

Tools for Partnerships and Innovation

Introduction

The writing below is intended to prepare scientists for a longer conversation with your Administrative Officer (AO) or Center Director as you explore the right kind of financial tool for your needs. The descriptions below are not intended as authoritative declarations about each of the tools they describe. Rather, they are intended to give you sufficient introduction to these tools that you can ask the right questions. Our USGS Office of Policy and Analysis (OPA) maintains a more authoritative description of these tools at their [all pages site](#). The Financial Operating Procedures Manual, [Chapter 4](#), outlines the process for implementing the reimbursable agreements. **Office of Acquisitions and Grants** (OAG) maintains an [organizational chart](#) with contacts for your AO or AOA.

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For agreements to work with private, public and government entities without funds transfers, see:

Memorandum of Understanding (MOU): *No need for future funds transfers or robust legal definitions.*

Memorandum of Agreement (MOA): *Anticipates future funds transfers or defines legal terms.*

Cooperative Research and Development Agreement (CRADA): *Defines and preserves Intellectual Property rights of each party.*

Technical Assistance Agreement (TAA): *Exchanges non-monetary resources and provides ability to protect generated data for a limited time.*

Collaborative Agreement (CA): *Exchanges non-monetary resources.*

For agreements where USGS transfers funds to partner (Office of Grants and Acquisitions) see:

Federal: Interagency Agreement (IAA) and Annexes, *Umbrella IAAs allow rapid addition of Annexes for work.*

State/local/tribal Government, including public universities: Cooperative Agreement, *payment may occur after completion of work.*

University or Non-Profit: Cooperative Agreement.

Private Entity: Requisition, *may require competition*, and Cooperative Agreement.

For agreements where partners transfer funds to USGS see:

Federal: Interagency Agreement (IAA) with or without Annexes

State/local/tribal Government: Technical Assistance Agreement (TAA) or Collaborative Agreements (CA), *advance payment required for private parties with CA, but not TAA*

Cooperative Research and Development Agreement (CRADA)

Private Entity: Technical Assistance Agreement (TAA) or Collaborative Agreements (CA), *advance payment required for private parties with CA, but not TAA*

For agreements governing disclosure of intellectual property or other privileged information:

Nondisclosure Agreement

Quick definitions for your conversation with your AO

A **Collaborative Agreement** is a short-term agreement similar to a Technical Assistance Agreement that allows USGS to provide more focused technical or research efforts to another party with reimbursement. Typically, intellectual property is not anticipated and data rights are not a concern. USGS is authorized to perform collaborative work and prosecute projects in cooperation with other federal, state, tribal, academic, or private entities, pursuant to 43 USC 36c. The authority of 43 USC 50b allows for payments in arrears from state, tribal, and local government to include public academic universities. Non-governmental entities are required to make advance payment. An example Collaborative Agreement template can be found here:  [Collab Agreemt Template Oct 2015.doc](#)

A **Cooperative Agreement** is a legal instrument (see 31 USC 63, the Federal Grant and Cooperative Agreement Act) where funds are being transferred from USGS to a partner with whom USGS expects substantial involvement when carrying out the activities within the agreement. Substantial involvement may include collaboration, participation, or intervention in the program or activity to be performed under the cooperative agreement. These agreements must be executed by a certified grants officer in OAG.

A **Cooperative Research and Development Agreement (CRADA)** is a written agreement between a private sector organization and a government agency to work together on a project. The agreement involves no transfer of funds from the Government and is not considered a procurement action. Through a CRADA, all parties may agree to keep research results emerging from the CRADA activity confidential to the extent permitted by the law (up to 5 years) or until they are published in scientific literature or presented at a public forum. The partners can agree to share patent and intellectual property rights in any manner agreeable to both parties. The CRADA vehicle also enables the Government to protect the partner's trade

secrets and proprietary data. Policy requirements for entering into a CRADA are articulated in [Chapter 500.20 of the Survey Manual](#).

An **Interagency Agreement (IAA)** is a document defining cooperative work between Federal agencies including provisions for funds transfers. In fact, IAAs require a funds transfer to launch. Writing defines the roles each agency plays in the collaboration, the reason for the collaboration, and the transfer of funds and technologies. If written broadly as an Umbrella IAA, the document allows short Annexes with Statements of Work and budgets to be added in the future with minor additional delay. An IAA with USGS funds going out of the Bureau must be processed through the OAG; an incoming IAA does not.

A **Memorandum of Understanding (MOU)** is a short document used to coordinate activities with another entity for simple agreements which are not legally binding. You might use it to agree how to exchange information or coordinate activities with your partner. Neither party exchanges funds, personnel, property, services, nor makes any kind of financial commitment or obligation. MOUs often state common goals and nothing more. The MOU is a written handshake that both parties can look to for guidance on how to work together. For policy information on MOUs, see Survey Manual Chapter 500.26. <http://www.usgs.gov/usgs-manual/500/500-26.html> Examples are at [MOU template for Federal Agencies.docx](#) or [MOU template for non-federal agencies.docx](#)

A **Memorandum of Agreement (MOA)** is a “conditional agreement” between two or more parties where the transfer of funds for services are anticipated in the future or where there is a need to establish common legal terms underpinning a “conditional agreement”. The MOA may be prepared in advance of a support agreement/reimbursable order form that defines the support, basis for reimbursement, the billing and payment process, and other terms and conditions of the agreement. Or, the MOA may serve to establish common legal terms important to joint activities, like the terms of details of visiting Federal scientists (e.g., Presidential Management Fellow details). MOAs do not obligate any funds themselves, but they establish the terms for future service and cite one of the appropriate authorities to do so.

A **Nondisclosure Agreement (NDA)** can be used to help protect intellectual property rights, or whenever it becomes necessary for a Federal Government entity to disclose confidential, sensitive, or proprietary information to another party. Under this agreement, the party receiving confidential information agrees to protect this information as proprietary. Inventors should complete and execute this document before meetings or discussions with individual companies where information pertaining to a new invention is disclosed. NDAs are interchangeable with confidential disclosure agreements (CDAs). In some instances, a nonfederal entity will request a Federal employee to execute a NDA for the same reasons. However, Federal employees are bound by the Federal Trade Secrets Act, 18 U.S.C. 1905, to not disclose proprietary information and a NDA is not necessary. Examples can be found at [USGS NDA Mutal.docx](#) and for USGS Providing NDA, at [USGS NDA providing.docx](#)

A **requisition** allows you to purchase goods or services above credit card limits using our Office of Acquisition and Grants; Contracting Officers will award purchase orders or contracts to procure your requirement. Competition is preferred every time. If you have a situation where

you have only one unique source available, you can prepare a sole source justification to submit with your requisition package that you provide to Office of Acquisition and Grants.

A **Technical Assistance Agreement (TAA)** is a short-term agreement that allows Federal researchers to provide more focused technical or research efforts to a non-Federal party with or without reimbursement. Intellectual property is not anticipated. A TAA requires that the project have a mission value to the USGS and some technical or commercial significance for the partner. TAAs can also be collaborative with both parties providing technical or scientific expertise to accomplish a mutual objective. Advance payment is not required. Policy guidance on TAAs is in [Survey Manual Chapter 500.20, Technology Transfer](#). An example Technical Assistance Agreement (TAA) template can be found here: [4-7-taa-template-06-24-14.docx](#)