

**MPR 1050.2
REVISION F**

**EFFECTIVE DATE: May 28, 2019
EXPIRATION DATE: May 28, 2024**

MARSHALL PROCEDURAL REQUIREMENTS

ST01

PROCEDURE FOR EXECUTING AGREEMENTS WITH NON-MSFC ENTITIES

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DOCUMENT HISTORY LOG

Status (Baseline/ Revision/ Change/ Revalidation/ Canceled)	Document Revision/ Change	Effective Date	Description
Baseline		8/4/2003	Instructions in MWI 1050.3 have been moved up into this procedure, and additional clarification of the process provided. MWI 1050.3 has been cancelled.
Revision	A	11/3/2004	Revised Per NASA HQ Rules Review (CAITS # 04-DA01-0387).
Revision	B	11/8/2007	OPR updated from CD01 to CS01. Title changed to more accurately reflect content. Total rewrite reflects recent changes in NPD 1050.1 and NAI 1050-1 as well as MSFC processes. Addresses NCR 976.
Revision	C	3/3/2008	Revised 2. Applicability statement to reflect transition of MAF from GOCO to GOGO.
Revision	D	10/22/2009	Added "Justification of Uniqueness" section along with Enhanced Use Lease Guidance. References moved to Appendix A.
Change	1	1/24/2013	On 1/24/13, at the request of the OPRD, an administrative change was made at 4.2 to delete table and add 4.2.1 and 4.2.2.
Revision	E	5/5/2016	Changes are based on the streamline resultant product (revised Center SAA Process) that was derived from a Kaizen Event. Changes: 1) New Center organization(s) involved in the Space Act Agreement process (i.e. Partnerships Office), 2) New responsibilities for Center Orgs., and 3) Reformatted to comply with new required template per MPR 1410.2J & as instructed in MWI 1410.1F.
Change	1	9/12/2016	On 9/12/16, at the request of the OPRD, an administrative change was made at P.1 PURPOSE, and referred to in P.2.e, 1.5.8 and D.1. Change clarifies the types of agreements within the scope of this document and was necessitated to respond to Recommendation 6 of the CFO audit of Reimbursable Agreements of July 2014.
Revision	F	5/28/2019	In compliance with the Center directed reorganization and institution of the Science & Technology Office (ST01), along with the establishment of the Partnerships and Formulation Office (ST03) therein, the Space Act Agreements (SAA) process, with attendant roles & responsibilities has changed. Revision F to the MPR 1050.2 reflects those changes while maintaining the functional responsibilities which have governed SAA implementation at MSFC for over a decade. Further, this revision recognizes that changes to procedures for the implementation of Enhanced Use Lease (EUL) agreements by NASA are pending Congressional re-authorization.

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PREFACE

P.1 PURPOSE

Per NPD 1050.1, it is NASA’s policy to utilize the authority granted to the Agency in The National Aeronautics and Space Act, 51 U.S.C. § 20101 et seq. (the “Space Act”), to further the Agency’s missions. This MPR establishes the procedure and responsibilities for selecting, executing, administering and archiving appropriate agreements, to document MSFC’s partnerships with non-MSFC entities, to delineate approaches, and to provide references for policies, authorities, and procedures involved in utilizing appropriate types of agreements.

Note: These agreements are the non-procurement types with external entities done under the “Other Transactions Authority” section of the Space Act. They do not include procurement activities, which must by law be conducted via procurement procedures as spelled out in the Federal Acquisition Regulation (FAR), and other Agency and Federal procurement procedures. These agreements include but are not limited to, Space Act Agreements (SAAs), Interagency Agreements (IAAs), and Memorandum of Understanding (MOUs), etc. in accordance with NPD 1050.1.

P.2 APPLICABILITY

- a. This MPR applies to Center personnel, programs, projects, and activities, including contractors and resident agencies to the extent specified in their respective contracts or agreements. (“Contractors,” for purposes of this paragraph, include contractors, grantees, Cooperative Agreement recipients, SAA partners, or other agreement parties.)
- b. This MPR applies to the Michoud Assembly Facility (MAF).
- c. This MPR applies the following: all mandatory actions (i.e., requirements) are denoted by statements containing the term “shall.” The terms: “may” or “can” denote discretionary privilege or permission, “should” denotes a good practice and is recommended, but not required, “will” denotes expected outcome, and “are/is” denotes descriptive material.
- d. This MPR applies the following: all document citations are assumed to be the latest version unless otherwise noted.
- e. This MPR governs agreements, as defined in section P.1 PURPOSE, between MSFC and domestic governmental and non-governmental entities. Agreements with foreign governments or entities will be referred to NASA Headquarters (HQ) for execution unless execution authority is specifically delegated to MSFC for certain, unique agreements as documented in NPD 1050.1.

