



CYBERSECURITY MANUFACTURING INNOVATION INSTITUTE

Cybersecurity in Energy Efficient Manufacturing

DE-EE0009046



CYMANII

CyManII Membership Agreement FAQ 5

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Clean Energy Manufacturing Innovation Institute: Cybersecurity in Energy Efficient Manufacturing |
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DE-EE0009046
UNIVERSITY OF TEXAS AT SAN ANTONIO (UTSA)
CYBERSECURITY MANUFACTURING INNOVATION
INSTITUTE (CYMANII)

As our partners have been reviewing the membership agreement, some questions have come up that we would like to address:

1. You do not need to sign/fill in Attachment A or B of Appendix F at this time. Exhibit A will come with an applicable subaward and Exhibit B will come with the Separate COI form.
2. Attachment I of Appendix G will be provided as a separate word document since one has to be filled out for every CyManII participant. Please fill out Attachment II of Appendix G
3. Question 17 of the Questionnaire: Certificate Pertaining to Foreign Interests. The question is specifically “Do you or your organization use any equipment that contains non-U.S.-electronics or whether they use any Internet-based industrial controls, hard drives, controllers, etc.”. This question applies only to equipment to be used on CyManII-associated or funded projects.
4. The Membership Agreement mentions a CyManII DOE-approved cyber security policy. We have available, a DOE approved for release summary of our cyber security plan. The full plan is in a need-to-know distribution due to the sensitivity of some of the information contained therein.
5. When can membership levels be changed? Membership levels can be changed at the end of each budget period (Feb 28 of each year).
6. How does cost share valuation work if the member wants to pay their membership fee in cost-share? We are setting up an easy to use portal for submitting monthly cost-share invoices. The member will be asked to pre-define their cost share and our team will work with them to ensure the cost share is allowable and in line with the needs of CyManII.
7. Important Links:
 - a. Pub. L. 115-232, Section 889 (f) of NDAA 2019.
<https://www.federalregister.gov/documents/2019/08/13/2019-17201/federal-acquisition-regulation-prohibition-on-contracting-for-certain-telecommunications-and-video>
 - b. Entities who have been publicly banned from doing business with the U.S. government. <https://www.sam.gov/SAM/pages/public/searchRecords/advancedPIRSearch.jsf>
 - c. Foreign Country of Risk. https://www.directives.doe.gov/terms_definitions/foreign-country-of-risk
<https://ops.lbl.gov/resource/doe-order-486/#:~:text=Employees%20are%20prohibited%20from%20engaging,%2C%20Iran%2C%20and%20North%20Korea>

8. The membership agreement requires 90 days notice for termination. Members are required to continue to incur and submit their monthly cost-share during that 90-day notice period so that by the termination date total cost share from Member is proportionate to the time of membership. After the 90 days has passed and the MA has been terminated, the former Member will not owe cost share for the remainder of that budget period, or any future budget period.
9. There have been many questions about the IP Management plan. The plan applies to DOE funded inventions. Please note the language on page MA-5. “Individual intellectual property agreements may vary depending on the specific project. Thus, CyManII will utilize one of the three IP models detailed in the IP Plan as a starting point for the IP Agreements.” If a member is awarded funding through CyManII, the project agreement (Master Sponsored Research Agreement, or Sponsored Research Agreement) that provides that funding will include IP terms based upon one of the three IP models, all to be negotiated at the time of award.
10. Government License and March-In Rights as mentioned on MA-5 refers to the standard language found in most Federal funding agreements, and apply. An example is the DOE model cooperative agreement. [https:// www.energy.gov/eere/funding/downloads/model-cooperative-agreement](https://www.energy.gov/eere/funding/downloads/model-cooperative-agreement).
11. There are concerns about being able to meet the full cost-share amount for the membership fee if the agreement is signed late in the budget period. The fee will be prorated based upon a quarterly basis. This policy applies to membership fees paid for in cash or cost-share. Community memberships are still \$1000.00.
12. The CyManII Export Control Plan, Exhibit F of the Membership Agreement, provides overarching guidance to ensure exports to foreign persons/entities comply with U.S. export control laws and regulations. Each Member Institution should have its own comprehensive Export Control Plan that comply with U.S. export control laws and regulations. Each CyManII Member will designate an institutional official to manage export control for the CyManII Member prior to accepting and/or participating in CyManII Work. The Subawardee/Consultant Export Compliance Acknowledgement Form may be executed upon the execution of a subaward agreement.
13. Cost share clarification: If you are not provided funding by the Institute under a separate research/funding agreement, your cost-share commitment is limited to the membership fee for the membership level selected, or \$1000.00 cash as a community member. Guidance as to acceptable cost-share can be found at the following link:
<https://www.federalregister.gov/documents/2013/12/26/2013-30465/uniform-administrative-requirements-cost-principles-and-audit-requirements-for-federal-awards#p-1042>
CyManII financial staff can work with you to determine acceptable cost-share.