operational oversight, and implementation of the range safety requirements. Therefore, such activities must be conducted with the following requirements as applicable:

- NPR 7900.3, Aircraft Operations Management Manual, UAS Operations
- NPR 7900.3, Aircraft Operations Management Manual, Aviation Safety
- NPR 8715.1, NASA Safety and Health Programs
- NPR 8715.5, Range Flight Safety Program
- NASA-STD-8719.25, Range Flight Safety Requirements

If there is a UAS operation, where a determination has been made that NASA has responsibility for the operations, the following NASA responsibilities must be included in the partnership agreement if appropriate for the operation:

- NASA will document investigation responsibilities with the UAS operation in case of an incident or mishap
- NASA will provide air worthiness reviews
- NASA will provide flight readiness reviews
- NASA will provide Range Safety Personnel (Range Safety Officer (RSO)) for oversight during flights.

Where a determination has been made that NASA has responsibility for operations, NASA may also provide services that are needed to meet NASA and Federal Aviation Administration (FAA) rules and regulations for flight testing, including, but not limited to:

- Completion and submission of regulatory compliance documents (for example, Memorandum of Agreement or Certificate of Authorization files, updates, reports, or other required paperwork)
- Assurance that aircraft are FAA registered and have a tail number

In case of an incident or mishap during the agreement duration, the agreement needs to clearly address who is responsible for the mishap when it occurs. This is determined by who has operational control of the activity. If NASA maintains operational control, NASA is responsible for all mishap reporting requirements per NPR 8621.1, Mishap and Close Call Reporting, Investigating, and Recordkeeping. If the partner has operational control, the partner is responsible for all mishap reporting requirements.

Activities involving NASA's use of UAS must be in compliance with NASA's policies and procedures to maintain privacy safeguards, civil rights and civil liberties protections, accountability, and transparency. Information on these policies and procedures is available via the relevant NASA Policy Directive (NPD) and NASA Procedural Requirements (NPR) documents in the NASA Online Directives Information System (NODIS).

Points of Contact

Headquarters ACMO
Norman Schweizer
Aircraft Capabilities Manager, NASA Headquarters
norman.s.schweizer@nasa.gov | 202-748-1915

Headquarters OSMA
Alan Micklewright
Aviation Safety Manager, NASA Headquarters
alan.j.micklewright@nasa.gov | 202-358-1028

Headquarters OSMA/Institutional Safety/Aviation
Richard Schlatter
NASA Headquarters
Richard.schlatter-1@nasa.gov | 202-680-4443

Headquarters OSMA/Institutional Safety/Range Flight Safety
Sandra Hudson
NASA Headquarters
sandra.m.hudson@nasa.gov | 202-365-9272

NASA Safety Center
Carolyn Turner
Mishap Program Executive
carolyn.turner-1@nasa.gov | 443-614-7840

References

49 U.S.C. §40102, Transportation, Definitions
NPR 7900.3, Aircraft Operations Management Manual
NPR 8621.1, Mishap and Close Call Reporting, Investigating, and Recordkeeping
NPR 8715.1 NASA Safety and Health Programs
NPR 8715.5, Range Flight Safety Program
NASA-STD-8719.25, Range Flight Safety Requirements
Federal Management Regulation 102-33, Management of Government Aircraft
14, CFR Parts 1-199, Federal Aviation Administration (FAA) Federal Aviation Regulations
FAA Advisory Circulars, https://www.faa.gov/regulations_policies/advisory_circulars/

2. Communications, Cobranding, and Public Engagement Activities

a. Coordination of Communications and Public Interest Partnerships

Any NASA partnership involving communications (media, multimedia, or public engagement and outreach), or other high visibility partnerships likely to result in media or public attention, should be coordinated with NASA Headquarters OComm and the Center communications office early in the agreement process to ensure they are aware of the substance of the agreement and are consulted on any plans for public announcement. For partnership agreements, this coordination might include the submission of an abstract if required by the criteria established in Section IV.A.4, Headquarters Abstract Review Process, of this guide and identifying OComm as an "affected stakeholder office" in the abstract. If an abstract is not required based on the criteria, the initiator should still coordinate directly with the Center communications office and the relevant media contacts in NASA Headquarters OComm.

Any communications partnerships and associated content, activities and events primarily intended to inform and engage the public on NASA's missions should be aligned with the Agency's Communications Strategy (https://nasa.sharepoint.com/sites/Communications/SitePages/Strategy.aspx). OComm's public-facing Strategic Partnerships website is available at https://www.nasa.gov/nasa-brand-center/strategic-partnerships/. The OComm Brand Partnership Intake Form is available at https://socialforms.nasa.gov/brand-partnerships-intake-form.

Examples of partnerships that need to be coordinated with the Center communications office, or Headquarters OComm for Headquarters agreements, include:

- Any partnership agreement aimed at public audiences that commits NASA resources, including use of facilities, technical support, or that is likely to attract national media coverage
- Agreements that cover public engagement programs, events, or activities which require an SAA due to the level of NASA support (certain conferences, workshops, large-scale events, or support for non-technical material to be distributed to public audiences)
- NASA involvement in citizen science activities and prizes and challenges
- Any other agreements that include a media, multimedia, merchandise, or public engagement or outreach component.

Finally, all media or public engagement or outreach partnerships that are to be negotiated and executed in support of programs or projects should be included in the required communications plan for the program or project, per guidance and the Communications Plan Template associated with NPR 7120.5, NASA Space Flight Program and Project Requirements, and coordinated with Headquarters OComm.

b. Coordination of Partnership Announcements

Any announcements or products relating to a NASA partnership should be coordinated in the planning phase with the Center communications office, Headquarters OComm, and appropriate Mission Directorate outreach office. For interagency or international activities, the Office of International and Interagency Relations should also be consulted. In coordination with the external partner and the Agency project lead, the appropriate NASA communications contacts will assess both the timing and what kinds of products and activities are needed to announce and promote the partnership and related activities. The goal of this coordination is to produce a shared plan and general awareness of the partnership and related activities.

Please also see Section IV.A.6 of this guide regarding guidance pertaining to the Notice of Significant Partnership Action (NOSPA).

Public, media, and social media products for the announcement or promotion of any partnership activity may take different forms. Determination of the format for a specific product will be made in coordination with Headquarters OComm.

All NASA products intended for public release must adhere to the NASA Stylebook (found at link https://ocomportal.hq.nasa.gov/SitePages/Home.aspx). Please coordinate timing of NASA and partner products and communications activities with the relevant Center communication office's Public Affairs Officers.

NASA's standard operating procedure is to not issue joint releases with partners. Each organization may issue their individual releases, with shared language and quotes as appropriate. These products should be coordinated with the appropriate offices and individuals in each organization. Other than fact checking, NASA does not edit other organizations' products and does not change our products to fit other organizations' style or process. We do not allow the use of the NASA Insignia, Logotype, or other NASA identifiers on other organizations' news products.

c. NASA Insignia (Logo) Use and Branding

Strict regulations govern the use of the NASA Insignia in accordance with the Code of Federal Regulations (14 CFR Part 1221) and the Space Act, as well as other laws and regulations. In general, NASA does not endorse any commercial product, activity, or service. Use of the NASA name, initials or NASA emblems – including the NASA Insignia, the Logotype also known as "the worm", and the NASA Seal – must be reviewed and approved by the Associate Administrator for Communications or designee.

The use of NASA's Insignia by a partner under a partnership agreement must conform to the general rule that the Insignia is used to designate NASA property, NASA Communications, and NASA activities, and that NASA may not endorse a commercial activity. Partners are generally not permitted to use the NASA Insignia on their private website, on packaging for any commercial products, or on promotional materials, because those are contrary to permitted uses under regulation and because of endorsement implications. However, in certain rare cases for proposed uses which are not expressly permitted by regulation but which are not contrary to ethics standards, a waiver from the Associate Administrator for Communications may be granted. A waiver request should be submitted in writing to the Associate Administrator for Communications or designee for consideration. If Insignia use restrictions are waived, written justification must be submitted to the Office of the General Counsel by the Associate Administrator for Communications or designee.

A noncontractor partner who is co-funding an activity with NASA may use the NASA Insignia in certain instances to recognize the association with NASA. In this instance, NASA Insignia use is considered less an endorsement and more a factual recognition of NASA being a contributing partner. This use must be reviewed and approved in advance by the Associate Administrator for Communications or designee.

Please consult the Agency's internal "Guidelines for Space Act Agreements for Film, TV, Multimedia, and Entertainment-oriented Collaborations" for more detail (https://ocomportal.hq.nasa.gov/).

d. Film, TV, Multimedia, and Entertainment-Oriented Partnerships

Headquarters OComm authorizes NASA participation in film, TV, and other multimedia collaborations in accordance with NPD 1383.2, NASA Assistance to Non-Government, Entertainment-Oriented Motion Picture, Television, Video & Multimedia Productions/Enterprises, & Advertising. All external requests for filming on NASA property should be directed to the Associate Administrator for Communications' designee (OComm's Film, TV, and Multimedia Manager) with a treatment (summary) of the project included, as outlined in the Agency's media usage guidelines. However, before a treatment can be considered for eventual NASA participation, funding and distribution must be in place in advance. NASA does not participate in speculative projects (i.e., projects without funding and distribution).

Most documentaries do not require a Space Act Agreement (SAA). However, most fictional feature film projects do require one. Typically, an SAA is required when there is a need to lay out what is expected of both parties in terms of shoots, clearances, protection of NASA's appearance in a fictional storyline, and so on, or when the agreement contemplates use of NASA resources or funding. A formal agreement may also be needed when the parties plan for an ongoing collaboration for education or public engagement and outreach activities beyond routine appearances or interviews.

The OComm Associate Administrator's designee will work with a Center's communications office to provide guidance on whether a partnership agreement may be necessary, or if simply a location release is appropriate or no agreement at all. Approval for determining and implementing the type of agreement resides with the OComm Associate Administrator's designee (Film, TV, and Multimedia Manager). In most cases, the NASA signatory for the SAA will be the Associate Administrator for Communications or the Deputy Associate Administrator for Communications.

Please consult the Agency's internal "Guidelines for Space Act Agreements for Film, TV, Multimedia, and Entertainment-oriented Collaborations" for more detail (https://ocomportal.hq.nasa.gov/). NASA's Film and Documentary Guidelines are available on OComm's public-facing website at https://www.nasa.gov/nasa-brand-center/film-and-documentary-guidelines/.

When in doubt about whether a formal partnership agreement such as an SAA is needed, or in any case where a proposed partnership involves a major media partner (such as National Geographic, IMAX, Disney, 20th Century Fox, CBS, NBC, Discovery, and so on), initiating organizations should contact NASA Headquarters OComm's Film, TV, and Multimedia Manager for further guidance and coordination.

e. Exhibits Partnerships

Partnerships involving NASA exhibits or artifacts should be coordinated in advance with the Headquarters OComm Exhibits and Artifacts Manager and, for proposals originating at a Center, the relevant Center Exhibits Manager. For any proposed partnerships involving NASA assistance on exhibits or artifacts requiring an abstract submission based on the criteria in this guide's Section IV.A.4, Headquarters Abstract Review Process, OComm should be identified as an "affected stakeholder office" in the abstract along with any other Headquarters affected stakeholder offices (e.g., OIIR for proposals involving foreign entities or contemplating foreign destinations).

NASA's Exhibits and Artifacts program is governed by NPD 1387.1, NASA Exhibits Program, and the associated procedures outlined in NPR 1387.1, NASA Exhibits Program. Requests for exhibit and artifact loans can be made through the Agency's public-facing website: http://www.nasa.gov/about/exhibits/index.html.

In general, traveling exhibit and artifact loan requests are carefully evaluated and negotiated to minimize or eliminate costs and to avoid duplication of effort. It should be noted that exhibits and artifacts are in limited supply and there is no guarantee that specific requests can be fulfilled.

When in doubt about whether a partnership agreement, exhibit loan, or artifact loan request is warranted, please contact the Exhibits Manager in Headquarters OComm.

f. Co-branding and Collaborations involving Commercial Merchandise or Advertising

NASA sometimes receives product or branding collaboration requests. NASA does not co-brand products or other activities and, as stated earlier, does not provide its identifiers for packaging or advertising. There are limited cases where NASA identifiers may be approved for use on spacecraft models or on novelty items such as t-shirts and keychains. NASA Merchandise Guidelines are available on OComm's public-facing website (https://www.nasa.gov/nasa-brand-center/merchandise-approvals/) and provide more information on these uses and required permissions. NASA footage, with the exception of the NASA logo and NASA employees, may also be used in promotional material, but there are some restrictions and permissions required as outlined by NASA's Advertising Guidelines on OComm's public-facing website (https://www.nasa.gov/nasa-brand-center/advertising-guidelines/).

Points of Contact

Logo Use Approvals and Film, TV, and Multimedia Collaborations
Bert Ulrich
Manager, Film, TV, and Multimedia, Headquarters OComm
bert.ulrich@nasa.gov | 202-358-1713

Public Engagement/Outreach Collaborations
Maureen O'Brien
Headquarters OComm
maureen.obrien-1@nasa.gov | 202-358-1161

Merchandising and Branding Clearances
Aimee Crane
Headquarters OComm
aimee.c.crane@nasa.gov

Media Releases or other Public Announcements:
Allard Beutel
News & Multimedia Division Director
allard.beutel@nasa.gov | 202-358-2191

NASA Graphics Standards and Creative Director
David Rager
Headquarters OComm
david.rager@nasa.gov | 301-821-6948

Agency Exhibit & Artifacts Manager
Lauren Katz
Headquarters OComm
lauren.t.katz@nasa.gov | 202-358-1716

Headquarters and Center Public Affairs Officers:
https://nasa.sharepoint.com/sites/Communications/SitePages/contacts.aspx

References

NPD 1050.7, Authority to Enter into Partnership Agreements
NPD 1380.1, Managing Agency Communications
NPD 1388.1, Employee Participation in NASA STEM Engagement and Communications Activities
NPR 7120.5, NASA Space Flight Program and Project Requirements, Appendix G, Section 3.20 Communications Plan
Communications Plan Template; Stylebook and Office of Communications Manual; NASA Graphic Style Guide for Web and Social Media, https://ocomportal.hq.nasa.gov/
Media Usage Guidelines, https://www.nasa.gov/nasa-brand-center/images-and-media/
Use of NASA Name and Logo, https://www.nasa.gov/nasa-brand-center/brand-guidelines/
14 CFR 1221.1, The NASA Seal and Other Devices, and the Congressional Space Medal of Honor – NASA Seal, NASA Insignia, NASA Logotype, NASA Program Identifiers, NASA Flags, and the Agency's Unified Visual Communications System, https://www.ecfr.gov/current/title-14/chapter-V/part-1221/subpart-1221.1
NPD 2521.1, Communications and Material Review
NPD 1383.2, NASA Assistance to Non-Government, Entertainment-Oriented Motion Picture, Television, Video & Multimedia Productions/Enterprises, & Advertising
NPD 1387.1, NASA Exhibits Program
NPR 1387.1, NASA Exhibits Program

3. STEM Engagement Activities

This section discusses NASA's involvement in Science, Technology, Engineering and Mathematics (STEM) Engagement partnerships. STEM focused partnerships complement Agency efforts to achieve NASA's strategic goals for STEM Engagement (https://www.nasa.gov/learning-resources/stem-engagement/). Most STEM Engagement partnerships originate within HQ and Center STEM Engagement offices (OSTEM). Mission Directorates and other Agency offices may also initiate partnerships that align with STEM Engagement strategic goals.