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P.3 AUTHORITY

- a. Congressional declaration of policy and purpose, 51 U.S.C. § 20102
- b. Powers of the Administration in performance of functions, 51 U.S.C. § 20113 (f)
- c. International cooperation, 51 U.S.C. § 20115
- d. The National Aeronautics and Space Act of 1958, as amended, sections 203(c) and 205
- e. National Aeronautics and Space Administration Authorization Act of 2010, P.L. 11-267
- f. National Aeronautics and Space Administration Transition Authorization Act of 2017, P.L. 115
- g. NPD 1050.1, Authority to Enter into Space Act Agreements

P.4 APPLICABLE DOCUMENTS AND FORMS

- a. NPR 8800.15, Real Estate Management Program
- b. NID 1600.55, Sensitive But Unclassified (SBU) Controlled Information
- c. NRRS 1441.1, NASA Records Retention Schedules
- d. MPD 1200.3, Delegations of Authority for Marshall Space Flight Center (MSFC)
- e. NAII 1050-1, Space Act Agreements Guide, (SAAG)
- f. NAII 1050-3 NASA Partnership Guide
- g. NPR 9090.1, Reimbursable Agreements
- h. NASA Form 893, Loan of NASA Equipment
- i. U.S. Government Interagency Agreements / Fiscal Services Form 7600 A & B
- j. DD Form 1144, Department of Defense (DoD) Support Agreement
- k. DD Form 448, Military Interdepartmental Purchase Request (MIPR)

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P.5 MEASUREMENT / VERIFICATION

None.

P.6 CANCELLATION

MPR 1050.2, Procedure for Executing Agreements with Non-MSFC Entities, dated May 5, 2016

Original signed by

Jody Singer
Director

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CHAPTER 1. RESPONSIBILITIES

1.1 Center Director:

1.1.1 Negotiates, executes, amends, and terminates Center Agreements, and may delegate this authority. (See NPD 1050.1, section 5.a, and MPD 1200.3, Attachment D: Delegations of Authority.)

1.1.2 Selects Agreement Managers and may delegate this responsibility. (See NPD 1050.1, 5.h.)

1.2 Office of the Chief Financial Officer (OCFO):

1.2.1 Develops policies and procedures consistent with Federal regulations and the Agency's fiscal systems to ensure fiscal integrity in the Agency's utilization of agreements.

1.2.2 Establishes and disseminates the MSFC cost model and Estimated Price Report (EPR) form for documenting agreement cost and price computations.

1.2.3 Reviews and approves, through Center concurrence, each agreement and EPR.

1.2.4 Has sole official responsibility for all waivers of cost associated with a reimbursable agreement.

1.2.5 Designate an OCFO Agreement Process Champion to ensure SAAs align with agency financial reporting requirements.

1.3 Office of the Chief Counsel (OCC):

1.3.1 Reviews and approves, through Center concurrence, all agreements to ensure compliance with applicable statutes, regulations and policies, according to the process documented in this MPR.

1.3.2 Is available to participants in the agreement process to provide consultation regarding legal questions and/or potential issues.

1.4 Office of Center Operations (OCO):

1.4.1 Develops, implements and manages a facilities program encompassing the planning, budgeting, engineering, design, construction, maintenance, operations, and management of facilities in support of the Center, including leases at offsite locations.

1.4.2 Provides for utilities, energy management, and facility space management at the Center. Manages center-wide support services agreements.

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1.4.3 Develops, implements and manages a facilities program encompassing the planning, budgeting, engineering, design, construction, maintenance, operations, and management of facilities in support of the MAF.

1.5 Enhanced Use Lease (EUL) Manager:

1.5.1 The Center Director designates a Center EUL Manager and an alternate EUL Manager. The EUL Manager(s) initiates through discussion, negotiation, and review, the collection of required information needed to build a business case for an EUL agreement.

1.5.2 The EUL Manager coordinates with applicable parties / stakeholders, conducts meetings as deemed necessary and proactively participates from “cradle to grave” in the EUL approval process. The EUL Manager may refer to NPR 8800.15 for additional information.

1.6 The Science & Technology Office (STO):

1.6.1 The STO leads, manages, and performs science and technology investigations, programs, projects, and activities in support of NASA’s scientific, technology and exploration goals. This mission is accomplished in part by developing productive partnerships with stakeholder groups, via activities of the STO Partnerships & Formulation Office.

1.7 Partnerships & Formulation Office (PFO):

1.7.1 The PFO leads the Center’s development of new opportunities and partnerships. It focuses Center business and partnership initiatives, across the Center’s product lines and products, and provides the Center’s capability for formulation of future pursuits.

1.7.2 Provides an entry and coordination point for incoming potential partners. As needed it develops new partnerships and/or acquisition strategies in support of program formulation efforts aligned to strategic priorities.

1.7.3 Leads and manages the Center’s agreement process and conducts partnerships through mandated, Other Transactional Authority (OTA).

1.7.4 The PFO assists MSFC personnel and external partners with the MSFC agreement process with an emphasis on customer relationship management and partner advocacy.

1.7.5 The PFO performs opportunity tracking, customer relationship management and reporting of partnership activities in support of the STO’s (ST01) organizational objectives, informing Center management as required of partnership activities.

