

Department of the Air Force Tactical Exploitation of National Capabilities Consortium Membership Agreement

Advanced Technology International (ATI) has established the Department of the Air Force Tactical Exploitation of National Capabilities Consortium (DAF TENCAP Consortium) to support US Air Force (AF) in developing prototypes that exploit National capabilities to enhance the warfighters' lethality, survivability, and combat effectiveness. Given the importance and complexity involved in developing rapid, cost-dominant and innovative war fighting solutions which support tactical and operational warfighters to exploit National space, cyber, intelligence, surveillance, and reconnaissance capabilities, technologies, ATI is applying extensive collaboration leadership and expertise in order to assist. Membership in DAF TENCAP is open to all US-based companies, innovators, research institutions, and academic institutions, guiding, conducting or using research to support prototype development in the broad area of national space-based capabilities. There are currently no membership dues, but the Consortium reserves the right to implement nominal dues at a later date to cover consortium expenses. Members may terminate membership at any time by written notice to ATI. Membership may be terminated upon written notice to a Member for failure to comply with the Membership Obligations contained herein. The relationship of the Members established by this Membership Agreement is that of independent contractors. Nothing contained herein shall be construed to (i) give any of the Members hereto the power to direct or control the day-to-day activities of another Member hereto, (ii) constitute the Members as partners, joint ventures, co-owners or otherwise as participants in a joint or common undertaking, or (iii) allow any of the Members hereto to create, discharge or assume any obligation on behalf of another Member hereto for any purpose whatsoever. Each Member retains the right to engage independent research and activities that may compete with, or be contrary to, the goals of the Consortium.

Consortium Obligations. ATI, as the Consortium Manager (CM), shall administer the affairs of the Consortium, and is responsible for fulfilling the following obligations:

- Act as the point of contact for the DAF TENCAP OTA;
- Be responsible for the daily management of the DAF TENCAP Consortium;
- Promote collaboration with Government customers and other Members related to Tactical Exploitation Technologies to include, but not limited to, potential research through prototype development projects;
- Provide customer support for members throughout the lifecycle of the project development process (training, guidance and process facilitation of the solicitation, award, and project execution phases);
- When appropriate file with the US Attorney General and the Federal Trade Commission changes in membership in accordance with the provisions of the National Cooperative Research Act of 1993;
- Manage the finances of the Consortium;
- Host periodic collaborative, membership meetings, as needed; and
- Support potential research and development projects by providing customer support for Members throughout the lifecycle of the technology development process (training, guidance and process facilitation of the solicitation, award, and project execution phases).

Membership Obligations. The Parties agree that Members have the following obligations:

- Be a US firm or institution organized or existing under the laws of the United States, its territories, or possessions. For the purposes of this CMA, any agency or instrumentality of a foreign government shall not be granted Membership.
- Not be barred or suspended from contracting with or receiving funds from the US Government;
- Clearly demonstrate in their membership application that they are capable of making a contribution in tactical exploitation of National capabilities in space, cyber, intelligence, surveillance and reconnaissance, specifically including the following technologies and other relevant subject,

technology, and capability domains as may be required in order to fully support the needs of the U.S Government:

- Multi-domain (e.g., air, space, cyberspace, and land domains) approaches and techniques
- Large data analytics
- Operational risk reduction
- Electronic Warfare
- Sensor technology
- Technology development to address concerns with Unmanned Aircraft Systems (UAS) and small UAS (sUAS).
- Artificial Intelligence (AI)
- Long-Range Kill Chain (LRKC) support
- Contribute their respective talents and resources to the Consortium for activities such as periodic meeting attendance, committee and subcommittee participation, and other activities as may be appropriate;
- Be current (no greater than 60 days past due) on membership dues or other payments, should they be implemented;
- Maintain an active Military Critical Technical Data Agreement (Form DD 2345) certification with the US/Canada Joint Certification Office, Defense Logistics Information Service;
- Not transfer membership to any third party;
- Comply with all applicable export control laws and regulations of the United States, including the Arms Export Control Act (“AECA”), the International Traffic in Arms Regulations (“ITAR”), the Export Administration Regulations (“EAR”), and other US Government directives related to export control; and
- Comply with all applicable US antitrust laws.
- Abide by the terms of this Consortium Membership Agreement and the DAF TENCAP Base Agreement.