Customer Experience Hub and Spoke Consortium Membership Agreement (CMA)

Background. The Advanced Research Projects Agency for Health (ARPA-H) selected Advanced Technology International (ATI) as the Consortium Management Firm (CMF) to organize and operate their Customer Experience Hub to achieve transition of health innovation in an expedient, safe, cost-effective, accessible, and sustainable manner that reaches all Americans. The Customer Experience Hub Consortium is organized and administered to provide a platform on which ARPA-H solutions can receive geographically relevant, customer experience services to drive user testing, adoptions, access, and trust of ARPA-H projects.

Cost. Free for Consortium Members to join Customer Experience Hub.

Objectives. To meet ARPA-H's objectives of improving health outcomes for all, it is critical the Customer Experience Hub Consortium is well-connected to the health and science community, regionally and nationally, to provide a broad array of health innovation expertise. Members will utilize human/user-centered design principles throughout their research, product development, test and evaluation, clinical trial approach, manufacturing considerations, etc. with an eye toward appropriate representative patient populations (to include underrepresented populations).

Consideration for Customer Experience Hub membership will be given to all companies and organizations that (1) meet the membership obligation criteria, (2) have relevant interests in ARPA-H programs/activities, and (3) could reasonably participate in Customer Experience Hub activities. Examples of members and activities include:

Example Member Types

- Healthcare Companies
- Research Institutions
- Hospital Systems
- Academic Institutions
- Community Health Organizations
- Payers
- Patient Advocacy Groups
- Community Organizations
- BioDesign Firms

Example Activities

- Clinical Trials
- Patient-Centered Design
- Immersive Experiences
- Prototyping Novel Healthcare Capabilities
- Health-Ecosystem Listening Sessions
- Engagement with Underserved Populations
- Developing Novel Healthcare Solutions
- Data Commons
- Testing and Evaluation

Membership. While there are no membership dues, Members may terminate membership at any time by written notice to the CMF. Members may be terminated upon written notice to a Member for failure to comply with the Member Obligations contained herein. In addition, ARPA-H may review and negotiate consortium membership to ensure proper alignment with the ARPA-H mission, with the option to remove members as needed. The relationship of the Members established by this Consortium Membership Agreement (CMA) is that of independent contractors to the CMF. 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 in independent research and activities that may compete with, or be contrary to, the goals of the Consortium.

Consortium Obligations. ATI shall administer the affairs of the Consortium and is responsible for fulfilling the following obligations:

- Be responsible for the daily management of Customer Experience Hub Consortium;
- Promote collaboration with Government customers and other Members related to improved health outcomes, to include potential development projects. Provide customer support for Members throughout the lifecycle of the development process (training, guidance and process facilitation of the solicitation, award, project execution phases);

- When appropriate file with the U.S. Attorney General and the Federal Trade Commission changes in membership in accordance with the provisions of the National Cooperative Research Act of 1993;
- Engage in business-development activity to seek opportunities with Federal, State, local and private entities for Consortium Members to conduct research, development, test, evaluation, and manufacturing activities that support the mission of Federal, State, and local agencies related to improved health outcomes.
- Take appropriate steps to manage and avoid organizational conflicts of interest among the Members and to mitigate such conflicts if they cannot be avoided;
- Execute recruitment campaigns, innovation challenges, listening sessions, etc.;
- Once a Project OT has been issued by ARPA-H, execute contract, program, and financial management of project awards issued to Members of the Consortium; and
- Host periodic collaborative, membership meetings.

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

- Not be barred or suspended from contracting with or receiving funds from the U.S. Government;
- For Non-U.S. companies, membership eligibility will be decided on case-by-case basis. Foreign instrumentalities that are substantially owned, controlled, sponsored, commanded, managed, or dominated by a foreign government will not be eligible for membership unless directed by the Government.
- Clearly demonstrate in their membership application that they are capable of contributing to the Consortium areas of improved health outcomes and other relevant subject, technology, and capability domains as may be required in order to fully support the needs of the U.S. Government or funding sponsors;
- 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;
- 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 U.S. Government directives related to export control;
- Take appropriate steps to manage and avoid organizational conflicts of interest and to mitigate such conflicts if they cannot be avoided;
- Comply with all applicable U.S. antitrust laws; and
- Abide by the terms of this CMA.