As a result of the Mission Support Future Architecture Program (MAP), OSTEM has reorganized, centralizing budget authority for Center STEM Engagement investments within OSTEM. HQ OSTEM created a strategic partnership manager function to coordinate and integrate STEM Engagement partnerships.

a. STEM Engagement Partnership Goals

The STEM Engagement Board plays an important role in the portfolio of Agency partnerships, development of relevant goals, and allocation and coordination of resources for STEM Engagement investments.

STEM Engagement Partnership Goals
Engage students across the United States in opportunities connected to NASA Missions, themes or STEM Engagement programs (https://www.nasa.gov/learning-resources/);
Bolster external efforts that contribute to federal STEM goals (https://www.nasa.gov/learning-resources/partnering-with-nasa-stem-engagement/, "Quick Links" section); and
Broaden participation of students from groups traditionally underrepresented and underserved in STEM and STEM careers (https://ncses.nsf.gov/pubs/nsf21321/).

NASA complements its STEM Engagement activities by partnering with organizations to reach wider and more diverse audiences and to achieve mutually beneficial objectives. Partnerships are responsive to needs identified by external organizations. NASA's role is to consult with a partner to facilitate accuracy and fidelity to NASA missions and content in any products created by partner. NASA does not co-develop, co-promote, or co-distribute products with a partner. Products developed under a Space Act Agreement are owned by the partner and the partner is responsible for their promotion and distribution.

b. General Considerations for STEM Engagement Partnerships

i. Fairness and the Use of the Statement of Interest

The NASA STEM Engagement partnership website, (https://www.nasa.gov/learning-resources/partnering-with-nasa-stem-engagement/), outlines partnership priorities and invites organizations to submit a statement of interest (reference the "Quick Links" section of the STEM Engagement partnership website) describing a requested partnership. The statement of interest provides all external organizations with the same information, articulates NASA's priorities for STEM Engagement partnerships and establishes a set of common criteria for evaluating partnership requests. OSTEM uses the STEM engagement partnership rubric, (https://nasa.sharepoint.com/sites/ostem/SitePages/Partnerships.aspx), to evaluate statements of interest, record OSTEM project, Center, and Mission Directorate interest in requested partnerships, and to support recommendations to leadership. OSTEM invites Centers, Mission Directorates, and other offices to use the partnership rubric when considering external partnerships.

ii. Guidelines for Use of a Space Act Agreement (SAA) in STEM Engagement Work

OSTEM's core mission is to engage students in mission content. For this reason, not every working relationship with an outside entity requires execution of a SAA. If unsure of the need for an agreement, consider the questions below and consult with the Office of the General Counsel, Partnership Office, or OSTEM Partnership Manager.

Factors That Often Require an SAA for STEM Engagement Partnership	
Relationship Scope and Complexity	• Requested partnership will result in new products or research that require clarity around topics like intellectual property and use of NASA brand and insignia • Publicly available pathways for collaboration with NASA do not already exist (e.g., Speakers Bureau, Astronaut Appearance Request, ISS Downlink, Museum and Informal Education Alliance, Public Intern Application System (https://www.nasa.gov/learning-resources/internship-programs/)
Involvement of Other NASA Organizations or Centers	Proposed effort requires resources from offices or missions outside of OSTEM (e.g., access to Mission Directorate subject matter experts, use of facilities)
Requested Level of Collaboration from NASA	A significant level or long-term investment of internal resources (e.g., significant staff time) is required to fulfill the request

c. Annual Review and Reporting

STEM Engagement agreement managers should review agreements annually to monitor partnership performance. Performance monitoring occurs through metrics collection, return on investment assessment, partnership success stories, and other means identified by the agreement manager. An annual performance assessment is particularly important for long term, repeat agreements, and should be considered before renewing such "legacy" partnerships to confirm partnership aligns with current STEM Engagement partnership goals, remains mutually beneficial, and provides a reasonable return on investment.

Points of Contact

Rob LaSalvia
Partnership Manager
Robert.F.LaSalvia@nasa.gov

References

Partnering with NASA STEM Engagement, https://www.nasa.gov/learning-resources/partnering-with-nasa-stem-engagement/
NASA Strategy for STEM Engagement, https://www.nasa.gov/learning-resources/stem-engagement/

III.Guidance on Partnering

A. Summary Table of Agreement Types/ Legal Authorities Available for Partnerships[8]

Activity Type	Partner Type						
	Domestic Commercial	Federal Agency (as customer of NASA)	Federal Agency (as supplier to NASA)	State and Local Government	Foreign Non-Government	Foreign Government or Agency	Non- Profits/ Universities
NASA Provides Reimbursable Services[9]	Space Act authority (SAA) CSLA CRADA	Interagency Agreement (31 U.S.C. § 1535) or other appropriate relevant authority[10]	N/A	SAA CSLA	SAA	SAA and 51 U.S.C. §§ 20102(d)(7) and 20115	SAA CRADA
Joint Activity (No Funds Exchanged) – Nonreimbursable[11]	SAA CRADA (with cost waiver)	Typically 51 U.S.C. § 20113 or other appropriate relevant authority	Typically 51 U.S.C. § 20113 or other appropriate relevant authority	SAA	SAA and 51 U.S.C. §§ 20102(d)(7) and 20115	SAA and 51 U.S.C. §§ 20102(d)(7) and 20115	SAA CRADA
NASA Provides funding (Non-acquisition)	SAA[12] Cooperative Agreement	N/A	N/A	Grant Cooperative Agreement	N/A	N/A	Grant Cooperative Agreement
NASA Provides In-Kind Support Primarily for Benefit of Partner	SAA (Unfunded)	N/A	N/A	SAA (Unfunded)	N/A	N/A	SAA (Unfunded)
Loan of Equipment[13]	Equipment Loan Form – NF 893	Equipment Loan Form – NF 893	Equipment Loan Form – NF 893	Equipment Loan Form – NF 893	SAA and Equipment Loan Form – NF 893	SAA and Equipment Loan Form NF 893	Equipment Loan Form – NF 893

[8] This table represents a summary of activities and partners for general understanding; see the underlying material referenced for each section.

[9] See Partnership Guide Section III.B

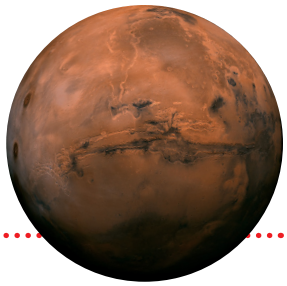
[10] A variety of authorities can apply to reimbursable Interagency Agreements. Consult with the Office of the General Counsel on the appropriate authority for a reimbursable transaction.

[11] See Partnership Guide Section III.C

[12] In certain circumstances; see NPD 1050.7 and NAII 1050-1

[13] See Partnership Guide Section III.D.1

A reimbursable agreement permits the partner to use NASA goods, services, facilities, or equipment to advance the partner's own interests.



B. Providing Reimbursable Services

1. To Domestic Nongovernmental Partners

Reimbursable partnership agreements are agreements where NASA's costs associated with the undertaking are reimbursed by the partner. A reimbursable agreement permits the partner to use NASA goods, services, facilities, or equipment to advance the partner's own interests. However, the proposed reimbursable partnership activity must: (1) be consistent with NASA's mission; and (2) involve goods, services, facilities, or equipment not reasonably available on the U.S. commercial market from another source.

Chapter 2 of the Space Act Agreement Guide (SAAG), NASA Advisory Implementing Instruction (NAII) 1050-1, covers reimbursable Space Act Agreements with nongovernmental entities or private parties. The guidance and clauses used in Chapter 2 of the SAAG should be followed in order to facilitate consistency, to the extent practicable, in the formation and organization of agreements.

There are several specific steps that must be completed and documented during the planning and formulation phase of all agreements with private parties, including:

- establishing why the agreement is in NASA's mission interest;
- ensuring that NASA does not compete with the private sector;
- deciding whether to formally publicize the potential partnership opportunity;
- making potential partners aware that agreements are generally on a nonexclusive basis; and
- reviewing the U.S. Government-wide System for Award Management (SAM) excluded parties list is required to ensure NASA can partner with the proposed private party.

Points of Contact

The designated Agreements Manager for the Center or Headquarters office pursuing a partnering activity with a domestic nongovernmental partner should be the initial point of contact for preparation of or questions about reimbursable agreements.

References

NPD 1050.7, Authority to Enter into Partnership Agreements
NAII 1050-1, Space Act Agreements Guide, Chapter 2

2. To Federal, State, and Local Government Partners

Reimbursable agreements with U.S. governmental entities, where NASA is the servicing agency, permit those entities to use NASA goods, services, facilities, or equipment to advance their own interests. Chapter 3 of the Space Act Agreement Guide (SAAG) addresses agreements with Federal, state, and local entities.

> Note: Reimbursable agreements with other Federal agencies, or interagency agreements (IAAs), are subject to this guide even when they are considered assisted acquisitions (i.e.., NASA performing acquisition services on behalf of the partner).

SAAG 3.2 addresses agreements with state and local government entities, including state and local colleges and universities.[14] The approach for these binding agreements with state and local government entities is generally the same as those entered into with private parties. Therefore, the guidance and clauses in SAAG Chapter 2 should be followed.

SAAG 3.3 addresses IAAs which are different than agreements with commercial or non-Federal government partners. Recognizing that other Federal agencies are part of the Federal Government, some policy considerations applicable to agreements with domestic nongovernmental entities or state or local governments are not applicable to IAAs. For example, the restriction on competing with the private sector does not apply when partnering with another Federal agency.

Absent statutory authority allowing otherwise, NASA requires pricing based on full cost principles when performing services for a requesting Federal agency (see NPR 9090.1, Partnership Agreements – Financial Requirements and Administration).

For Reimbursable IAAs, NASA is transitioning to the G-Invoicing system, a secured, web-based application created by the Treasury Department to manage Intragovernmental Buy/Sell transactions between two Federal agencies. The system will supersede the use of the Treasury Department 7600A/B forms for implementing interagency reimbursable agreements[15] and will be mandatory for Federal agencies.

NASA has begun executing the General Terms and Conditions (GT&C) in the system for reimbursable agreements. Whenever possible, NASA should transact the GT&C in G-Invoicing in lieu of using the 7600A form. NASA plans to begin using the Orders in G-Invoicing in lieu of 7600B form in fiscal year 2024. Guidance regarding NASA's use of G-Invoicing is available via the NASA Partnerships Community of Practice (PCoP) SharePoint site under Partnerships Guidance Documents. Additional guidance on G-Invoicing processes and procedures will be posted when available.

During the transition phase and when use of G-Invoicing is not an option for establishing a reimbursable IAA (e.g., the Trading Partner is not "live" in G-Invoicing), NASA should use the March 2022 Treasury Department 7600A/B forms to establish an agreement with the trading partner. Any new agreements using the 7600 forms should be short-term in nature and end prior to July 1, 2025. The NASA Attachment A, which contains NASA specific clauses for the agreements, is also required to be referenced and included with each 7600A/GT&C. Detailed instructions for completing the 7600 forms and NASA Attachment A can be found on the NASA PCoP SharePoint site under Partnerships Guidance Documents.

Coordination with the Office of International and Interagency Relations (OIIR) is required under NPD 1050.7A, Authority to Enter into Partnership Agreements, paragraph 5.d, which designates OIIR as the responsible office for the review of all IAAs with other Federal agencies. Therefore, initiators must include OIIR on the routing for the draft agreement. Agreement Managers should also consult with the Partnership Office, Office of the General Counsel, and respective Office of the Chief Financial Officer to ensure that the agreement is completed properly and that NASA standard IAA clauses are correctly incorporated into the NASA Attachment A.

[14] Private schools, colleges, or universities are considered domestic nongovernmental entities.

[15] Nonreimburable IAAs are not impacted by Treasury's G-Invoicing mandate since they do not involve the transfer of funds.

Points of Contact

The designated Agreements Manager for the Center, Office, Directorate, or other organization pursuing a partnering activity with another Federal party should be the initial point of contact for preparation of or questions about reimbursable IAAs.
For further information about reimbursable agreements with Federal agencies, please contact the Export Control and Interagency Liaison Division within OIIR. For guidance, please visit the OIIR website: https://www.nasa.gov/oiir/
For further information about reimbursable agreements with state and local entities, please contact the Outreach & Intergovernmental Affairs Division within the Office of Legislative and Intergovernmental Affairs (OLIA).
For further information about the content of reimbursable agreements with Federal/state/local government agencies, please see Chapters 2 and 3 of the SAAG NAII_1050_1.

References

NAII 1050.1, Space Act Agreements Guide
NPD 1050.7, Authority to Enter into Partnership Agreements
NPR 9090.1, Partnership Agreements – Financial Requirements and Administration
FS 7600A/B forms, Financial Management and Budget Standardization – Forms

3. To Foreign Partners

NASA enters into reimbursable agreements with foreign entities to allow such entities to use NASA facilities, goods, and services consistent with U.S. law and policy. Reimbursable agreements with foreign entities generally contain similar terms and conditions to reimbursable agreements with a domestic party. Reimbursable use of NASA facilities by, or for the benefit of foreign entities, or the conduct of research on a reimbursable basis in collaboration with, or for the benefit of, foreign entities must comply with NASA policies set forth in NPD 1370.1, Reimbursable Utilization of NASA Facilities by Foreign Entities and Foreign-Sponsored Research.

Among other requirements, NPD 1370.1 provides that reimbursable work for a foreign entity must benefit NASA or the public. In reimbursable agreements with a foreign entity or benefitting a foreign entity for (1) safety-related analysis and testing in NASA facilities, or (2) "fundamental research" related to NASA's mission, benefits to NASA or the public are normally provided through shared data rights or broad dissemination of the results. Fundamental research means basic and applied research in science and engineering, the results of which ordinarily are published and shared broadly within the scientific community. Fundamental research is distinct from proprietary research and from industrial development, design, production, and product utilization, the results of which ordinarily are restricted for proprietary or national security reasons (see NPD 1370.1, Attachment A: Definitions).

Space Act Agreement Guide Sections 1.5 and 4.4 provide guidance on reimbursable agreements with foreign entities and should be reviewed prior to making an initial decision as to whether a reimbursable agreement with a foreign entity is appropriate under the circumstances.