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1.8 Partnership Manager (PM):

1.8.1 Serves as the initial point of contact for potential partners, if they have not already identified an appropriate Technical Point of Contact (TPOC) from a performing organization. Works with NASA organizations to identify the proper technical contact, at MSFC, at another NASA center, or even within commercial industry per availability and appropriateness.

1.8.2 Provides guidance to internal and external stakeholders regarding what type of agreement would be best for desired outcomes. Works with stakeholders to craft the proper language to describe the agreement and other related considerations, to justify the proposed partnership and venture.

1.8.3 Directs the flow of agreement development, working to balance inputs from all stakeholders to reach an agreement within mutually desired schedules.

1.8.4 Maintains the status of partnerships under development supporting management awareness. Provides assessments and reports to MSFC and NASA management, as necessary.

1.8.5 Serves as advocate for partners and communicates the center's management goals to key stakeholders for the partnership agreement under consideration. If a partnership between NASA and an external organization is considered inappropriate, the Partnership Manager communicates the status to the external organization, along with a relevant explanation.

1.9 Center Agreement Manager:

1.9.1 Is responsible for, as described in NPD 1050.1, 5.g, agreement formation, facilitation and oversight of agreement processing. This function is carried out by the Center Agreement Manager with support from a combination of key personnel supporting Agreement formation. This includes the Agreement Specialist, the Management Point of Contact (MPOC), the TPOC, the OCFO Agreement Process Champion and/or the assigned PFO Partnership Manager along with other offices across the Center.

1.9.2 Is responsible for agreement formation and for overseeing the process required to conclude SAAs, in accordance with NPD 1050.1 and the Space Act Agreement Guide (SAAG) NAI 1050-1, acting individually or in a facilitator/oversight role. At MSFC, the Center Agreement Manager is ultimately responsible for the quality and timeliness in establishing agreements.

1.9.3 Ensures that programmatic and resource requirements, as well as technical activities, risks and benefits, are addressed for each SAA.

1.9.4 Assists the Agreement Specialist and Partnership Managers with interactions and negotiations with partners and stakeholders, when appropriate and necessary.

1.9.5 Evaluates and makes initial recommendations regarding the business case provided as justification for a waiver of costs in an agreement, and provides this recommendation to the

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assigned Partnership Manager, OCFO Agreement Process Champion and Signing Official as a part of the review process.

1.9.6 Interfaces with the NASA HQ Partnership Agreement Maker (PAM) System Manager in order to adequately maintain the PAM system and database at MSFC, to ensure accurate and timely responses to process related requests.

1.9.7 Reports to the NASA HQ Partnerships Office as required per HQ Partnerships Council meetings, Partnership Community of Practice (PCoP) meetings, and Congressional reporting (Quarterly & NASA Transition Authorization Act (NTAA)) mandates.

1.10 Agreement Specialist:

1.10.1 Accepts responsibility for the draft agreements upon submission of the draft into PAM. Obtains supporting documentation for any necessary changes to the draft in order to facilitate timely review and execution.

1.10.2 Facilitates the implementation and verifies appropriate agreement content among stakeholders during development of agreements.

1.10.3 Facilitates the concurrence routing of the agreements via PAM primarily or directly as needed.

1.10.4 Ensures that agreements with Non-MSFC Entities comply with Agency policy, including the requirements of NPD 1050.1 and routes the agreement, including any supplemental documents (e.g. DD Form 1144 / DoD Support Agreement,) DD Form 448 / MIPR, IAA Form 7600 A/B, EPR), etc., via the PAM concurrence e-router for review / approval.

1.10.5 Assists the MPOC, TPOC, and the PFO Partnership Manager in the earliest stages of agreement development by informing and advising on the process, appropriate agreement type, and necessary agreement documentation, etc. as needed.

1.11 Signing Official:

1.11.1 Ensures that the agreement has been properly reviewed and concurred with, consistent with Chapter 2 of this MPR.

1.11.2 In a Non-reimbursable or Reimbursable Agreement with Waived Costs; determines whether the partner's contribution is fair and reasonable compared to the NASA / MSFC resources to be committed, NASA / MSFC program risks, and corresponding benefits to NASA and/or MSFC.

1.11.3 In a Funded Agreement; determines that NASA's contribution is fair and reasonable compared to NASA / MSFC program risks, corresponding benefits to NASA / MSFC, and the funding and resources to be contributed by the partner.

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1.11.4 Executes the agreement via signature, per an official delegation of authority to act in said capacity.

1.12 Managing Organization:

1.12.1 Manages all agreement related activities committed to by the Performing Organization(s).

1.13 Performing Organization (MPOC / TPOC):

1.13.1 Gather all necessary information to form an Agreement through discussions with potential partners.

1.13.2 Coordinate all technical activity, risk assessments, resource estimating, facility modification requirements, and technical performance reporting.

1.13.3 Supports the PFO in the development of the Partnership Information Form (PIF), collaborating with the assigned PFO Partnership Manager and/or Agreement Specialist.

1.13.4 Enters initial data into PAM in order to facilitate generation of a draft Funded, Reimbursable, Partially-Reimbursable, Non-reimbursable or funded SAA.

