

**National Technical Information Service
U.S. Department of Commerce**

1. Would NTIS share a sample joint venture agreement that includes the terms and conditions?

NTIS is drafting a new joint venture partnership (JVP) agreement template. The current version of the JVP agreement template will not be used for the new joint venture partners since we are restructuring the JV program. We will make the new template publicly available as soon as it is finalized.

2. Since NTIS intends to select multiple JV partners, how will NITS conduct the selection process for future work projects?

NTIS staff will engage directly with Federal agencies to craft the initial problem statement for the required data services solution(s) and desired outcome. NTIS and the Federal agency will then make that initial problem statement document (project opportunity) available only to NTIS JV partners for consideration. All JV partners with an interest in responding to a project opportunity will be invited to an informational session to engage with the sponsoring Federal agency or agencies and NTIS. Following the information session, all JV partners will be invited to submit a proposed work plan and cost estimate to NIST for consideration. JV partners may partner and collaborate amongst themselves and with other parties if the solution will deliver greater value to the customer Federal agency or agencies. NTIS will use a merit process to review and select from among the proposals submitted. The JV partner(s) whose proposal(s) is selected will be asked to execute the project. The JV partner(s) whose proposal(s) is selected will then have the opportunity to engage with the customer Federal agency or agencies and with NTIS to execute the project.

3. At what point in the process will the JV partners understand the investment that will be required on projects?

JV partners will be required to fund their portion of the work on a project up-front, and will be paid their share of the revenue on a basis agreed to in the JVP agreement and the JVP letter agreement for each project. JV partners can determine the level of effort required to deliver the services on a project once the initial problem statement is distributed to the JV partners. At that point in the process the JV partner can determine the unique skills, software, hardware, and resources that will be required to complete the project, and that will be the basis for submitting the proposal and cost estimate to NTIS. A JV partner, based on their assessment of the needs of Federal agencies, may, on their own, make corporate investment decisions that fill a void in the market, and that investment will be funded by the JV partner at their sole discretion. As the federal JV partner, NTIS will provide data services that support the development of solutions with its JV partners. NTIS will also provide technical guidance and oversight for JV partnerships and projects.

4. Will the JV partners receive revenue from the initiating federal agency for projects undertaken during the joint venture, or are all projects funded by the JV partners?

The JV partners and NTIS will share revenue from the initiating Federal Agency or from any fees that may be generated from the services provided under the project. JV partners must have the ability to fund their portion of any projects commenced pursuant to a JVP agreement for a period of time,

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which may differ on individual projects, due to federal accrual accounting practices. The "period of time" varies typically from days to weeks but is rarely more than 30 days from the receipt of invoice. As a self-supporting agency without direct federal appropriations, the NTIS revenue share will support its direct and indirect costs.

- 5. The Federal Register notice states that “NTIS expects the proposed services to be available solely to Federal agencies.” Will Joint Venture Partners of NTIS be able to leverage IP developed during a joint venture project to serve parties beyond Federal agencies?**

NTIS expects and desires that its JV partners will be able to leverage the cutting-edge innovations they develop in performing an NTIS joint venture project, including their IP covering those innovations; the JVP relationship is neither a grant, contract, nor cooperative agreement. Variations from that premise are possible, and will be negotiated on a project-by-project basis as they may arise, based on the particular needs of the project’s Federal agency customer.

- 6. During the information session, NTIS stated that JV partners will not be allowed to engage customer agencies to develop opportunities for the JV partners to address. How will NTIS monitor and control this to ensure a level playing field for all JV partners?**

NTIS is the focal point for engaging and communicating with Federal agencies about projects to be performed by NTIS and its JV partner(s). If a JV partner becomes aware of a Federal agency’s problem that it believes could appropriately be addressed by an NTIS joint venture, the JV partner should inform NTIS about the opportunity, and, if NTIS in its sole discretion determines that its JVP authority is appropriate for the opportunity, NTIS will contact the Federal agency to pursue the opportunity. However, NTIS will not pursue opportunities that have been announced by a Federal agency as a procurement opportunity in FedBizOpps. To ensure equal access, all JV partners will be invited to submit proposals for each NTIS JVP project opportunity, and NTIS will make selections using a merit-based process. All JV partners with an interest in responding to a project opportunity will be invited to an informational session to engage with the sponsoring Federal agency or agencies and NTIS. Once a JV partner is selected to work on a joint venture project, NTIS and the JV partner will meet with the Federal agency customer as needed to execute the project.