NASA may enter into reimbursable agreements for use of unique NASA facilities and for unique services that are not reasonably available from the U.S. commercial market (for instance, specially tested integrated circuits uniquely designed for interplanetary spacecraft). The proposed activity must be consistent with NASA's mission. NASA may only allow non-Federal entities to use its space-related facilities on a reimbursable basis if the NASA Administrator (or designee) determines that "equivalent commercial services are not available on reasonable terms" (51 U.S.C. §50504). Moreover, NASA should not act as a purchasing agent or broker for a foreign party's acquisition of reasonably available commercial goods or services.

NASA may also provide goods or perform services on a reimbursable basis to support a foreign entity as a minor component of a broader cooperative activity with a party, as specified in the agreement

with the foreign entity. Actual performance of the reimbursable work would be pursuant to a separate reimbursable agreement with the foreign entity.

Before NASA performs work for which it is to be reimbursed by the other party, the reimbursable agreement must be in force and advance payment received. Early consultation with the Headquarters Office of International and Interagency Relations (OIIR) is critical to ensure appropriate steps are taken to properly execute a reimbursable agreement with a foreign entity. For instance, when considering any agreement with a foreign commercial partner, consideration must also be given to the NASA Policy and Operational Framework for Proposed Partnerships Benefitting Foreign Commercial Entities addressed in Section II.A.6, Partnerships Benefitting Foreign Commercial Entities, of this guide. The framework is important in ensuring that NASA partnerships with foreign commercial entities do not harm U.S. industrial competitiveness and are otherwise appropriate.

Generally, from the time the agreement initiator contacts OIIR with the approved abstract (if required), the process for a reimbursable agreement with a foreign entity takes three to nine months from start to finish. However, some agreements will require more or less time depending on the circumstances. The OIIR point of contact can provide an estimated timeline specific to a proposed agreement once the individual discusses the activity with the Center or Mission Directorate point of contact.

a. Connecting with the Office of International and Interagency Relations

Organizationally, OIIR (https://www.nasa.gov/oiir/) is responsible for overall policy coordination for all of NASA's international projects as well as the drafting, negotiation, execution, amendment, and termination of agreements with foreign entities. Within OIIR, a point of contact is assigned to draft the reimbursable agreement with a foreign entity with input from the Mission Directorate or Center point of contact. The appropriate program office is responsible for the technical, scientific, programmatic, and management aspects of the activity. The Office of the General Counsel (OGC) assists and advises OIIR to ensure all aspects of the reimbursable agreement with a foreign entity are consistent with the applicable law and legal policy. OGC also assists and advises OIIR during the negotiation of the agreement text with the foreign entity.

b. Reimbursable Agreement with a Foreign Entity Process

If an abstract is required for the activity, pursuant to the abstract submission criteria described in this guide's Section IV.A.4, Headquarters Abstract Review Process, OIIR will not begin work on the reimbursable agreement with a foreign entity until the abstract is approved through the Headquarters abstract review process. The Mission Directorate or Center Agreement Manager or other point of contact is responsible for drafting the abstract and getting it approved through the abstract review process. Once an abstract is approved by Headquarters, the agreement point of contact is responsible for contacting the OIIR point of contact identified in the abstract response to initiate the development process for the reimbursable agreement with the foreign entity.

The OIIR point of contact will serve as the Agreement Manager for reimbursable agreements with foreign entities, but the Mission Directorate or Center Agreement Manager or other point of contact will be responsible for some of the Agreement Manager tasks, including but not limited to, determining resource availability (personnel, goods, services, facilities, or equipment) and ensuring the approved estimated price report (EPR) is included. The OIIR point of contact is responsible for drafting and coordinating the agreement with the foreign entity and will keep the Mission Directorate or Center point of contact informed of the status of the agreement throughout the entire process. OIIR will negotiate the agreement, with assistance from OGC and the Mission Directorate or Center point of contact as appropriate. After the agreement is negotiated, OIIR will obtain any

final approvals required to conclude the agreement. OIIR will also provide guidance to the Mission Directorate or Center point of contact regarding the signature of the reimbursable agreement with the foreign entity and process by which the agreement will enter into force.

References

For further information about reimbursable agreements with foreign entities, please contact the appropriate division within OIIR. For guidance, please visit the OIIR website: https://www.nasa.gov/oiir/

For further information about the content of reimbursable agreements with foreign entities, please see SAAG chapters 1.5, 2, and 4.4: NAII 1050-1

NPD 1370.1, Reimbursable Utilization of NASA Facilities by Foreign Entities and Foreign-Sponsored Research

NAII 1050-1, Space Act Agreements Guide (SAAG)

51 U.S.C. §50504, Use of Government Facilities

4. Via Cooperative Research and Development Agreements

NASA's policy is to use Cooperative Research and Development Agreements (CRADAs), as appropriate, to transfer Federally owned or originated technology to non-Federal entities and improve access to science and technology.

NASA, as a Federal laboratory, is authorized to enter into CRADAs for research and development consistent with NASA's mission. A CRADA should be considered when the primary purpose of the activity is to ensure the full use of the results of NASA's investment in research and development outside the U.S. Government.

NASA Center Directors have the authority to negotiate, execute, amend, and terminate domestic CRADAs (when the activity does not benefit a foreign entity) within their areas of jurisdiction. Authority to enter into CRADAs with, or for the benefit of, foreign (non-U.S.) entities is not delegated to Center Directors and remains with the Administrator.

Use of CRADAs is not mandatory. Centers may choose to support the goals of the Federal Technology Transfer Act of 1986 through the use of a Space Act Agreement (SAA) rather than a CRADA. The decision to use a CRADA or a SAA will be determined by the Office of the General Counsel, in consultation with the NASA agreement initiator, as to which approach most appropriately supports the goals of the proposed activity. Activities with, or for the benefit of, foreign entities will typically be conducted through SAAs.

CRADAs are treated as fully reimbursable agreements pursuant to NASA policy. Centers may waive costs under CRADAs consistent with NASA policy on reimbursable agreements, including the requirements for Center or NASA OCFO review. Centers may not provide funding to a non-Federal collaborating party. Appropriated funding may be provided to another Federal agency to support CRADA activities only in compliance with applicable law and policy. CRADAs may not be used in lieu of a contract, cooperative agreement, or grant. CRADAs are a type of Partnership Agreement, and as such are governed by NPD 1050.7, Authority to Enter into Partnership Agreements.

Points of Contact

The designated Agreements Manager for the Center or Headquarters office pursuing a partnering activity with a domestic nongovernmental partner should be the initial point of contact for preparation of or questions about CRADAs.

References

Federal Technology Transfer Act of 1986

NPD 1050.7, Authority to Enter into Partnership Agreements

5. Via Commercial Space Launch Act Agreements

One purpose of the Commercial Space Launch Act (CSLA), 51 U.S.C. §§ 50901-50923, is "to facilitate the strengthening and expansion of the United States space transportation infrastructure, including the enhancement of United States launch sites and launch-site support facilities, and development of reentry sites, with government, state, and private sector involvement, to support the full range of United States space-related activities." The CSLA fulfills this purpose by providing authority for the private sector and state governments to acquire: (1) launch and reentry property from the U.S. Government that is excess or otherwise not needed for public use; and (2) government launch services and reentry services, including utilities, otherwise not needed for public use.

The CSLA applies to commercial launch and reentry efforts. NASA defines this as activities supporting commercial launch or reentry (i.e., a launch or reentry that is anticipated to be subject to a license or permit by the Federal Aviation Administration (FAA)). These can include flights carrying a NASA payload.

The CSLA defines launch as "to place or try to place a launch vehicle or reentry vehicle and any payload, crew, or spaceflight participant from Earth" into suborbital trajectory, Earth orbit in outer space, or otherwise in outer space, and includes "activities involved in the preparation of a launch vehicle or payload for launch, when those activities take place at a launch site in the U.S." (See 51 U.S.C. § 50902(4)).

Commercial launch and reentry efforts refer to activities supporting the commercial launch or reentry of a suborbital or space vehicle, payload, or persons. Such activities may include, but are not limited to, development of a vehicle or a payload, activities for flight, and ground safety; engineering activities; acceptance of a vehicle or a payload (or their components) by the provider, associated handling, transportation, and storage; processing a vehicle, a payload, or support for crew and spaceflight participants (including training) for launch or reentry; integrating a launch vehicle and a payload; activities at a launch or reentry site; and conducting a launch or reentry.

The CSLA provides Federal agencies, including NASA, the opportunity to support commercial launch and reentry efforts on a direct cost basis. Further guidance on determining costs associated with a CSLA can be found in NPR 9090.1, Partnership Agreements – Financial Requirements and Administration. Also, consult Appendix 5, General Guidelines for Pricing Reimbursable Agreements, of this guide for additional criteria to be considered for this pricing authority.

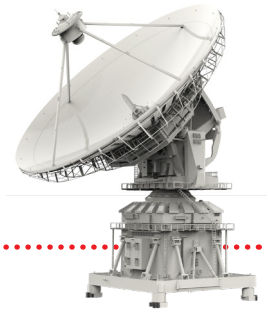
Points of Contact

The applicability of CSLA authority should be determined in consultation with the Office of the General Counsel and the Center Office of the Chief Financial Officer.

References

51 U.S.C. §§ 50901-50923, Commercial Space Launch Activities
NPR 9090.1, Partnership Agreements – Financial Requirements and Administration

Nonreimbursable agreements are used for mutually beneficial activities that further the partner's objectives and NASA's missions.



C. Nonreimbursable Activities[16]

1. With Domestic Nongovernmental Partners

Agreements in which a partner does not reimburse NASA the costs for the Agency's work under the collaboration are called nonreimbursable agreements.

NAII 1050-1E, Space Act Agreements Guide, Section 1.4 provides a general overview on nonreimbursable agreements. Nonreimbursable agreements involve NASA and a partner in a mutually beneficial activity where each bears its own cost. NASA is spending taxpayer dollars as appropriated by Congress and, as such, the funds must be spent (i.e., the work completed) in compliance with U.S. fiscal law. Every nonreimbursable agreement in which NASA participates must be reviewed by the Office of the Chief Financial Officer (OCFO) and Office of the General Counsel (OGC) to ensure that NASA can appropriately cover the cost of its work under the agreement. Examples illustrating this principle follow:

- A potential partner comes to NASA with a swimsuit design it wants to test in a wind tunnel. The design is for potential use in the upcoming Olympics and is believed to reduce friction for the swimmers resulting in potentially faster race times. The partner is willing to share the resulting data with NASA. NASA's funding is not appropriated for support of the Olympics or swimsuit manufacturers. Unless the NASA activity can show a reasonable use for the data that advances NASA's aeronautics, space exploration, or science missions, NASA cannot agree to the work on a nonreimbursable basis.
- A potential partner comes to NASA with a proprietary material it wants tested and the nature of the material is seen by NASA personnel as having potential use in aircraft and planetary reentry vehicles. The partner is willing to share the resulting data with NASA. Since NASA's mission covers both aircraft research and space vehicles it is potentially appropriate to do the work on a nonreimbursable basis.

Points of Contact

The designated Agreement Manager for the Center, Office, Directorate, or other NASA organization pursuing a partnering activity with a domestic nongovernmental partner should be the initial point of contact for preparation of or questions about nonreimbursable Space Act Agreements.

References

NPD 1050.7, Authority to Enter into Partnership Agreements
NAII 1050-1, Space Act Agreements Guide, Chapter 2

[16] Additional guidance regarding the use of nonreimbursable agreements is provided on the Partnerships Community of Practice SharePoint site under Partnerships Guidance Documents: NASA Policy Guidance on when Nonreimbursable Partnership Agreements are Required.

2. With Federal, State, and Local Government Partners

The Space Act provides authority for NASA to enter into agreements with other Federal Government entities where no funds are exchanged between the parties. The Space Act Agreements Guide (SAAG), NAII 1050-1, refers to these agreements as nonreimbursable interagency agreements (IAAs). These agreements constitute a formal statement of understanding between NASA and the other Federal agency requiring a commitment of NASA resources (including goods, services, facilities, or equipment) to accomplish stated objectives. Chapter 3 of the SAAG addresses agreements with Federal, state, and local entities.

SAAG 3.2 addresses agreements with state and local government entities, including state and local colleges and universities.[17] The approach for these binding agreements with state and local government entities is generally the same as those entered into with private parties. Therefore, the guidance and clauses in SAAG Chapter 2 should be followed.

SAAG 3.3 addresses IAAs with other Federal agencies, which are handled differently than agreements with commercial or non-Federal government partners. Nonreimbursable IAAs involve "NASA and one or more [Federal Government] partners in a mutually beneficial activity that furthers NASA's mission, where each party bears the cost of its participation and there is no exchange of funds between the parties." (See NPD 1050.7.) Such agreements permit NASA to utilize its goods, services, facilities, or equipment to meet its obligations under the IAA. It is appropriate to use a nonreimbursable IAA when NASA and another Federal department or agency are performing activities collaboratively for mutual benefit.

When NASA works with another Federal Government entity on a nonreimbursable basis, NASA's activities in the partnership should be consistent with the appropriation purpose of the funding used to cover NASA's contribution. This same principle applies to the other Federal entity's use of their funds. Additionally, IAAs raise the fiscal law principle that each party's contribution cannot augment the other Federal Government entity's appropriation. This is only avoided if the work is collaborative in nature, furthering each party's mission, and the costs of each party are consistent with the benefit derived by each party.

IAAs, to the extent practicable, should conform to the format in Chapter 3 of the SAAG. However, if the other Federal agency provides the initial draft of the IAA, or requires removal or modification of a standard IAA clause, the Agreement Manager should consult with the Office of the General Counsel to determine whether such changes are acceptable.

Coordination with the NASA Headquarters Office of International and Interagency Relations (OIIR) is required under NPD 1050.7, which states that OIIR shall review all IAAs with other Federal agencies.

Points of Contact:

The designated Agreements Manager for the Center, Office, Directorate, or other organization pursuing a partnering activity with another Federal party should be the initial point of contact for preparation of or questions about nonreimbursable IAAs.

References

NPD 1050.7, Authority to Enter into Partnership Agreements
NAII 1050-1, Space Act Agreements Guide, Chapter 3

[17] Private schools, colleges, or universities are considered domestic nongovernmental entities.

3. With Foreign Partners

NASA's policy is to engage in international projects that provide technical, scientific, or economic benefits to the U.S. Such projects could include foreign participation in NASA activities, NASA participation in foreign activities, and international collaborative efforts. International cooperative activities should contribute to NASA's overall program objectives and U.S. national policies, such as maintenance and enhancement of U.S. industrial competitiveness.

Generally, NASA's cooperative activities with foreign entities are not directed toward the joint development of technology, or products or processes that are potentially of near-term commercial value. Any activity must be consistent with established NASA processes. Examples of NASA resources committed to an international project include: time and effort of personnel; support services; use of facilities; goods; and information. It is NASA policy that, in general, research with foreign organizations will not be conducted through grants or cooperative agreements, but instead will be accomplished on a no-exchange-of-funds basis.

International projects involving a commitment of NASA resources are, with a few unique exceptions, embodied in a legally binding agreement with the foreign entity(ies) or other legally binding instrument. Agreements with foreign entities should be within the scientific, technical, and budgetary capabilities of each party. Some of the policy and procedural guidelines to be followed in entering into cooperative agreements with foreign entities are contained in NPD 1360.2, Initiation and Development of International Cooperation in Space and Aeronautics Programs.