1.13.5 Generates and submits an EPR in keeping with current OCFO requirements, to document costs while justifying the price associated with the execution of an agreement, ensuring that submitted EPRs contain a current funded program code.

1.13.6 Review draft agreements for completeness and accuracy of technical data prior to document review via electronic routing and concurrence.

1.13.7 Notifies the OCFO for the preparation of billing (invoices) if required, at any agreed-upon intervals (documented in the agreement) for incrementally-funded Reimbursable Agreements (those cases where a Reimbursable Agreement has not been fully funded before the start of work).

1.13.8 Generates the Business Case to document and justify MSFC's investment in the agreement. Ensures that the Business Case justifies MSFC's costs and waived costs as indicated in the EPR, and accurately describes benefits to MSFC.

1.14 Partnership Working Group (PWG):

1.14.1 Functions as the Center's decision making body authorizing the initiation of partnership agreements. Serves as a Center review committee for the appropriateness of significant partnership engagements that impact organizations across the Center. The PWG is chaired by the PFO Deputy Manager and administered by the Center Agreement Manager.

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1.14.2 The PWG Chair maintains meeting minutes and PWG documentation to include the group charter, organizational membership appointment letter(s), and the PIF.

1.14.2.1 The Chair of the PWG may waive any procedural requirements of this MPR for individual agreements or classes of agreements, unless the requirement is mandated by a higher level directive. A waiver may be appropriate for urgent actions, renewals, routine, repetitive, or minor actions, modifications to existing agreements, or for other reasons.

1.14.3 Evaluates and contributes subject matter expert (SME) advice regarding the PIF.

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CHAPTER 2. SAA PROCEDURE

2.1 MSFC Agreement Process:

2.1.1 In the course of normal duties and operations performed by MSFC personnel with entities other than NASA, those government officials shall use the SAA procedures whenever there is a commitment of NASA resources.

2.1.2 The NASA resources committed may include time and effort of personnel, support services, use of facilities, use of equipment and where appropriate, direct funding. Non-binding agreements (e.g. MOUs) may be used to document plans agreed to by both parties.

2.2 Initial Actions for Agreement Formulation:

2.2.1 The MSFC MPOC or TPOC shall ensure that the MSFC PFO is notified when agreement discussions with a potential partner have progressed to a point where both parties have decided to work together.

2.2.2 As required by the PWG, partnering information collected through discussions with a potential partner shall be used by the MPOC and/or TPOC when filling out the PIF (see Appendix E).

2.2.3 The MSFC MPOC / TPOC will provide the completed PIF to the PWG as the “first story” when required by the PFO and/or the PWG Chairperson.

2.2.4 The PWG will evaluate the PIF and:

- a. Determine if the opportunity is within NASA’s mission and in the Agency’s and Center’s best interest.
- b. For reimbursable agreements only, determine if the requested capability is not reasonably available outside of the federal government.
- c. Determine whether a SAA is the appropriate instrument for the activity.
- d. The Center Agreement Manager will determine if the pending agreement requires an abstract to be routed to NASA HQ.
- e. The Partnership Manager will take appropriate action to inform agency stakeholders of the pending agreement (HQ Mission Directorate, Agency Capability Leader, etc.).
- f. The Center Agreement Manager will evaluate and determine if enough partnership information is given to continue the SAA process. If any additional information is needed the Partnership Manager and TPOC will work with the partner and stakeholders to obtain it.

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g. Per PWG approval of the proposed SAA (PIF review), the Agreement Manager will then assign an Agreement Specialist to work the case, if one has not yet been assigned.

h. If non-disclosure arrangements and/or SAA informational constraints are required; including but not limited to the handling of Sensitive But Unclassified (SBU) controlled information (per NID 1600.55); the Office of Center Operations (OCO) will be informed. The OCO will then alert the Office of the Chief Information Officer (OCIO) to collectively assess if additional facilities and/or training will be necessary per agreement specifics.

2.3 SAA Process (Post PWG):

2.3.1 Development of SAA First Draft (routine and non-routine SAAs) commences.

2.3.2 MSFC MPOC / TPOC may request an account through the PAM. <https://pam.nasa.gov>

2.3.3 MSFC MPOC / TPOC works with the Partner, Agreement Specialist to answer / fill out the electronic PAM Questionnaire.

2.3.4 MSFC MPOC / TPOC works with his/her Organizational Business Manager / Budget Analyst to develop an EPR.

2.3.5 MSFC MPOC / TPOC will submit the draft agreement in PAM.

2.3.6 The Agreement Specialist checks the draft SAA in PAM to ensure all necessary information is included and works with the MSFC MPOC / TPOC, Partnership Manager and partner on any questions or issues regarding the agreement.

2.3.7 The Agreement Specialist will be provided and/or obtain all supporting SAA documentation and make any necessary changes to the draft SAA in order to facilitate a timely review.

2.3.8 The Agreement Specialist sends the final negotiated draft SAA to the MSFC MPOC / TPOC for review prior to MSFC routing.