Any agreement with a foreign entity should be executed well in advance of the commencement of significant joint activities. NASA assumes unnecessary risk if project activities, such as exchange of detailed technical data or goods, or use of each other's facilities take place without a legally binding agreement in place to appropriately allocate risk of loss or damage, and impose conditions on treatment and use of technical data or goods.

Execution of an agreement with a foreign entity should be treated like any other important early program milestone by a program office. Early consultation with the Office of International and Interagency Relations (OIIR) is critical to ensure appropriate steps are taken to properly execute such an agreement.

Generally, from the time the agreement initiator contacts OIIR with the approved abstract (if required), the process for a nonreimbursable agreement with a foreign entity takes four to twelve months from start to finish. However, some agreements will require more or less time depending on the circumstances. The OIIR point of contact can provide an estimated timeline specific to a proposed agreement once the individual discusses the activity with the Center or Mission Directorate point of contact.

a. Connecting with the Office of International and Interagency Relations

Organizationally, OIIR is responsible for overall policy coordination for all of NASA's international projects as well as the drafting, negotiation, execution, amendment and termination of agreements with foreign entities. Within OIIR, a point of contact is assigned to draft the agreement with input from a Mission Directorate or Center point of contact. Please contact the division in OIIR that supports your program for additional information. For guidance on the appropriate division, please visit the OIIR website: http://oiir. hq.nasa.gov. The appropriate program office is responsible for the technical, scientific, programmatic, and management aspects of the activity.

The Office of the General Counsel (OGC) International and Space Law Practice Group (http://www.nasa.gov/offices/ogc/international/index.html) assists and advises OIIR to ensure all aspects of the agreement with a foreign entity are consistent with the applicable law and legal policy, and OGC also assists and advises OIIR during the negotiation of the agreement text with the foreign entity.

b. Nonreimbursable Agreement with a Foreign Entity Process

If an abstract is required for the activity, pursuant to the abstract submission criteria described in this guide's Section IV.A.4, Headquarters Abstract Review Process, OIIR will not begin work on the nonreimbursable agreement with a foreign entity until the abstract is approved through the Headquarters abstract review process. The Mission Directorate or Center point of contact is responsible for drafting the abstract and getting it approved through the abstract review process. Once an abstract is approved by Headquarters, the agreement point of contact is responsible for contacting the OIIR point of contact identified in the abstract response to initiate the development process for the nonreimbursable agreement with the foreign entity.

The OIIR point of contact will serve as the Agreement Manager for the nonreimbursable agreement, but the Mission Directorate or Center point of contact will be responsible for some of the Agreement Manager tasks, including but not limited to, determining resource availability (personnel, goods, services, facilities, or equipment) and ensuring an approved estimated price report (EPR) or estimated cost report (ECR) is included unless excluded per NPR 9090.1. The OIIR point of contact is responsible for drafting and coordinating the agreement with the foreign entity and will keep the Mission Directorate or Center point of contact informed of the status of the agreement throughout the entire process. OIIR will negotiate the agreement, with assistance from OGC and the Mission Directorate or Center point of contact as appropriate. After the agreement is negotiated, OIIR will obtain any final approvals required to conclude the agreement. OIIR will also provide guidance to the Mission Directorate or Center point of contact regarding the signature of the nonreimbursable agreement with the foreign entity and process by which the agreement will enter into force.

References

For initiating nonreimbursable agreements with foreign entities, please contact the appropriate division within OIIR. For guidance, please visit the OIIR website: https://www.nasa.gov/oiir/.

For content of nonreimbursable agreements with foreign entities, please see Chapter 4 of the Space Act Agreements Guide NAII 1050-1

For financial requirements, see NPR 9090.1, Partnership Agreements – Financial Requirements and Administration

Grant and Cooperative Agreement Handbook, part 1260.12(e)(1-5).

NPD 1360.2, Initiation and Development of International Cooperation in Space and Aeronautics Programs

NASA's non-excess, underutilized property and equipment can be made available to partners in a variety of ways when aligned with NASA's missions.

D. Providing Use of NASA Property and Equipment

1. Loaning NASA Personal Property

The loan of equipment (sometimes referred to as a loan of personal property) may occur at the onset of the domestic partnership agreement or during any phase of the agreement and will be effective from the time of issuance to the end of the agreement. The Loan of Government Property clause will be placed in all NASA domestic partnership agreements. The loan period shall be for a finite time and shall be stated in the agreement.

In an agreement with a foreign entity, such a loan is referred to as a Loan of Government Property. A brief discussion of loan procedures associated with such agreements is below. A loan of government property to a foreign entity cannot take place until an agreement with the foreign entity and a NASA Form (NF) 893, Loan of NASA Equipment, are in place. The Loan of Government Property clause is only included in an agreement with a foreign entity if it is specifically required to complete the activity.

a. Domestic Partners

The loan of U.S. Government equipment to a domestic entity should be coordinated by the program initiating the agreement with the applicable property custodian, the equipment manager, and the Center Supply and Equipment Management Officer (SEMO). While the agreement is normally between the Center and the partner, the equipment loan document should be managed at the property custodian level with support from the SEMO. The partner should name a person in their organization who will be responsible for the accountability of the equipment and will have the authority to send the SEMO annual inventory validations and status regarding the equipment to include any loss, damage, or destruction of the property.

The SEMO does not approve the loaning of equipment. The SEMO is responsible to the Center Director for the accountability of the equipment and shall ensure the property is accounted for through the annual inventory validation provided by the partner.

If it is known at the time that the agreement is executed that equipment will be loaned to the partner, the NF 893 should accompany the initial agreement. If the loan of the equipment is initiated after an agreement is already in effect, an NF 893 should be completed and uploaded to the corresponding agreement record in Partnership Agreement Maker (PAM).

b. Foreign Partners

Headquarters' Office of International and Interagency Relations (OIIR) will draft, negotiate, and execute the appropriate agreement with the foreign entity to authorize the loan of government property with assistance from the initiating organization's Agreement Manager or other point of contact and OGC. The terms and conditions for the loan of NASA property will be outlined in the international agreement.

An NF 893 is not sufficient to enable the loan of government property to a foreign entity. An agreement is required to loan government property to a foreign entity, in addition to the form NF 893. Terms and conditions on property accountability and inventory validation requirements, normally listed on NF 893, are superseded by applicable terms and conditions included in the agreement with the foreign entity.

Once the agreement with the foreign entity is completed, it is the responsibility of the program or project loaning the equipment to complete the NF 893. Contact the Center SEMO or Headquarters Office of Strategic Infrastructure – Logistics Management Division for additional information regarding the NF 893. If a loan of government equipment is required for an agreement with a foreign entity already in effect, please contact OIIR.

2. Using NASA Real Property

Real estate instruments, which either convey or acquire any real estate interest, shall be planned, drafted, executed, administered, or amended in accordance with NPR 8800.15, Real Estate Management Program, as well as any pertinent statutory requirements. When considering the out-grant of NASA property, initiators must communicate with all relevant stakeholders, coordinate with the Center RPAO and FRED points of contact as identified on the Partnerships Community of Practice SharePoint site, utilize Agency approved terms and conditions, and ensure that all necessary approval and compliance requirements have been satisfied.

3. Excessing NASA Personal Property

NASA may not transfer title of government property under a partnership agreement. NASA property associated with a partnership agreement is considered to be in loan status during the period of performance of the agreement. All property must be returned to NASA prior to disposition. NPR 4300.1, NASA Personal Property Disposal Procedural Requirements, outlines the policies and procedures for property disposition.

The Property Act assigns the U.S. General Services Administration Administrator responsibility for the supervision and direction over the disposition of excess and surplus property. The Center Property Disposal Officer (PDO) is the civil service employee who is appointed by the Center Director and has responsibility for implementation of all duties listed in NPR 4300.1 and applicable Federal regulations. Questions related to property disposition issues should be directed to the Center PDO. In cases where the property is located outside the U.S., the NASA Headquarters Disposal Manager and the Office of International and Interagency Relations (OIIR) must be contacted.

4. Property Used to Build Item to be Transferred to a Partner

The requirements for property used in building an item to be transferred to a partner differ depending on whether the partner is a Federal or non-Federal entity, as explained below. It is very important to be clear in the agreement regarding responsibilities for the provision of any equipment or materials.

a. Federal Partner

NASA may procure the component raw materials required to build the item if the service being provided by NASA to a Federal partner under a Reimbursable Interagency Agreement is the development/manufacture of personal property to be delivered to the Federal partner. NASA will be reimbursed by the Federal partner for the cost of the property/material, and NASA will deliver the end item to the Federal partner upon completion.

b. Non-Federal Partner

If the service being provided by NASA to a non-Federal partner under a Reimbursable Space Act Agreement (RSAA) is the development/manufacture of personal property to be delivered to and owned by the non-Federal partner, the non-Federal partner must provide to NASA all of the component raw materials that will comprise the final deliverable. Deliverable and remaining raw materials, if any, are returned to the non-Federal partner. NASA is reimbursed for the services provided including the deliverable. NASA cannot build such personal property from NASA stock materials, or procure the materials, since it cannot transfer government property to a third party under the RSAA.

c. Importance of Clarity in Writing NASA's Responsibilities

NASA Responsibilities must be written with sufficient clarity to specify how any equipment or materials will be provided. If equipment is to be loaned to the partner, a NF 893 is required. NASA material cannot be loaned. If there are materials consumed by NASA in connection with providing the reimbursable service, it is the service which is being provided, not the materials.

References

NPR 8800.15, Real Estate Management Program

NPR 4300.1, NASA Personal Property Disposal Procedural Requirements

When discussing technology transfer, it helps to think of these technologies as property, but intellectual property rather than real property.

E. Commercializing NASA Technology

The technology development, reporting, and transfer process begins with technology, which can be sponsored by any one of the NASA Mission Directorates and can be developed at any of the NASA Centers or outside the Agency. Technology can also be developed by industry through contracts (for example, Small Business Innovative Research (SBIR) awards).

When discussing technology transfer, it helps to think of these technologies as property, but intellectual property rather than real property. Intellectual property doesn't only mean patents and copyrights, though those are common ways that people will protect their intellectual property.

Before NASA can transfer a technology to industry, the Agency first needs to know about it and make a decision about whether to share it, with whom, and how. This review is initiated through a New Technology Report (NTR). This reporting, also referred to as invention disclosure, can be done online at http://invention.nasa.gov. Every NASA employee is required to report inventions per NPD 2091.1, Distribution of Royalties and Other Payments Received by NASA from the Licensing or Assignment of Inventions. NASA contracts, grants, and cooperative agreements have similar reporting requirements.

Any new technology, design, or concept, big or small, should be reported in an NTR. This may be a new material or method or a modification of something already existing. It could be software or hardware, an algorithm or a prototype.

Once the technology gets reported, the Center Technology Transfer Office and NASA patent counsel determine whether the same or a similar technology already exists, determine the Agency's ownership rights to the technology, and make recommendations about the best way the technology could be commercialized. The inventor is included in these discussions, as the inventor is very often the leading expert in that subject.

If NASA has an ownership right in the technology, NASA then decides the most efficient and effective way for the technology to get into the hands of the public. In some cases, the best way is to publish a paper on the discovery. In other cases, where a nonprofit, college/university, or small business contractor employee invented the technology, the Bayh-Dole Act of 1980 gives the entity the right to elect to retain title to the invention within a certain time period. If an entity other than a nonprofit, college/university, or small business invented a new technology under a NASA-funded agreement, NASA automatically takes title to those inventions, although the entity may request the Agency to waive its rights.

NASA patents may be licensed on an exclusive, co-exclusive, partially exclusive, or nonexclusive basis pursuant to 37 C.F.R. 404. Exclusive, co-exclusive, or partially exclusive licenses are only allowable if the exclusivity is necessary to incentivize the funding needed to bring the invention to practical application or promote the invention's utilization by the public (per 37 C.F.R. 404.7(a)(1)(ii)(A)-(C)). Patented technologies are cataloged and marketed to industry through the Technology Transfer Portal, http://technology.nasa.gov.

Center Technology Transfer Offices also conduct other marketing and outreach related to specific technologies, but the best advocate for any technology is still the inventor.

NASA inventors whose patents are licensed to industry are eligible to receive royalty payments based on a variety of factors (for example, the sales of the company). See NPR 2092.1, Distribution of Royalties and Other Payments Received by NASA from the Licensing or Assignment of Inventions.

In the case of software, NASA may file patents or obtain an assignment of copyright from NASA employees or NASA contractors. NASA's policy is to broadly share its software programs with industry, academia, and other government agencies through the software release process using software usage agreements, or where there is commercial value, by licensing. The first step, again, is the NTR, but software moves through an ancillary review process where it is assessed for the breadth of appropriate distribution, security level, and to determine how it aligns with various engineering protocols and standards. Once NASA has cleared the software for distribution, it is then marketed to industry through the Agency software catalog, http://software.nasa.gov.

References

This process is broadly explained in NPR 7500.2, NASA Technology Transfer Requirements.
Patent licensing is explained in NPD 2090.6, Authority to Enter into License Agreements and Implementation of Licensing Authority.
Software release is detailed in NPR 2210.1, Release of NASA Software.
37 C.F.R. 404, Licensing of Government-Owned Inventions
Bayh-Dole Act of 1980
NPD 2091.1, Distribution of Royalties and Other Payments Received by NASA from the Licensing or Assignment of Inventions
NPR 2092.1, Distribution of Royalties and Other Payments Received by NASA from the Licensing or Assignment of Inventions

IV. Processes for Proposing, Implementing, and Managing Partnerships

Initiators should consult with their cognizant Agreement Manager, legal counsel, the HQ Office of International and Interagency Relations, or the HQ Partnership Office early in the agreement formulation process.

A. Agency-Level Processes and Procedures

1. Overview

An overview of the general partnership process is described in the process narrative and flowchart, developed by the Office of the Chief Financial Officer (OCFO) Business Process Design and Documentation Team, which is available on the Partnerships Community of Practice SharePoint site under Partnership Guidance Documents, Other Financial References.

The narrative is not intended to provide step-by-step directions for all possible partnership objectives and agreements, but rather provides a high-level description of many of the key steps involved in the process.

Initiators should consult with their cognizant Agreement Manager, the Office of the General Counsel (OGC), the Headquarters Office of International and Interagency Relations (OIIR) for interagency agreements or agreements with foreign entities, or the NASA Partnership Office early in the agreement formulation process for specific advice and guidance for the particular partnership activity being contemplated.

2. NASA Agreement Manager Role

Across NASA, Agreement Managers are responsible for collecting the pertinent information necessary to define the expectations of the parties that are entering into partnership agreements. The Agreement Manager's responsibilities include, but are not limited to, conducting the agreement formation process; managing the draft, review and approval process of the agreement; and facilitating the meeting of the parties' established expectations. The Agreement Manager also obtains the necessary NASA resources and funding information; determines the viability of the business case; and establishes mutually agreed-upon processing times for concluding the agreement formation process. The Agreement Manager must also identify and ensure timely involvement of the appropriate NASA offices in the agreement review and approval process, including the Headquarters abstract review process when required. Finally, the Agreement Manager maintains a system for tracking and documenting the time required for each phase of the agreement review and prepares an adequate review package for the Signing Official.

Each Agreement Manager may act as a facilitator, negotiator, or both. For the Agency's recordkeeping requirements, Agreement Managers must upload the signed version of domestic unclassified partnership agreements and supporting documentation (including, but not limited to, annexes, modifications to the agreement, and estimated price reports and estimated cost reports) into the Agency's Partnership

Agreement Maker (PAM) system within five business days of agreement signature. The Agreement Manager also plays a key role in other agreement administration responsibilities and interfaces with a suite of subject matter experts representing both staff and technical organizations, with the focus on ensuring that every agreement is effectively utilized and strategically managed.

NASA Policy Directive 1050.7, Authority to Enter into Partnership Agreements, Section 5 provides NASA guidance for drafting and executing the review, negotiation, and approval process for the wide breadth of agreements that NASA enters into with various entities.

Centers and Headquarters offices with delegated authority to enter into partnership agreements have flexibility to identify one or more individuals as Agreement Manager(s) and to identify individuals to perform the required Agreement Manager tasks in coordination with the Agreement Manager(s). In the case of agreements with foreign entities, the Office of International and Interagency Relations (OIIR) serves in the role of the Agreement Manager and will identify a point of contact at the Center or at NASA Headquarters to complete specific Agreement Manager tasks.

The Agreement Manager performs a vital business advisory/manager role in the agreement formulation and management processes; it is not merely an administrative function. Therefore, NASA organizations should ensure that appointed Agreement Managers have the necessary experience, training, knowledge, and skills to successfully perform the role. Newly appointed individuals who will be performing Agreement Manager functions and requiring Agreement Manager level access in PAM are required to first complete all four of the PAM training modules in SATERN and at least the first four of the six Explore Partnerships training modules in SATERN.

Another important consideration regarding Agreement Manager functions is the use of contractor support staff to perform those roles. Contractor support staff may assist with many agreement formulation functions, but are precluded from performing certain roles that would constitute inherently governmental functions. Examples of potential inherently governmental functions include, but are not limited to:

- committing to the terms of the agreement with a partner;
- committing Government resources;
- making decisions regarding the dispositioning of Government property; or
- creating Government policy.

In addition to the Agreement Manager role, these considerations also apply to the use of contractor staff to perform technical and management oversight functions for partnership agreements.

The Agency must also be careful to avoid potential conflicts of interest such as having contractor service staff involved in the formulation or management of a partnership agreement or activity with the staff's employer. NASA organizations should consult with their Office of the General Counsel for any questions regarding the appropriate use of contractor support staff.

Points of Contact

Each Center identifies a lead organization to manage their agreements process. NASA Headquarters also has key points of contact within each organization, (e.g., mission directorate and staff offices) to manage its agreements process. A listing of NASA's designated primary Agreement Managers is available on the Partnerships Community of Practice SharePoint site here: Lead Agreement Managers.

References

NPD 1050.7, Authority to Enter into Partnership Agreements
NAII 1050-1, Space Act Agreements Guide, Chapter 1

3. Vetting Prospective Partners

As part of the early agreement formulation process, it is important that NASA agreement initiators apply reasonable due diligence to ensure that a prospective partner is a responsible and eligible party for doing business with the Federal Government, unless the partner is a foreign government or U.S. Government entity. In vetting prospective partners, agreement initiators should consult with their Center Agreement Manager, as well as their Office of the General Counsel as necessary.

There are several aspects to vetting prospective nongovernment partners. For instance, the NASA initiator or Agreement Manager must check the U.S. Government's System for Award Management (SAM) system (https://sam.gov) to ensure that the prospective partner is not listed as an excluded party for purposes of conducting business, including entering into partnership agreements, with the Federal Government. The results of this check should be documented and signed by the NASA Agreement Manager as part of the official agreement record. If a prospective partner is found to be on the SAM excluded party list, the NASA initiator must consult with their Office of the General Counsel to obtain a written determination of whether the proposed partnership activity may proceed. In such a case, the written legal determination should also be included as part of the official PAM agreement record.

In addition to the requisite SAM search, NASA agreement initiators must also perform the necessary research to verify that the prospective nongovernment partner has the financial, technical, and other capabilities to successfully meet their responsibilities under the agreement. It is also important to confirm whether the prospective partner is a U.S. entity and whether there are any foreign entity connections (for example, whether the prospective partner is a U.S. subsidiary of a foreign parent company). Research can be conducted using several methods including, but not limited to, reviewing data from the following sources:

- partner financial records (via publicly available records or requesting such records directly from the partner)
- partner references
- Internet searches
- trade publications
- trade associations
- verifiable knowledge of NASA personnel involved with other recent partnerships with the partner

4. Headquarters Abstract Review Process

The NASA Partnership Office within Headquarters Mission Support Directorate is responsible for coordinating the NASA-wide preliminary review of proposed unclassified partnership agreement activities which have a significant impact on the Agency (see Subsections a and b below). The primary purposes of the abstract review process are to validate that NASA is being a good steward of U.S. Government resources, ensure the soundness of the financial approach and affirm that the proposed partnership aligns with the Agency's policies, strategic plan, and mission. Accordingly, Centers and Headquarters offices proposing to initiate certain partnership agreements must submit abstracts of key information to the Partnership Office through NASA's Partnership Agreement Maker (PAM) system prior to negotiating or committing to any agreements.

Prior to submitting an abstract to the Partnership Office, the initiator must fully vet the abstract within their Center. This review should include all affected Center program and functional offices. In particular, all abstracts must be reviewed by the initiating Center's Office of the General Counsel prior to submission to

NASA Headquarters. It is also advisable to vet proposed activities involving programmatic resources with the cognizant Headquarters Mission Directorate prior to submitting the abstract to the Partnership Office.

Upon receipt of the abstract, the Partnership Office will coordinate review of the proposed activity to ensure Agency awareness and coordination of partnership agreement activities. This review will be coordinated with key Headquarters stakeholder offices, as necessary, as well as affected Centers. The Partnership Office will provide a consolidated response to the abstract initiator either 1) indicating that there were no substantive issues raised and that the initiator may proceed with the development of the agreement; or 2) communicating substantive issues raised so that the initiator can provide the necessary additional information through the Partnership Office to facilitate further review and resolution. In some cases, the resolution process might require escalation to senior Agency management for a decision, depending on the nature of the issue. The Partnership Office will facilitate timely resolution of any issues with a goal of providing a consolidated review response within ten business days.

If, after receipt of an affirmative consolidated response from the Partnership Office, there are significant changes to the proposed activity, parties, or terms and conditions, the Agreement Manager is responsible for making the Partnership Office aware of any such changes prior to finalizing the agreement. Such changes may necessitate additional coordination with affected offices and perhaps a new review. Similarly, if after an initiating organization determined during the agreement formulation process that an abstract was not required based on application of the abstract submission criteria, and there are significant changes to the proposed activity, parties, or terms and conditions, the Agreement Manager is responsible for making the Partnership Office aware of any such changes prior to finalizing the agreement as such changes may necessitate an abstract review at that point.

On behalf of the NASA Associate Administrator, the Headquarters Office of International and Interagency Relations (OIIR) is responsible for the NASA-wide preliminary review of proposed classified interagency agreements. Abstracts are required for all classified activities. Initiating offices should submit an abstract to OIIR on the appropriate secure system for Agency review. Abstracts must be properly vetted within the initiating Center, including Center Director approval, prior to submitting to OIIR.[18] OIIR will follow a similar abstract review process as outlined in this section, using the appropriate classified systems and appropriately cleared individuals from the NASA Headquarters organizations reviewing the proposed activities.

a. Abstract Submission Criteria

Preliminary abstract review is required for all proposed partnership agreement actions (including umbrella agreements, annexes, amendments expanding the scope of an agreement, Letters of Intent, and external partnerships concluded under specialized agreement titles) that could have a significant impact on the Agency. In determining which activities may have a significant impact on the Agency, initiating offices should follow the guidelines below. These guidelines are intended to minimize the burden on initiating offices by excluding certain types of activities where the risk from those activities is minimal. In some cases when Headquarters review is not mandatory, but the particular facts of the proposed activity suggest benefit from increased coordination with Headquarters, an abstract submission may be warranted. When in doubt, initiating offices should contact the Partnership Office to discuss. If, after reviewing the abstract submission criteria, the initiating organization determines that an abstract is not required or warranted for a particular agreement action, the initiating organization must document the reasoning for that determination as part of the PAM record for the agreement action.

[18] For classified activities, Center reviews must be conducted by appropriately cleared individuals on the appropriate secure systems.

b. Guidelines for Submission of Abstracts for Headquarters Review

i. Always Requiring Headquarters Review:

- Involve foreign entities either directly as a partner or indirectly (e.g., the activity is, or may appear to be based on the partner's organizational affiliations, for the benefit of a foreign entity, pursuant to NPD 1370.1), except as provided in subparagraph (iii) below.
- Involve classified activities, no exceptions. Initiating offices should submit an abstract to Headquarters OIIR for Agency coordination through the appropriate classified system.
- Involve Federal Government entities directly as a partner or indirectly as a beneficiary when:[19] 1) the total estimated value is over $2.5 million; or 2) is an umbrella agreement (as defined in Section 1.9 of NAII 1050-1E); or 3) the NASA signatory is an official-in-charge of a Headquarters office or a Center Director,[20] except as provided in subparagraph (iii) below.
- Involve exclusive or essentially exclusive arrangements as described in subsection II.A.1., Fairness, Transparency, and the Use of Competitive Procedures, of this guide.
- Cooperative Research and Development Agreements (CRADAs).
- Reimbursable agreements priced as less than full cost (e.g., involve cost waivers, involve excluded costs under CSLA pricing authority). Proposed renewals or amendments that would extend the term (i.e., period of performance) or scope (e.g., number of launches) of such agreements also require an abstract.
- JPL/NOJMO nonreimbursable agreements.

ii. Generally Requiring Headquarters Review:

- Involve activities that are likely to attract significant external interest.
- Impacts a NASA Mission Directorate's activities, assets, or planning processes.
- Require a large commitment of NASA resources or reimbursable funding.
- Involve unusual policy waivers.
- Involve unorthodox agreement approaches.
- Involve potentially controversial activities.

iii. Generally Not Requiring Headquarters Review:

- Agreements with foreign government and foreign noncommercial entities that are initiated by a Headquarters Mission Directorate in coordination with the Headquarters OIIR (abstracts are still required for proposed agreements with foreign commercial entities).
- Agreements with domestic partners for routine, long-standing activities that have been previously vetted with the appropriate Headquarters offices and any affected Centers.
- Renewals, extensions or minor in-scope amendments of existing agreements that were previously vetted with the appropriate Headquarters offices and any affected Centers (new Annexes not previously vetted under an umbrella agreement do not qualify for this exception).

[19] If the proposed interagency agreement does not meet the criteria for an abstract, the agreement is still required to be reviewed by OIIR, consistent with NPD 1050.7 Authority to Enter Into Partnership Agreements. Accordingly, initiators must include OIIR on the routing for the draft agreement.

[20] The official-in-charge list is maintained by the executive secretariat and available on NASA's internal SharePoint site at: NASA Executive Secretariat – Agency Roles – All Items.

- Routine agreements for astronaut appearances, lunar sample loan agreements, and fully reimbursable wind tunnel test services for domestic industry or other non-Federal governmental entities.
- Agreements resulting from NASA competitive processes (e.g., issuance of NASA Announcements for Partnership Proposals) when those processes provide for representation and awareness among affected NASA organizations (for example, a NASA Acquisition Strategy Meeting or similar forum)
- Nonreimbursable Space Act Agreements with accredited U.S. colleges and universities for short-term research activities in NASA on-site labs or collaboration on student class design projects.
- Fully reimbursable or nonreimbursable agreements for NASA to host short-term workshops or conferences.
- Fully reimbursable domestic agreements (other than CRADAs) in support of signed NASA licensing agreements, when additional NASA technical support is needed to support the licensing agreement.

iv. Waiver Process for Partnership Agreements Otherwise Requiring Review

- Initiating Centers or Headquarters offices may request a waiver for other proposed categories of agreements based on a consideration of risk to the Agency. Requestors should submit waiver requests to the Partnership Office via the Partnership Agreement Maker (PAM) system for consideration, explaining why waiving review of the particular proposed agreement category presents minimal risk to the Agency. The Partnership Office will coordinate with other affected NASA organizations in deciding whether to grant the waiver request and will communicate the decision and rationale to the requestor.

c. Required Content for Abstracts

Abstracts are typically three to five pages in length. Abstracts must include the following information, to the extent applicable, in addition to any other information the initiator considers relevant to facilitate the Headquarters review:

1. Overall description of the proposed activity or activities, type of partnership agreement proposed, applicable authority, responsible NASA personnel, intended partner (including beneficiaries of the activity), and indication of whether the intended partner or other beneficiaries of the activity are foreign entities, and if so, explanation how the activity benefits a foreign entity;
2. Responsibilities of NASA and the partner;
3. Financial commitments by NASA (including estimated ranges of the total cost for NASA and the total amount to be reimbursed by the partner over the entire term of the agreement);
4. NASA resource commitments (goods, services, facilities, and equipment):
   - for all agreements, estimated ranges of the number of NASA civil service full-time equivalents and NASA contractor work-year equivalents to be committed over the entire term of the agreement, and a description of any NASA facilities and key equipment or assets to be committed
   - for other than fully reimbursable agreements, an identification of the specific NASA program or other funding source for the NASA-funded costs for the agreement

- for reimbursable agreements with non-Federal agency partners, a description of how the NASA resources to be committed are unique or not otherwise reasonably available on the U.S. commercial market from another source

5. A description of the applicable data rights provisions, if anticipated to vary from the standard agreement sample clauses (this information is especially important for any proposed activities with or for the benefit of a foreign entity)[21]
6. Proposed term (that is, number of years) of the agreement;
7. Affected NASA Headquarters Mission Directorate(s), other Headquarters Offices, or other Centers, if any; and
8. A description of how the proposed activities support NASA missions.