2.4 NASA HQ / Mission Support Directorate (MSD) Abstract Review procedure (if required):

2.4.1 The Agreement Specialist generates a PAM automated Abstract from the draft SAA agreement.

2.4.2 A courtesy copy of the Agreement (which will be the basis of an Abstract submitted to NASA HQ) will be provided to the MSFC OCFO Agreement Process Champion and the Legal Office as requested.

2.4.3 The Agreement Manager reviews / approves the Abstract content and facilitates discussion regarding Abstract questions or issues with the MSFC MPOC / TPOC.

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2.4.4 The Partnership Manager will take appropriate action to inform agency stakeholders of the pending agreement (i.e. HQ Mission Directorate, Agency Capability Leader, HQ Offices).

2.4.5 The Agreement Specialist routes (i.e. uses the e-router) the Abstract package (as mandated by Section 4 Paragraph 4 of NAI 1050-3 NASA Partnership Guide) through PAM and obtains required concurrences. With concurrence by the MSFC OCC, the Abstract can be routed to NASA HQ / MSD for review.

2.4.6 NASA HQ / MSD advises on and Approves / Disapproves the Abstract's subject matter. If HQ/MSD disapproves, the Agreement Manager consults with HQ/MSD to address issues until given the "green light" to proceed or "red light" to desist (ref: NAI 1050-3A NASA Partnership Guide).

2.5 MSFC SAA Concurrence Process:

2.5.1 The Agreement Specialist routes (i.e. uses the e-router) a complete SAA package (SAA, EPR, along with any other supporting document(s)) through PAM for Center concurrence (Legal, CFO, Procurement, etc.).

a. The Agreement Specialist obtains required concurrences. Agency concurrence requirements are outlined in NAI 1050-11. In general, concurrence is required to document agreement by those organizations affected upon execution of the agreement. Specifically for agreements at MSFC, concurrence by the supervisory manager of the TPOC, the OCC, the OCFO, and Center Agreement Manager shall be required. Further concurrences are added as needed per conditions indicated below.

b. Whenever multiple organizations are involved in the execution of an agreement; a single organization shall be identified as the Managing Organization. Concurrence by the Performing Organization is required.

c. If the agreement involves waivers of cost, the concurrence of the organizations funding the waived costs shall be required along with a Business Case documenting the benefit to NASA and/or MSFC for the expenditure of NASA resources.

d. If the resources requested are under the management of a Program or Project Office at MSFC, the concurrence of the appropriate program or project manager shall be required.

e. If the agreement involves the loan or transfer of government equipment, the organization having responsibility for that equipment and the Supply and Equipment Management Officer (SEMO) shall submit NASA Form 893 (NASA Loan of Equipment).

f. If the agreement involves hazardous activity, the concurrence of the Director or Manager of the appropriate Safety Mission Assurance (SMA) organization shall be required.

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g. If the agreement involves any OCO service; (i.e. facility usage and/or facility equipment usage), the agreement shall be forwarded to the Director or Manager of the appropriate OCO to determine the applicable costs for the required services for concurrence.

2.5.2 Once internal concurrence is complete, the PFO Agreement Specialist will email a PDF (Adobe Portable Document Format) copy of the SAA to the partner for signature.

2.5.3 Once MSFC receives signed copies from the Partner, the Agreement Specialist will prepare a signature package (concurrence sheet, copy of e-router, and the signed copies) for the NASA MSFC Signing Official.

2.5.4 The Signing Official shall execute the agreement with signature.

2.6 Post Signature:

2.6.1 The Agreement Specialist:

- a. Uploads the final signed document / SAA into PAM for repository.
- b. Emails a PDF copy of the signed SAA to the partner.
- c. Emails a PDF copy of the signed SAA and the EPR to MSFC MPOC /TPOC, CFO and Partnership Managers that the agreement has been signed.

2.6.2 Work Begins:

2.6.2.1 Reimbursable & Reimbursable with waived cost work can begin when the Agreement is signed by both parties and funds are received from the Partner.

2.6.2.2 Non-Reimbursable work can begin when the Agreement is signed by both Parties.

2.6.2.3 The Managing and/or Performing Organizations shall perform and then conclude activities in accordance with the agreement.

2.6.3 Work Ends:

2.6.3.1 When informed that work has been performed before the scheduled expiration date of the SAA, the Agreement Specialist will adjust the scheduled expiration date to a mutually agreed to end date.

2.6.3.2 For Non-reimbursable agreements the TPOC will receive a PAM generated questionnaire that shall be completed in 45 days. Statements as to the value of the SAA to NASA is to be provided.

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CHAPTER 3. EUL PROCEDURE

*This chapter outlining the procedures for the efficient implementation of EUL agreements at MSFC has been **reserved** for future use. Currently, the Congressional authorization of the agency to implement EUL agreements has not been agreed upon. Additionally, the NASA MSD is reviewing its responsibilities and procedures over the implementation of EUL agreements across the agency.

Reserved

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APPENDIX A

Definitions

Agreement. In general, establishes a set of terms between parties under some authority.

Agreement Manager. Person(s), in the Science & Technology Office (STO), Partnerships & Formulation Office (PFO), responsible for the process of generation, facilitation, negotiation, concurrence, execution and conclusion over a SAA.