5. Clause Deviation Request Process

Pursuant to Attachment E.3 of NPD 1050.7A, Authority to Enter Into Partnership Agreements, for agreements with domestic non-Federal Government partners, advance written approval is required from the Director of the NASA Partnership Office (PO) (or designee) when proposing to omit or modify any of the following standard clauses (when the clause would normally be applicable for the particular agreement):

(1) Nonexclusivity;

(2) Priority of Use;

(3) Liability related clauses;

(4) Intellectual Property Rights related clauses;

(5) Release of General Information to the Public and Media;

(6) Use of NASA Name and Emblems;

(7) Compliance with Laws and Regulation;

(8) Right to Terminate related clauses; and

(9) Investigations of Mishaps and Close Calls

When submitting requests for proposed deviations, please provide the required information below and submit via e-mail to Joe Kroener (joe.kroener@nasa.gov), PO Director, with a courtesy copy to the PO shared mailbox (hq-partnership-office@mail.nasa.gov):

- Partner name
- Agreement title
- Titles of clause(s) being deviated
- Clause title, paragraph/subparagraph (e.g., 9.A.8), and rationale for each proposed deviation
- Name of local Office of General Counsel (OGC) attorney who reviewed and concurred with the proposed deviation
- Draft agreement with "track changes" showing the specific deviation(s) proposed to the standard clause text

The PO Director will review such requests in coordination with other applicable stakeholder offices (for example, OGC, OCFO, affected mission directorates). Upon PO Director approval of a proposed clause deviation, the requesting organization should upload a PDF of the approval email as a supporting document to the corresponding Partnership Agreement Maker (PAM) agreement record.

[21] NPD 1370.1, Reimbursable Utilization of NASA Facilities by Foreign Entities and Foreign-Sponsored Research, paragraph 1.c(5).

Please note that, while PO Director approval is only required for the specific clauses described above, all proposed clause deviations (regardless of partner or clause) should be coordinated with the originator's local OGC.

6. Notice of Significant Partnership Action

The purpose of the Notice of Significant Partnership Action (NOSPA) is to coordinate Center announcements of significant partnership actions with Headquarters stakeholders including the Office of the Administrator, Office of Communications (OComm), Office of Legislative and Intergovernmental Affairs (OLIA), appropriate Mission Directorate(s), and other key stakeholders.

> NOTE: The NOSPA process, which occurs just prior to issuance of a formal solicitation and again just prior to agreement award, is not a substitute for the up-front vetting processes that are required in the initial phases of establishing partnerships. Please see Section IV.A.4, Headquarters Abstract Review Process, regarding Headquarters early awareness procedures.

An initiating organization must submit a NOSPA if directed by the NASA Partnership Office (PO) or Acquisition Strategy Council (ASC) for a particular partnership action. Also, an initiating organization should exercise prudent judgment in deciding whether the submission of a NOSPA is warranted for any other significant partnership action. For example, a NOSPA may be warranted for partnership actions resulting from competitions, relating to terminations of existing partnerships, or meeting any of the following criteria:

- Involve significant capability development and/or have implications across the Agency and/or require substantial support from NASA including subsystem design/develop tasks;
- Are high visibility because of the: (1) importance to an agency's mission; (2) high development, operating, or maintenance costs; (3) high risk; (4) high return; or (5) significant role in the administration of the Agency's programs, finances, property, or other resources; or
- Will be of significant interest to the Administration, Congress, and the general public.

If a NOSPA is required for a particular partnership action pursuant to PO or ASC direction, or is otherwise warranted in the judgment of the initiating organization based on the above criteria, the initiating organization should submit a draft NOSPA to the PO via encrypted e-mail at least five business days in advance of any public announcement for the action. Prior to submission to the PO, the draft NOSPA should be coordinated with the initiating organization's management and communications offices, with the expectation that the content may be used for release to the press and other external stakeholders. The NOSPA should contain the following content:

- Title of partnership action
- Name and full address of selected partner/s (including nine-digit zip code)
- Detailed description of partnership (including whether the partnership action is the result of a competition or a termination; type of partnership; NASA assets involved)
- Estimated total dollar amount of the NASA resources to be committed and expected term (number or months or years) of the partnership

Sample NOSPAs are provided in the "Partnerships Guidance Documents" section of the Partnerships Community of Practice SharePoint site (Partnerships Guidance Documents).

7. Agreement Close-out Process for Other Than Fully Reimbursable Agreements

Concluded domestic and unclassified nonreimbursable agreements as well as domestic and concluded unclassified reimbursable agreements with waived costs require a close-out report. Since NASA is investing resources in these types of agreements, it is important to capture the benefits and/or results related to NASA's efforts and investment. Agreement Managers, working with the agreement Technical Point of Contact, are required to provide timely, accurate, and complete close-out reports for all agreements that are not fully reimbursable.

Close-out reports are submitted via NASA's Partnership Agreement Maker (PAM) system. PAM generates reports on the 15th of every month, which are automatically sent to the Lead Agreement Managers for each Center and applicable Headquarters office. The PAM reports identify agreements for which close-out reports need to be completed. Close-out reports should be completed within 15 days after the agreement's expiration and shall include sufficient information (generally several sentences in lieu of several words) to describe the results from each partnership.

For questions about the close-out process, please contact the organization's Lead Agreement Manager (see listing on the Partnerships Community of Practice SharePoint here: Lead Agreement Managers) or the NASA Partnership Office.

8. Agreements to be Performed by NASA's Jet Propulsion Laboratory

The NASA Office of JPL [Jet Propulsion Laboratory] Management and Oversight (NOJMO) administers the Federal prime contract with the California Institute of Technology (Caltech) to operate JPL, NASA's Federally Funded Research and Development Center. Under the contract, Caltech is permitted to perform work for non-NASA partners when it benefits NASA and meets other requirements (for example, the work must be consistent with one or more of the core competencies identified in the contract, must be consistent with NASA's missions, and must not compete with the private sector).

If the NOJMO determines that the partner's scope falls within the core competencies listed in the Caltech prime contract, and is otherwise appropriate for Caltech to perform, the NOJMO Procurement Office executes a fully reimbursable Space Act Agreement (SAA) with the partner in accordance with applicable Agency policies and procedures and Headquarters review requirements. A NOJMO Contracting Officer then creates a task order under the Caltech prime contract, allowing for Caltech to perform the services for the partner.

Since Caltech performs the SAA services through its contract with NASA, multiple SAA standard clauses are modified to align with the terms and conditions of the Caltech prime contract, particularly the intellectual property rights clauses. The NOJMO and the NASA Headquarters Office of International and Interagency Relations coordinate on agreements with foreign entities to ensure that clauses are consistent with the Caltech prime contract.

9. Agreements for Classified Activities

Per NPD 1050.7A paragraph 5.d, the Office of International and Interagency Relations (OIIR) is responsible for the NASA-wide review, coordination, and storage of classified Interagency Agreements (IAAs). This function is performed in support of the NASA Associate Administrator's role as the coordinating official for the review and final agency approval of all classified activities. Offices desiring to partner on a classified activity must submit an abstract to OIIR for Agency coordination on the appropriate classified system. Abstracts are required for all classified activities (see Section IV.A.4, Headquarters Abstract Review Process). If the abstract is approved, the initiating office should draft the classified IAA on the appropriate classified system and submit it to OIIR for Agency coordination. Once a classified IAA is executed, the agreement initiator must provide a copy of the executed agreement to OIIR on the appropriate classified system.

NASA's Partnership Agreement Maker (PAM) system is an unclassified system and is not authorized to be used in any way for the drafting, routing, storage, or processing of classified abstracts, agreements, or any associated documents. Likewise, there must not be any documents uploaded into PAM (e.g., "dummy records" for reimbursable funds processing) relating to classified agreements or activities. All processing and documentation for classified agreements and activities will be managed by OIIR via the appropriate system.

References

For guidance on classified IAAs, please see chapters 1.3 and 3 in the Space Act Agreement Guide (SAAG) or contact the Director of the Export Control and Interagency Liaison Division, Headquarters OIIR.

10. Umbrella Agreements

Umbrella Agreements (UAs) provide a mechanism for NASA and a partner to agree to a series of related or phased activities using a single governing instrument that contains all common terms and conditions. The UA establishes the legal framework for the accompanying annexes. Individual tasks are implemented through annexes adopting the terms and conditions of the UA and adding specific details for each task.[22] For example, a UA may be advisable where NASA anticipates repeated activities will be performed under a partnership agreement (for instance, iterations of testing or analysis), but cannot predict the extent of such activities. A UA might also be useful for activities expected to have multiple phases wherein the conduct of subsequent phases is dependent on the results of the former.

The use of a UA reduces administrative burden for NASA and the partner because it allows the parties to proceed with initial tasks contained in annexes and add additional related tasks in subsequent annexes as the activity progresses, without requiring an additional partnership agreement or a formal modification to the underlying UA. UAs may have several annexes, including annexes from different NASA Centers signed by the Center undertaking the activity.[23] Please note, however, that initiating offices may not mix reimbursable and nonreimbursable annexes under a single UA because these agreement types involve different underlying clauses and provisions. If both types of activities are contemplated with a given partner, two separate UAs would be required with the partner – one for reimbursable activities and another for nonreimbursable activities.

[22] All annexes issued under a UA must cite a legal authority or authorities based on the legal authority or authorities cited in the UA.

[23] A UA and Annex do not have to be executed by the same Center or same Signing Official. All that is required is that the UA and all Annexes are executed by a NASA Signing Official with authority to bind the parties as provided in NPD 1050.7, Authority to Enter into Partnership Agreements.

In developing UAs, NASA organizations are encouraged to coordinate within the Agency partnerships community to be forward leaning in developing an appropriate scope to accommodate potential cross-Agency opportunities when feasible. To facilitate this coordination, a link to a real-time Partnership Agreement Maker (PAM) report of active NASA (domestic unclassified) umbrella agreements is posted to the Partnerships Community of Practice SharePoint site (https://pam.nasa.gov/main/agency_umbrella_agreement_report.aspx).

For Annexes issued under umbrella agreements, the term (i.e., period of performance) of the Annex may not extend past the end date of the umbrella agreement under which it is issued.

Umbrella agreements cannot be used for reimbursable agreements with Federal partners due to the requirements of Treasury's Federal-wide G-Invoicing system.

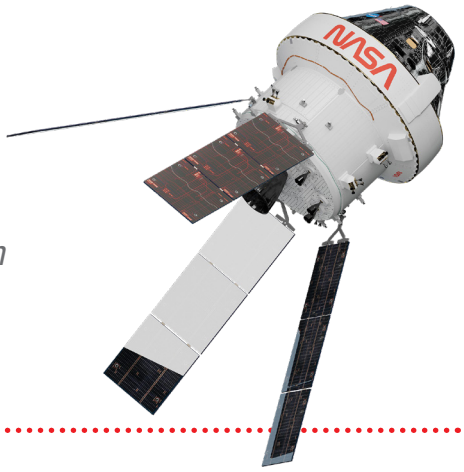
References

NAII 1050-1, Space Act Agreements Guide (SAAG)
NPD 1050.7, Authority to Enter into Partnership Agreements
NPD 1370.1, Reimbursable Utilization of NASA Facilities by Foreign Entities and Foreign-Sponsored Research

B. Center-Level Processes and Procedures

For additional information on Center and HQ office level guidance, please see the Partnerships Community of Practice SharePoint site (Center and HQ Office Specific Guidance).

V. Partnerships Tools and Resources



There are a variety of Agency tools and resources available to assist with partnership agreement formulation and management.

A. System Tools

1. Partnership Agreement Maker System

NASA's Partnership Agreement Maker (PAM) system is an internal NASA tool used for the drafting and electronic routing of Agency partnership agreements, except classified agreements and agreements with foreign entities. PAM is also the official repository of record for the storage of all such agreements (pursuant to NPD 1050.7).[24] Finally, the system is also used for the processing of all abstracts for unclassified agreements and agreements with foreign entities and is a resource for performing searches and generating reports regarding the Agency's portfolio of domestic unclassified agreements.

PAM and related reference materials are accessible here: https://pam.nasa.gov.

Automated PAM training is available via SATERN: https://satern.nasa.gov (access SATERN and search on "PAM"). The training is structured into four separate modules, with the first geared toward basic system functionality, the second addressing the basic document drafting and routing features, the third discussing abstracts and other agreement development features, and the fourth covering routing, signature, close out of agreements, and other administrative aspects.

For questions regarding PAM, please contact the NASA Partnership Office at Headquarters.

2. System for International External Relations Agreements

The Office of International and Interagency Relations (OIIR) provides guidance and direction for NASA's partnerships with foreign entities, a role that includes responsibility for drafting and negotiating cooperative and reimbursable agreements with foreign aeronautics and space partners. OIIR uses its System for International External Relations Agreements (SIERA) as the official repository for the Agency's agreements with foreign entities. Copies of agreements with foreign entities may be obtained from OIIR upon request. For guidance on who to contact to obtain an agreement in a particular area, please visit the OIIR website: https://www.nasa.gov/oiir/.

[24] The organization's designated Agreement Manager is responsible for uploading the signed version of domestic unclassified partnership agreements and supporting documentation (including, but not limited to, annexes, task orders, or modifications to the agreement, and estimated price reports and estimated cost reports) in PAM within five business days of Agreement signature.

3. Core Financial and Accounting System and Data Warehouse

The NASA Office of the Chief Financial Officer (OCFO) has primary responsibility for the Agency fiscal resources, to include policy, planning, analysis, justification, control, and reporting, through the core financial and accounting system. The core system is used to track and report reimbursable agreement transactions, such as advance funding, sales orders, costs, billing, etc., in accordance with legislation, regulation, and NASA financial policy. Data from the core financial system is uploaded into a report producing tool that may be accessed by approved users. NASA's current core financial system is the Systems Applications & Products (SAP), and the data warehouse is Business Objects (BOBJ). Along with standard reports, ad hoc queries may be created in the data warehouse application. Access may be granted to non-financial personnel; however, initial assistance with retrieving financial data (e.g., accounts receivable, billing, collection) through reports or queries should be requested from the Center OCFO or designated resource manager/analyst to ensure the data is appropriate to the need.

FAQs

1. Can any NASA employee obtain access to the BOBJ report tool?

   Yes, but financial data request should begin with the Center OCFO or resource manager/analyst. Access to BOBJ requires submission of a NAMS request. To start the process, please contact the NASA Enterprise Service Desk.

2. Is training available for BOBJ?

   Yes, training is available through NASA SATERN. BOBJ also has a user guide to assist an employee with reading the BOBJ screens and obtaining the desired reports. Please consult the NASA Enterprise Service Desk for more information.

Points of Contact

NASA Enterprise Service Desk 1-877-677-2123

References

NPD 1000.3, The NASA Organization
NPD 1050.7, Authority to Enter into Partnership Agreements
NPD 9010.2, The Continuous Monitoring Program of Financial Controls
NPR 9010.1, Financial Management Requirements Overview
NPR 9090.1, Partnership Agreements – Financial Requirements and Administration

4. Department of the Treasury G-Invoicing System

G-Invoicing is a secure, web-based application created by the Treasury Department to manage Intragovernmental Buy/Sell transactions between two federal agencies. Guidance regarding NASA's use of G-Invoicing is available via the NASA Partnerships Community of Practice SharePoint site (Partnerships Guidance Documents) under the section titled "Reimbursable Agreement Guidance."

5. NASA Solicitation and Proposal Integrated Review and Evaluation System

The NASA Solicitation and Proposal Integrated Review and Evaluation System (NSPIRES) is a system that helps the science and technology research community conduct research business with NASA. The public site allows access a list of solicitations from NASA. Some NASA organizations employ the NSPIRES system for receiving proposals from external entities and facilitating the review of such proposals.

B. NASA Partnerships Community of Practice Forum

NASA's Partnerships Community of Practice (PCoP) is comprised of an informal group of Agency stakeholders involved in various capacities with the partnerships process. Led by the NASA Partnership Office, the PCoP facilitates collective learning and process improvement through the dissemination of partnerships related information, the sharing of best practices, and the development and implementation of process improvements. The PCoP meets annually to conduct training, hold workshops and roundtable discussions, and discuss relevant issues of interest to the community. The PCoP also has monthly tag-up meetings, as well as additional ad hoc forums as needed.

For more information about the PCoP, or to be added to the PCoP meeting and e-mail distribution, please contact the NASA Partnerships Office at Headquarters.

C. Interagency Partnerships Liaison Team Forum

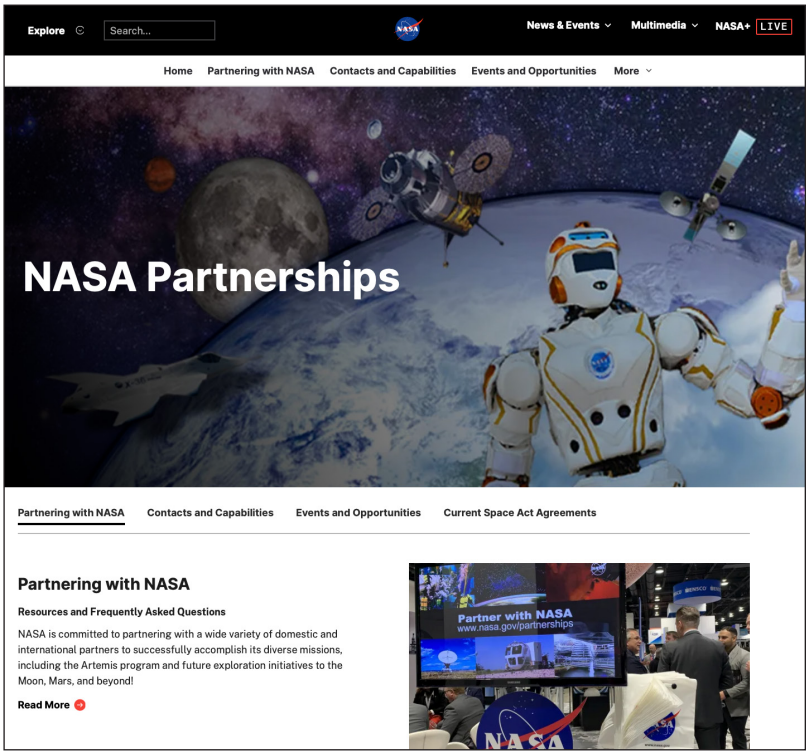
The Interagency Partnerships Liaison (IPL) team was established in January 2011 following internal NASA discussions and the release of the 2010 National Space Policy, which highlighted the importance of strengthening interagency partnerships to achieve national goals. The Headquarters Office of International and Interagency Relations (OIIR) is responsible for leadership of the IPL, which is comprised of senior NASA representatives from Headquarters offices and Centers. The IPL meets monthly to coordinate on interagency partnership activities, hear briefings on key topics, and discuss issues related to interagency collaboration. Ultimately, the IPL serves to contribute to senior NASA leadership early awareness of interagency activities and enable a comprehensive view of interagency partnerships across the Agency to support strategic Agency decision-making.

For more information about the IPL, please contact the Export Control and Interagency Liaison Division of the OIIR at Headquarters.

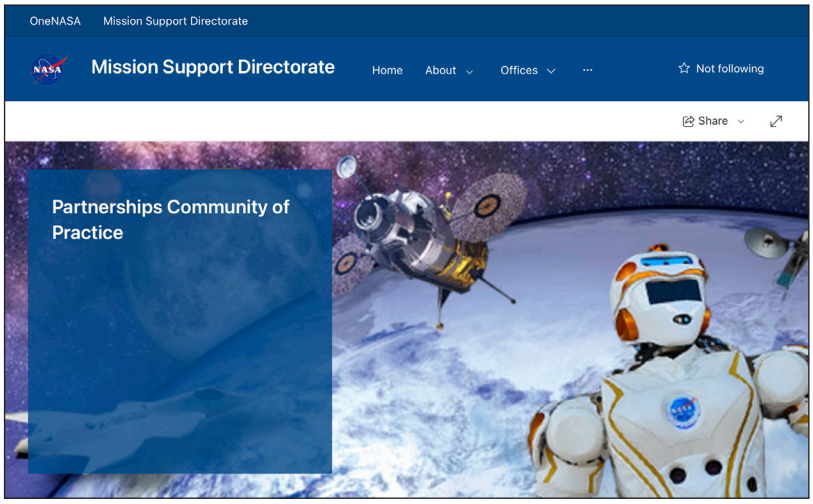
D. RESERVED

E. Websites

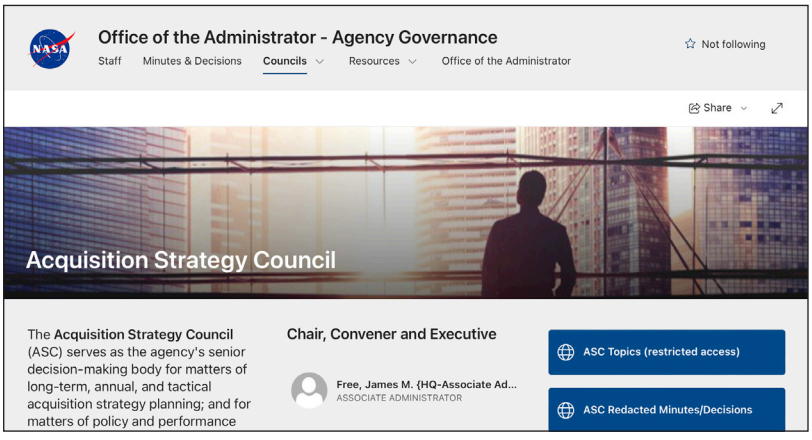
- NASA Partnerships (https://www.nasa.gov/partnerships/) – Public site that provides information to external entities wishing to seek partnership opportunities with NASA. This site also provides information about Space Act Agreements (SAAs) and listings of NASA's active SAAs with domestic and foreign partners.



- Partnerships Community of Practice (Partnerships Community of Practice) – Internal NASA SharePoint site that serves as a resource to NASA's partnerships community by facilitating the awareness and coordination of partnerships related information. Specifically, this site includes links to applicable laws, regulations, policies, other guidance, agreements processing tools, and other "Community of Practice" information.



- Acquisition Strategy Council (ASC) (Acquisition Strategy Council) – Internal NASA SharePoint site that provides information about NASA's ASC, including its charter, Decision Memoranda, membership, and other information.



VI. Acronyms; Referenced Policy and Procedural Documents; and Appendices

A. Acronyms

AAI	Agency Agreement Indirect
ACMO	Aviation Capabilities Management Office
ACO	Announcements of Collaboration Opportunity
AFPP	Announcement for Partnership Proposals
ASC	Acquisition Strategy Council
ASM	Acquisition Strategy Meeting
BOBJ	Business Objects
Caltech	California Institute of Technology
CCSC	Collaboration for Commercial Space Capabilities
CEA	Center Export Administrators
CFD	computational fluid dynamics
CFO	Chief Financial Officer
CFR	Code of Federal Regulations
CIO	Chief Information Officer
CPS	Center Protective Services
CRADA	Cooperative Research and Development Agreement
CSLA	Commercial Space Launch Act
DFM	Decision Framing Meeting
EA	Enterprise Architecture
EAR	Export Administration Regulations
ECR	Estimated Cost Report
ECS	Export Control Staff
EPR	Estimated Price Report
EUL	Enhanced Use Lease
FAA	Federal Aviation Administration
FAR	Federal Acquisition Regulation
FNAM	Foreign National Access Management
FRED	Facilities and Real Estate Division
GOCH	Government Owned, Contractor Held
GT&C	General Terms and Conditions
HEA	Headquarters Export Administrator
IAA	Interagency Agreement
IdMAX	Identity Management and Account Exchange
IPL	Interagency Partnerships Liaisons Team
ISMD	Institutional Safety Management Division
IT	information technology
ITAR	International Traffic in Arms Regulations
IVC	International Visit Coordinator

MAP	Mission Support Future Architecture Program
MSD	Mission Support Directorate
NAII	NASA Advisory Implementing Instruction
NEPA	National Environmental Policy Act
NF	NASA Form
NOA	Notice of Availability
NODIS	NASA Online Directives Information System
NOJMO	NASA Office of JPL [Jet Propulsion Laboratory] Management and Oversight
NOSPA	Notice of Significant Partnership Action
NPD	NASA Policy Directive
NPR	NASA Procedural Requirements
NSPIRES	NASA Solicitation and Proposal Integrated Review and Evaluation System
NTAA	NASA Transition Authorization Act of 2017
NTR	New Technology Report
OCFO	Office of the Chief Financial Officer
OCIO	Office of the Chief Information Officer
OComm	Office of Communications
OCS	Office of the Chief Scientist
OGC	Office of the General Counsel
OIIR	Office of International and Interagency Relations
OLIA	Office of Legislative and Intergovernmental Affairs
OMB	Office of Management and Budget
OSI	Office of Strategic Infrastructure
OSMA	Office of Safety and Mission Assurance
OSTEM	Center STEM Engagement offices
OTA	Other Transactions Authority
OTPS	Office of Technology, Policy, and Strategy
PAM	Partnership Agreement Maker
PC	Partnership Council
PCoP	Partnerships Community of Practice
PDO	Property Disposal Officer
PO	Partnership Office
Pre-ASM	Pre-Acquisition Strategy Meeting
RFI	Request for Information
ROW	rights-of-way
RPAO	Real Property Accountable Officer
RSAA	Reimbursable Space Act Agreement
RSO	Range Safety Officer
SAA	Space Act Agreement
SAAG	Space Act Agreements Guide
SAM	System for Award Management
SAP	Systems Applications & Products
SBIR	Small Business Innovative Research
SEMO	Supply and Equipment Management Officer
SIERA	System for International External Relations Agreements
STEM	Science, Technology, Engineering and Mathematics
TRL	Technology Readiness Level
UA	Umbrella Agreement
UAS	unmanned aircraft system

B. Referenced Policy and Procedural Guidance Documents

The following NASA Advisory Implementing Instruction (NAII), NASA Standards, NASA Policy Directives (NPD), and NASA Procedural Requirements (NPR) are cited in this guide.

NAII 1000.1, Decision Framing Meeting (DFM) and Pre-Acquisition Strategy Meeting (Pre-ASM) Guide

NAII 1000.2, Acquisition Strategy Meeting (ASM) Guide

NAII 1050-1, Space Act Agreements Guide

NAII 1050-3, NASA Partnerships Guide

NAII 2190.1, NASA Export Control Program Operations Manual

NASA-STD-8719.25, Range Flight Safety Requirements

NPD 1000.3, The NASA Organization

NPD 1000.5, Policy for NASA Acquisition

NPD 1001.0, NASA's Strategic Plan

NPD 1050.7, Authority to Enter into Partnership Agreements

NPD 1360.2, Initiation and Development of International Cooperation in Space and Aeronautics Programs

NPD 1370.1, Reimbursable Utilization of NASA Facilities by Foreign Entities and Foreign-Sponsored Research

NPD 1380.1, Managing Agency Communications

NPD 1383.2, NASA Assistance to Non-Government, Entertainment-Oriented Motion Picture, Television, Video & Multimedia Productions/Enterprises, & Advertising

NPD 1387.1, NASA Exhibits Program

NPD 1388.1, Employee Participation in NASA STEM Engagement and Communications Activities

NPD 2090.6, Authority to Enter Into License Agreements and Implementation of Licensing Authority

NPD 2091.1, Inventions Made By Government Employees

NPD 2521.1, Communications and Material Review

NPD 4200.1, Equipment Inventory Management Program

NPD 9010.2, The Continuous Monitoring Program of Financial Controls

NPD 9080.1, Review, Approval, and Imposition of User Charges

NPR 1387.1, NASA Exhibits Program

NPR 1600.4, Identity and Credential Management

NPR 2092.1, Distribution of Royalties and Other Payments Received by NASA from the Licensing or Assignment of Inventions

NPR 2190.1, NASA Export Control Program

NPR 2210.1, Release of NASA Software

NPR 4200.1, NASA Equipment Management Procedural Requirements

NPR 4300.1, NASA Personal Property Disposal Procedural Requirements

NPR 7120.5, NASA Space Flight Program and Project Management Requirements

NPR 7500.2, NASA Technology Transfer Requirements

NPR 7900.3, Aircraft Operations Management
NPR 8621.1, Mishap and Close Call Reporting, Investigating, and Recordkeeping
NPR 8715.1 NASA Safety and Health Programs
NPR 8715.5, Range Flight Safety Program
NPR 8800.15, Real Estate Management Program
NPR 9010.1, Financial Management Requirements Overview
NPR 9090.1, Partnership Agreements – Financial Requirements and Administration
NPR 9470.1, Budget Execution

C. Appendices

1. RESERVED

2. RESERVED

3. Policy and Operational Framework for Partnerships Benefitting Foreign Commercial Entities

Policy and Operational Framework for Proposed Partnerships Benefitting Foreign Commercial Entities

Policy Summary

Proposed partnerships[1] that could result in a competitive advantage to foreign commercial entities[2] over U.S. industry must be carefully evaluated and will only be approved on a case-by-case basis when deemed by the Deciding Official (see "Deciding Official" section below) to be in NASA's and the nation's best interest.

In determining whether an activity would be expected to result in a competitive advantage to a foreign commercial entity,[2] the Deciding Official will assess the relevant technical, business, and legal considerations based on the information provided by the initiating Center/HQ Office and others (see "Collecting and Processing Required Information" section below). The framework is not intended as a "checklist" of minimum mandatory requirements for a proposed activity to be approved, but as a guideline for the considerations relevant to the Deciding Official's decision. The Deciding Official will consider the totality of the information provided and will weigh the relative merits and risks in deciding whether to approve the proposed partnership.

The policy and operational framework below is consistent with the definitions and policy foundation established in NASA Policy Directive (NPD) 1370.1, Reimbursable Utilization of NASA Facilities by Foreign Entities and Foreign-Sponsored Research. The framework does not supersede or alter NPD 1370.1. Rather, the framework encompasses a broader scope to include the full range of activities considered for both reimbursable and nonreimbursable partnerships benefitting foreign entities and addresses additional procedural matters regarding vetting procedures for such proposed partnerships.

Framework Requirements

All partnerships benefitting foreign commercial entities that are approved to proceed by the Deciding Official must be structured such that, in the judgment of the Deciding Official:

1. One or more of NASA's objectives as described in the Space Act are significantly advanced; and
2. U.S. commercial entities are able to maintain competitiveness with foreign entities as practicable under the circumstances.