Agreement Specialist. A specifically-trained MSFC employee, knowledgeable of NPD 1050.1, NAI 1050-1, and this MPR, who facilitates all phases of Space Act Agreement process, and works with the Management Point of Contact (MPOC) or the Technical Point of Contact (TPOC) including on the usage of the Partnership Agreement Maker (PAM) database tool. This person will be authorized by the Center Agreements Manager / POC as an Agreement Specialist in the PAM system. Agreement Specialists are located in various organizations across MSFC.

Amend. To make an amendment to a SAA, where an amendment is any modification to the SAA executed in writing and signed by an authorized representative of each party, which for NASA is the Signing Official. In some cases it would be her/his designee.

Annex. Individual tasks are implemented through Annexes adopting the terms and conditions of the Umbrella Agreement and adding specific details for each task (new statement of work).

Business Case. A written document, provided by the MPOC / TPOC, used to determine that the non-NASA party's contribution provides an adequate *quid pro quo* compared to MSFC's contribution, or that MSFC's contribution is ultimately beneficial to NASA and/or MSFC.

Center Agreement Manager. A management position designated by the Center Director with the responsibility to facilitate the development and implementation of Space Act Agreements (and similar appropriate agreements) across the center with entities that are non-MSFC and/or NASA.

Cost. The dollar value of an activity, including all resources to be utilized; not necessarily equal to the price.

Cost Model. A spreadsheet tool to calculate project full cost. The model consists of input sheets for inserting estimated resources (Full Time Equivalent (FTEs), Work Year Equivalent (WYEs), etc.) and output sheets reflecting the calculated full cost of the estimated resources.

Enhanced Use Lease (EUL). This authority allows federal agencies to enter into real estate agreements to out-lease underutilized real property including land, buildings, and other structures. EULs allow the agency to retain and use the proceeds derived from a lease.

Estimated Price Report (EPR). Full cost estimate documentation, generated and presented in the current MSFC OCFO approved format; required for CFO approval of any MSFC agreement

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which commits resources and/or provides for reimbursement to MSFC.

EUL Manager. An individual designated by Center Director from the OCO, who initiates, negotiates, reviews, and collects the required information for the formation of an Enhanced Use Lease (EUL) agreement. The EUL Manager coordinates with applicable parties, conducts meetings as deemed necessary, and is proactive from “cradle to grave” in the EUL approval process.

Execution. The point where the Signing Officials have signed an agreement and activities under that agreement may begin.

Funded Agreement. Refers only to an agreement under which appropriated funds will be transferred to a domestic agreement partner to accomplish an Agency mission. Funded agreements are used only when the purposes of the agreement cannot be accomplished through any other agreement instrument, such as a Federal Procurement Contract, Grant or Cooperative Agreement, or Reimbursable or Non-reimbursable SAA. All funded agreements are provided for review to the NASA Office of General Counsel at HQ prior to execution and are subject to U.S. Federal law.

Management Point of Contact (MPOC). The person who manages the activities under the agreement. Only an MSFC Civil Servant can serve as the MPOC for an agreement.

Managing Organization. The MSFC organization that takes the lead role in agreements involving more than one MSFC organization.

Military Interdepartmental Purchase Request (MIPR). Also identified as a DD Form 448. An internal Department of Defense (DoD) form used by one military component to request goods or services from another military component, and to obligate funds from one military component to another Federal agency. For MSFC purposes, a MIPR alone is insufficient to document an agreement; a MIPR is a mechanism for transferring funds, and is not, of itself, an agreement unless it complies with agency policy, including the requirements of NPD 1050.1 and, therefore, may serve as the single commitment document for Federal entities.

Non-binding Agreement. A formally-documented understanding between two or more parties which may describe or anticipate provision of goods and/or services, but which is not legally binding and has no legal effect. Examples include the following: Letter of Intent (LOI), Letter of Commitment, Protocol, Agreement in Principle, Technology Plan, Program/Project Plan, Action List, Meeting Minutes, Working Group Minutes, and Memorandum of Understanding (MOU).

Non-reimbursable Space Act Agreement (SAA). A formal set of legally-enforceable promises wherein NASA offers its facilities, personnel, expertise or equipment, for which NASA covers the costs, as part of an arrangement where NASA and its non-NASA partner(s) are performing activities in cooperation, for which each is particularly suited, and for which the intended results are of interest to both parties. Neither party provides funding to the other. Reference NPD 1050.1 and NAI 1050-1.

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OCFO Agreement Process Champion. A management position within the CFO office with the responsibility to ensure that the center’s Space Act Agreements with attendant financial and work obligations, align with agency financial reporting requirements.

Partnership Agreement Maker (PAM). A Web-based tool that uses decision tree logic to draft and archive SAAs. PAM also is used to store copies of all MSFC non-PAM generated agreements. PAM is maintained by NASA HQ and is automatically updated to reflect the current guidelines and requirements for SAAs. PAM may be accessed at <https://pam.nasa.gov> by any current NASA employee.