[1] For purposes of this framework, "partnerships" include Space Act Agreements (SAAs), Commercial Space Launch Act Agreements (CSLAs), Enhanced Use Lease (EUL) Agreements, Cooperative Research and Development Agreements (CRADAs), and any other non-procurement type partnership instrument. It does not include procurement instruments such as contracts, grants, and cooperative agreements, which are governed by the Federal Acquisition Regulation (FAR) and other guidance and procedures. Nor does it include partnerships directly with foreign Governments.

[2] "Foreign commercial entity" means a corporate or other commercial entity that is not established under a state or Federal law of the United States. "Benefitting a foreign commercial entity" means that a foreign commercial entity could have access to and use of end products (including data) resulting from a partnership agreement with NASA, either directly or through common corporate ownership with a U.S.-based subsidiary.

The requirement for significantly advancing NASA's objectives can be demonstrated in multiple ways – for example, by ensuring access to test results, enabling technology transfer to NASA or to the public sector, enhancing cross-fertilization of knowledge, contributing to a mission or to operational infrastructure systems, enhancing NASA workforce skills and capabilities, sharing of data rights or publication of results, sharing of intellectual property rights or patent licensing arrangements, and/or supporting broader U.S. policy or interests, including important foreign policy objectives. Consistent with obligations in agreements with foreign entities to which the United States is a party, the requirement for maintaining U.S. commercial competitiveness means that such partnerships must be structured as non-exclusive arrangements such that U.S. commercial entities have access to the data, facilities, and opportunities for similar partnerships with NASA to enable them to maintain competitiveness with foreign entities.

Applying the Framework

In all cases, proposed partnerships falling under this policy framework can be approved only if the Deciding Official determines in writing that, based on the information provided, one or more of NASA's objectives as described in the Space Act are significantly advanced, U.S. industry is able to maintain competitiveness with foreign entities, and the proposed partnership is in the best interests of NASA and the nation.

In regard to specific procedural requirements, the framework makes a distinction between fully reimbursable and other than fully reimbursable (i.e., partially reimbursable or nonreimbursable) partnerships in regard to the procedural vetting requirements. This distinction is made because the investment of NASA resources through other than fully reimbursable arrangements effectively amounts to a co-development activity between NASA and the foreign commercial entity. Therefore, such partnerships warrant a higher standard of scrutiny and due diligence as compared to fully reimbursable activities that do not involve an investment of NASA resources.

The framework is applied to various scenarios as follows –

1. For nonreimbursable or partially-reimbursable agreements:

   Additional information will be required from the initiating Center/HQ Office as described in the "Question Set" section below to enable the Deciding Official to determine whether the proposed agreement is expected to result in a competitive advantage to the foreign commercial entity over U.S. industry.

   a. If the proposed agreement is found by the Deciding Official to result in a competitive advantage, the publication of a public announcement will be required so that U.S. industry can express interest and be considered for a similar partnership opportunity, unless the Deciding Official determines in writing that an announcement is not necessary under the particular circumstances and documents the rationale for that decision. When an announcement is required, the initiator must allow a minimum of 14 calendar days for responses to the announcement and then provide a summary and assessment of the responses to the Deciding Official for their consideration.
   b. If the agreement is not found by the Deciding Official to result in a competitive advantage, the agreement can be approved without a public announcement.

2. For fully-reimbursable agreements:

Neither the additional question set nor the announcement are generally required, although the Deciding Official may require either or both in certain circumstances when, in the judgment of the Deciding Official, there are additional sensitivities with the proposed partnership that require a higher standard of scrutiny and due diligence.

Deciding Official

For purposes of this policy framework, the cognizant HQ Mission Directorate Associate Administrator or Office Chief (i.e., Chief Engineer, Chief Scientist, or Chief Technologist) will generally serve as the Deciding Official for such proposed partnerships that fit exclusively within their programmatic areas of responsibility.

The Acquisition Strategy Council (ASC) Chair will serve as the Deciding Official for such proposed partnerships that:

a. Involve significant capability development, and/or have implications across the Agency and/or require substantial support from NASA including subsystem design/develop tasks;

b. Are high visibility because of the: (1) importance to an agency's mission; (2) high development, operating, or maintenance costs; (3) high risk; (4) high return; or (5) significant role in the administration of an agency's programs, finances, property or other resources; or

c. Will be of significant interest to the Administration, Congress, or the general public.

The ASC Chair will also serve as the Deciding Official when the matter cannot be decided through the lower level review process and for appeals of lower level decisions. Appeals must be submitted in accordance with the appeal procedures outlined in the ASC charter.

Collecting and Processing Required Information

The existing partnership abstract review process managed by the NASA Partnership Office within HQ Mission Support Directorate will be used to collect and process the required information, including the additional information described in the "Question Set" section below when applicable. The abstract information will be considered by the Deciding Official in determining whether the proposed partnership will be approved to proceed. In addition to the abstract information, the Deciding Official may also consider other sources of information including feedback from the NASA abstract reviewers and designated Capability Leaders, feedback from the public announcement (if one was required), personal knowledge, staff research, etc.

Question Set

Technical Considerations

1. How does the proposed partnership benefit NASA? How would it advance NASA's missions, programs, and projects? (Note: partnership must provide a significant technical, scientific, and/or economic benefit to the Agency or the nation)
2. What is the current Technology Readiness Level (TRL) of the technology involved? What would be the expected TRL level upon the completion of the proposed partnership?
3. Would NASA be helping the partner actually improve its product (e.g., providing technical advice/analysis) or just providing use of a NASA resource (e.g., data, facility)?

Business Considerations

1. What type of arrangement is being proposed (i.e., partially reimbursable or nonreimbursable) and what is the rationale for that arrangement? What is the NASA funding source for the NASA resources to be committed?
2. What is the current state of U.S. industry in this technology area and to what extent would this partnership impact U.S. efforts in this area? What is the basis for your assessment?
3. Has NASA engaged in similar partnerships with U.S. industry partners or are there efforts underway to do so? If not, why not?
4. Is NASA currently funding or otherwise supporting the development of domestic capabilities in the related technology development area(s)? If so, would those efforts be adversely impacted by support of a foreign competitor?
5. What are the proposed terms in regard to inventions and data resulting from the activity? Would the inventions and data derived from the partnership be made publicly available?
6. In the case of partnerships with U.S. subsidiaries of foreign-owned companies, what is the specific business set-up between the parent company and the U.S. subsidiary (firewalls, flow of data, etc.)?

Legal Considerations

1. Has the proposed activity been reviewed by NASA's designated export control officials for compliance with applicable ITAR/EAR requirements?
2. Have inventions and data rights related to the technology been reviewed by patent counsel for consistency with Intellectual Property provisions, and alignment with the goals of the proposed activity?
3. Is the proposed partnership otherwise compliant with applicable legal and regulatory requirements?
4. Are there any known treaty obligations or other agreements with foreign entities that are relevant to the proposed agree

4. RESERVED

5. General Guidelines for Pricing Reimbursable Agreements

National Aeronautics and Space Administration

General Guidelines for Pricing Reimbursable Agreements

When establishing an agreement, there are several factors to consider: authority, partner type, and the nature of the activity. Another key consideration is the price to be charged to the partner. NASA officials should always start with considering the maximum allowable pricing permitted for the proposed activity.

The three general approaches used to establish agreement prices, in order of consideration, are:

1. **Fair Market Value** – used when the activity results in a lease (out-grant) of NASA Real Property to the partner
   - Permits NASA to retain the lease proceeds in excess of costs to improve NASA's facilities;
   - Two common leasing authorities are: (1) Enhanced Use Lease (EUL) and (2) National Historic Preservation Act (NHPA), if the property qualifies as a historic property.
2. **Full Cost** – used when the activity is for a good or service
   - Economy Act for Other Federal Agencies is most common;
   - Other Transactions Authority (OTA) of the Space Act for non-Federal partners is most common;
3. **Less Than Full Cost** –
   - Under OTA, cost waivers may be permitted when there is justifiable tangible benefit to the Agency;
   - Under Commercial Space Launch Act (CSLA), reimbursement is limited to direct costs. Use of CSLA pricing authority is discretionary and may only be used when the activity involves launch or reentry property/services.

1

www.nasa.gov

National Aeronautics and Space Administration

General Guidelines for Pricing Reimbursable Agreements: Fair Market Value

Enhanced Use Lease (EUL) Authority under 51 U.S.C. § 20145:
Results in a real property agreement and permits NASA to retain lease consideration in excess of full costs in connection with the lease to improve NASA's facilities. When appropriate, this type of agreement should be the primary authority used to lease out (out-grant) non-excess (underutilized) real property to non-federal entities.

The following general criteria apply when considering an EUL:

1. EULs may only be for cash consideration except in cases where in-kind consideration is permitted to develop renewable energy production facilities;
2. Cash consideration received must cover the full cost to NASA in connection with the lease;
3. NASA is prepared to grant a lease hold interest in the property for the term of the lease;
4. EUL partners & activities should provide mission-enhancing, programmatic benefits to the Agency;
5. Alterations, modifications require NASA approval, and must comply with applicable laws, regulations, and NASA requirements;
6. The EUL will not have a negative impact to NASA's mission.

2

www.nasa.gov

General Guidelines for Pricing Reimbursable Agreements: Fair Market Value

National Historic Preservation Act (NHPA) Authority under 54 U.S.C. § 306121:
Results in a real property agreement permitting NASA to retain the lease proceeds to defray the cost of administration, maintenance, repair, and related expenses with respect to (1) the historic leased facility itself, or (2) other historic properties on the National Register that are owned or controlled by the Agency. If the non-excess real property is being considered for lease (out-grant), also consider using NHPA, when appropriate.

The following general criteria apply, when considering an NHPA Agreement:

1. NASA is prepared to grant a lease hold interest in the property for the term of the lease;
2. Restrictive time frame on use of lease proceeds (three years) – more restrictive than EUL;
3. Supports the preservation of historic properties; and
4. The lease will not have a negative impact to NASA's mission.

General Guidelines for Pricing Reimbursable Agreements: Full Cost

Reimbursable Interagency Agreement (IAA) under Economy Act Agreement (31 U.S.C. § 1535):
Results in IAAs that permit NASA to perform an activity to advance the Federal partner's interests using NASA's goods, services, facilities, or equipment. This authority is the primary authority used to enter into agreements with Other Federal Agencies for the acquisition of supplies or services between agencies.

The following general criteria apply, when considering an Economy Act Agreement:

1. Activity under the agreement is for the direct benefit of the Federal partner;
2. Requires full cost recovery (NO waived costs);
3. OCFO confirms the Federal partner's funds are legally available and that they serve a purpose for which the funds are appropriated;
4. May NOT result in co-mingling of NASA's and the partner's appropriated funds, which could lead to augmentation issues; and
   A. If NASA plans an activity, and a Federal partner wishes to add discrete tasks to the activity, then NASA pays for its portion of the activity and the Federal partner reimburses NASA for their additional discrete tasks at full cost under a separate reimbursable Economy Act agreement.
   B. Both parties may agree to share data generated by the activity.
5. This authority is generally not used for real property agreements with Federal partners because it does not give out-grant authority to NASA (leases of NASA property to external parties).

General Guidelines for Pricing Reimbursable Agreements: Full Cost (and Less than Full Cost)

Reimbursable Space Act Agreement (RSAA) under Space Act Authority (51 USC § 20113(e)):
Results in RSAAs that permit NASA to perform an activity to advance the commercial partner's own interests using NASA's goods, services, facilities, or equipment. This type of agreement is generally used for reimbursable agreements with non-Federal partners.

The following general criteria apply when considering an RSAA:

1. Full cost must be used as baseline for estimating agreement.
2. Cost waivers may be permitted if there is a justifiable tangible benefit to the Agency
   A. Cost waivers must demonstrate a tangible and quantifiable benefit to the government. For example:
      1) Activities related to NASA's strategic education goals; or
      2) Access to work products (e.g., test data) are made available to NASA.
   B. Cost waivers may not be based on intangible benefits, such as goodwill, community relations, or philanthropic reasons.
   C. Cost waivers require special approvals (including abstracts—see bullet 4 below).
3. Cost waivers should not be approved for commercial partnerships where the partner's work under the agreement is in fulfillment of another Federal Agency's contract.
4. A justification rationale detailing the tangible benefit to the Agency of waiving costs must be provided in advance via the HQ abstract review process.

General Guidelines for Pricing Reimbursable Agreements: Less than Full Cost

Direct Cost Only Agreements under Commercial Space Launch Act (CSLA) Authority (51 U.S.C. § 50913):
Results in agreements that permit NASA to provide commercial launch or reentry services, but limits reimbursement to direct costs. Use of this discretionary authority is only permitted for commercial launch or reentry activities that do not fulfill a Federal Government requirement.

In addition to the established principles for use of CSLA pricing authority, it is NASA policy that the following criteria apply when entering into a reimbursable agreements under this discretionary authority.

CSLA based agreements should support the following objectives:

1. The effort will likely result in increased U.S. based launch industry capability; and
2. The effort is likely to result in a better (increased) competitive environment for U.S. commercial launch or reentry activities.

The general guidelines on the next slide will help to ensure these objectives are met.

National Aeronautics and Space Administration

General Guidelines for Pricing Reimbursable Agreements: Less than Full Cost

GENERAL GUIDELINES FOR CSLA AGREEMENTS

1. CSLA pricing for reimbursable agreements should generally be limited in time and scope to meet the following criteria:
   - A. Enables a NASA Mission priority (e.g., Multi-user spaceport, M2M/Artemis – once priority is achieved, CSLA usage should be reevaluated); or
   - B. Enables new capability development (including emerging and non-traditional partners) within the U.S. aerospace industry.
2. CSLA pricing should generally not be used for reimbursable agreements:
   - A. When the impact to the Agency budget outweighs the expected value/benefit;
   - B. For activities involving NASA contract activities (e.g., CRS2 and CCtCap);
   - C. For activities involving other Federal Agencies or commercial partners working on behalf of other Federal Agencies; or
   - D. Involving partner lease of NASA real property that is deemed non-excess or otherwise is needed for public use.

National Aeronautics and Space Administration

General Guidelines for Pricing Reimbursable Agreements: Less than Full Cost

GENERAL GUIDELINES FOR CSLA AGREEMENTS

3. A justification rationale using the criteria above to support the basis for CSLA pricing must be provided in advance via the HQ abstract review process. The SCMD Associate Administrator or designee will be the Deciding Official for proposed use of CSLA authority as part of the abstract review process. Each proposed CSLA will be evaluated on a case-by-case basis. The review of CSLA will consider financial impacts to NASA and other relevant factors.
4. Once the original term (i.e., period of performance) or scope (e.g., number of launches) under a CSLA agreement is completed, any follow-on activities should be performed through a new agreement under a different authority (e.g., fully reimbursable services under SAA). Exceptions may be made by the SOMD Deciding Official to continue CSLA pricing after considering the above guidelines and the specific circumstances.

National Aeronautics and Space Administration

NASA Headquarters
300 E Street SW
Washington, DC 20546

www.nasa.gov

NP-2024-06-3263-HQ