Partially Reimbursable SAA. A formal set of legally-enforceable promises between NASA and public or private entities where the Government receives payment of less than full cost for the use of NASA facilities, personnel expertise, or equipment to advance its interest, or in keeping with the NASA mission, to advance the interests of the participant.

Partner. The non-NASA party to an agreement. May include other Federal Agencies, commercial companies, academic institutions, state or local governments, and international partners.

Partnership Information Form (PIF). The PIF is the standard template for opportunity and agreement information to be initially provided in the process. The PIF is structured to provide a “first story” for center-wide opportunity awareness (ref. Appendix G).

Partnership Manager. Serves as advocate and guide for internal stakeholders and external partners. She / he communicates the center’s management goals and responsibilities to key stakeholders for the partnership agreement under consideration. They help facilitate the agreement development process.

Performing Organization. The MSFC organization that actually performs the activities documented in an agreement.

Price. The sum of money charged to the non-NASA partner; not necessarily equal to the cost of an activity.

Reimbursable SAA. A formal set of legally-enforceable promises between NASA and public or private entities where the Government receives payment for the use of NASA facilities, personnel expertise, or equipment to advance its interests, or in keeping with the NASA mission, to advance the interests of the partner. Reference NPD 1050.1 and NAI 1050-1.

Signing Official. A person having the authority to enter into legally-binding agreements on behalf of the entity he or she represents.

Space Act Agreement (SAA). A formal set of legally-enforceable promises between NASA and another party to the agreement that requires a commitment of NASA resources (including

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funding, services, equipment, expertise, information, or facilities) to accomplish the objectives of the agreement. Reference NPD 1050.1 and NAI 1050-1.

Supply and Equipment Management Officer (SEMO). A MSFC Civil Servant appointed by the Center Director and given the authority for enforcing and directing the overall supply and equipment activities within MSFC. This person resides in the Office of Center Operations.

Technical Point of Contact (TPOC). The person who initially recognizes that a potential partnership opportunity may exist between NASA and another party (partner). Any MSFC Civil Servant may serve as the TPOC for an agreement.

Waiver. A request to allow an agreement partner to reimburse MSFC for less than MSFC's full cost of agreement performance (i.e., waive portion of cost from price).

Umbrella Agreement. The Umbrella Agreement provides 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, and establishes the legal framework for the accompanying Annexes. Approval of an Umbrella Agreement requires concurrent approval of the first Annex. (Reference NAI 1050-1 Space Act Agreement Guide Section 1.9)

User. Any NASA Organization sponsoring or advocating the use of NASA Real Property with an EUL, SAA, Historic Act Lease, permit, and other forms of real property agreements.

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APPENDIX B

Acronyms

CFO – Chief Financial Officer
 DD – Department of Defense
 DoD – Department of Defense
 EPR – Estimated Price Report
 EUL – Enhanced Use Lease
 FAR – Federal Acquisition Regulations
 FTE – Full Time Equivalents
 HQ – Headquarters
 IAA – Interagency Agreement
 MIPR – Military Interdepartmental Purchase Request
 MOU – Memorandum of Understanding
 MPOC – Management Point Of Contact
 MPD – Marshall Policy Directive
 MPR – Marshall Procedural Requirements
 MSD – Mission Support Directorate
 NAII – NASA Advisory Implementing Instruction
 NPD – NASA Policy Directive
 NPR – NASA Procedural Requirements
 NRRS – NASA Records Retention Schedules
 NTAA- NASA Transition Authorization Act 2017
 OCC – Office of the Chief Counsel
 OCFO – Office of the Chief Financial Officer
 OCO – Office of Center Operations
 OCIO – Office of the Chief Information Officer
 OPR – Office of Primary Responsibility
 OTA – Other Transactional Authority
 PAM – Partnership Agreement Maker
 PCoP – Partnership Community of Practice
 PDF – Adobe Portable Document Format
 PFO – Partnerships & Formulation Office
 PIF – Partnership Information Form
 PWG – Partnerships Working Group
 SAA – Space Act Agreement
 SAAG – Space Act Agreements Guide
 SBU – Sensitive But Unclassified
 SEMO – Supply and Equipment Management Officer
 SMA – Safety Mission Assurance
 SME – Subject Matter Expert
 STO – Science & Technology Office
 TPOC – Technical Point of Contact
 U.S.C. – United States Code
 WYE – Work Year Equivalents

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APPENDIX C

Verification Matrix

None.

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APPENDIX D

Records

D.1 The STO PFO is the Office of Record for all agreements originating in PAM, and the single point repository for all agreements entered into by MSFC, as defined in section P.1 PURPOSE.

D.2 Executed SAAs are official records and are maintained in the PAM.

D.3 As Office of Record for SAAs and EUL Agreements, the STO PFO maintains an agreement numbering system.

D.3.1 A unique number is assigned to each agreement originating in PAM (records can be searched for using the PAM#).

D.4 PWG meeting minutes and related documentation.

D.5 All related and necessary documentation are filed for record with the agreement.

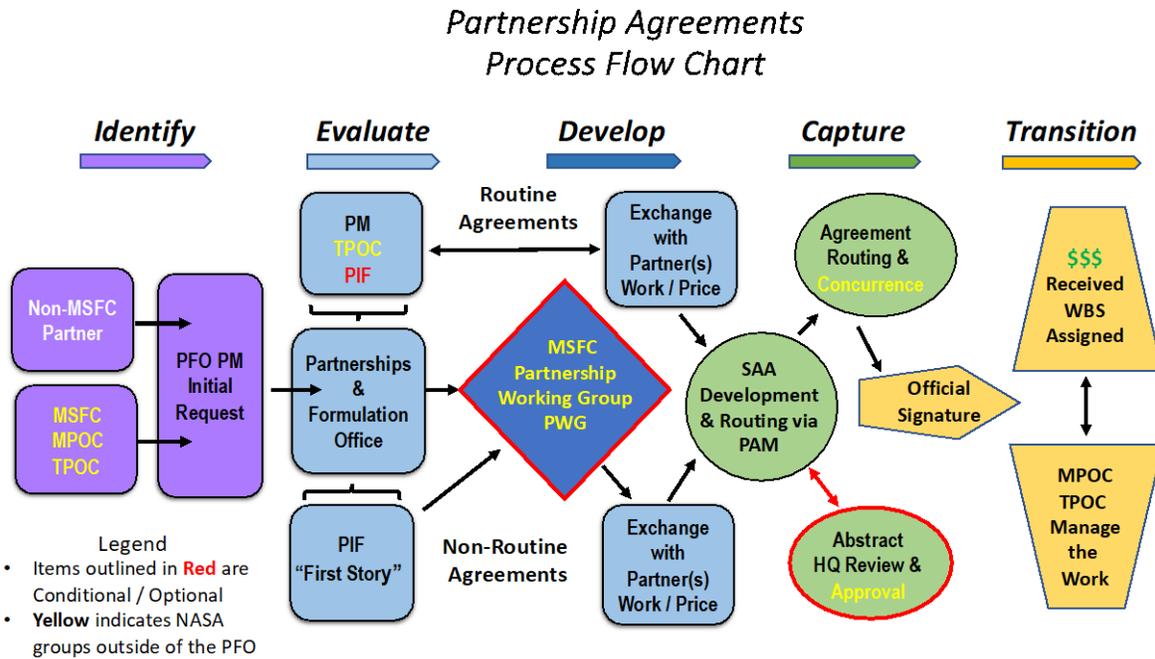
D.6 In keeping with the requirement in NPD 1050.1, PAM will be used to the maximum extent practicable as a repository for all MSFC agreements.

D.7 Records retention is per NRRS 1/6/B, and retired to Federal Records Center 2 years after expiration. Transfer to the National Archives is facilitated 10 years after expiration.

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APPENDIX E

Flow Diagram



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APPENDIX F

References

a. FAR 2.101(b), Definitions

b. NASA Policy Letters:

Enhanced Use Leasing Agreements, NASA Associate Administrator, February 17, 2009

Desk Guide for EUL Agreements, Revised 2010

Sample Letter: Delegation of Authority in Real Property, October 25, 2007

Delegation of Authority in Real Property, August 14, 2007

Policy for Public/Private Partnerships with NASA, February 12, 2001

NASA Real Estate Agreements, January 6, 2000

c. NASA Real Property Documents:

Real Property Business Plan Background and Instructions, September 16, 2005

Real Property Business Plan, Version 2, October 2005

d. NPR 9090.1, Reimbursable Agreements

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APPENDIX G

Partnership Information Form (Revision date: May 15, 2018)

The purpose of the Partnership Information Form (PIF) is to:

- (1) provide MSFC's Partnerships Working Group (PWG) a "first story" for center-wide awareness of opportunities being pursued,
- (2) avoid expending substantial resources on the development of a Space Act Agreement (SAA) in those cases where the proposed activity is not in the best interest of NASA/MSFC, and
- (3) minimize the time required to develop an agreement by assisting with the early identification of issues requiring advanced coordination.

The PIF consists of the following elements. When providing the requested information or answers to questions, please see the attached PIF Guidelines.

1. MSFC performing organization and point of contact.
2. Name of partner and point of contact.
3. Partner's business type.
4. Description of proposed activity.
5. Is the performing organization committed to providing the resources when needed?
6. Explain how the proposed activity is consistent with NASA's mission.
7. Explain why the partner cannot reasonably accomplish the proposed activity outside of the federal government.
8. Will the partner pay 100% of the costs for the proposed activity or will NASA and the partner share costs?
9. Will the results of work under this Agreement be available for the direct or indirect use or benefit of any foreign entity?
10. Is this proposed partnership an exclusive or essentially exclusive arrangement?
11. Resource commitments for proposed initial annex.
12. Provide any other early assessment considerations.

Complete the following only if the agreement is with another federal agency.

13. Will the proposed activity involve travel?
14. Will the proposed activity require MSFC to take any contractual action?

Please note the PWG only acts in an advisory capacity to MSFC management. The final authority on whether to pursue a partnership arrangement rests with the signing official.

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