

AMENDMENT 0001 TO: "OTHER TRANSACTION AGREEMENT"  
BETWEEN  
THE FEDERAL AVIATION ADMINISTRATION (FAA) AND  
THE NATIONAL CENTER FOR ADVANCED TECHNOLOGIES (NCAT)

The purpose of this Amendment to the Other Transaction Agreement (OTA) is to:

1) add language concerning Organizational Conflict of Interests; 2) make a change to the Points of Contact; and 3) add funding for the issuance of Task Orders. These Task Orders will be issued in accordance with the description of work found under Article 3 SCOPE, paragraph B "Specific Goals and Objectives to be accomplished" and the "Article 27 DEFINITIONS" #15 Task Orders. Current planned Task Orders address the following requirements: to develop a set of potential "backup" SATNAV solutions for NGATS; and b) to research Spectrum/Bandwidth for NGATS.

This "OTA" is hereby Amended with the following changes:

1) Article 4 paragraph (J) of the OTA is replaced in its entirety by the following:

- J. *Contract Awards*. The Institute shall solicit competitive bids from parties interested in performing contractual work for NCAT that has been requested by the JPDO.
- (i) *Awards Process*. Requests for bids on JPDO-sponsored work will be posted on the NGATS Institute web site, identify NCAT as the contracting party for such work, and held open for an appropriate period. Following receipt of bids, the Executive Director shall convene one or more Contract Award Panels ("CAPs"), comprised of no less than three qualified individuals from the Institute's Participants, to assist the Executive Director in making the selection of contractual awards based on such factors as cost, contactor capability and contractor performance. Participation on a CAP is normally uncompensated, but the JPDO may authorize compensation for the members of a particular CAP on a case-by-case basis. All contractual awards made by the NGATS Institute will be posted on its web site for an appropriate period not less than 15 days.
- (ii) *Contractual Awards Oversight Board*. The Institute Management Council shall assign a standing committee, known as the Contractual Awards Oversight Board ("CAOB"), to regularly review the awards process and validate that awards are made in a fair manner. Any contracts awarded by the NGATS Institute are subject to review by the CAOB at its discretion. Any concerns identified by the CAOB with the NGATS Institute's contractual awards process or specific awards will be forwarded concurrently to the Institute Management Council ("IMC") for their consideration and to the Executive Director for information. The CAOB, also referred to as the Contractual Review Oversight Board, shall be comprised of 3-5 qualified individuals identified by the Executive Director and approved by the IMC. CAOB members shall serve terms of one year. Successive terms are permitted.

2) Under “ARTICLE 9 POINTS OF CONTACT”.

Replace Jim Blades with the following:

**Stephen M. Bobby**  
**ATO-A Office of Acquisition Policy & Contracting**  
**Contracting Officer, ATO-A AJA-481**  
**Executive & Managerial Support Services Contracting Branch**  
**Phone: (202) 493-4786, steven.vbobby@faa.gov**

Replace Joe W. Elliot with the following:

**Claire Robinson**  
**Joint Planning & Development Office Contracting Officer’s Technical Representative**  
**Suite 500**  
**1500 K Street, N.W.**  
**Washington, DC 20005**  
**Claire.robinson@faa.gov**

3) Under “ARTICLE 10 “FUNDING AND PAYMENT”.

Funds in the amount of \$1,000,000 are added as shown below:

<b><i>Purchase Request#</i></b>	<b><i><u>Appropriation Data</u></i></b>	<b><i>Amount</i></b>
<b><i>WA-06-01363 Amendment 0001</i></b>	<b><i><u>Project Data:</u> 1206WA027100.RD0800.WAG2120000.31520.01/09/2006.1288800000.2LA000 <u>Accounting:</u> 1288800000.2006.6R3J2LA000.WAG2120000.31520.175060CL</i></b>	<b><i>\$500,000.00</i></b>
<b><i>WA-06-01361 Amendment 0001</i></b>	<b><i><u>Project Data:</u> 1206WA027100.RD0800.WAG2120000.31520.01/09/2006.1288800000.2LA000 <u>Accounting:</u> 1288800000.2006.6R3J2LA000.WAG2120000.31520.175060CL</i></b>	<b><i>\$500,000.00</i></b>
	<b><i>TOTAL FUNDS OBLIGATED THIS AMENDMENT</i></b>	<b><i>\$1,000,000.00</i></b>

4) The below “ARTICLE 28 “POLICY ON ORGANIZATIONAL CONFLICTS OF INTEREST” is added:

**ARTICLE 28 POLICY ON ORGANIZATIONAL CONFLICTS OF INTEREST**

The parties recognize that actual or perceived Organizational Conflicts of Interest (“OCIs”) may arise in connection with private sector participation on IPTs, CAPs, the CAOB and the IMC. In addition to bidding to perform and fulfilling JPDO task requests, private sector Participants will play an important role, through involvement with IPTs, in providing recommendations for the actual tasks assigned by the JPDO. Private sector Participants also will play a critical role, through their membership on different CAPs, in evaluating and awarding contracts for JPDO-sponsored work. Additionally, members of the CAOB and the IMC will have responsibility for

evaluating any protests of contract awards, as well as ensuring the contract solicitation, evaluation, and awards process is conducted fairly. Considering the multiple roles and responsibilities that private sector Participants will have in work performed through the NGATS Institute, the parties adopt certain guidelines to minimize and address potential OCIs, as follows:

- A. Participation on IPTs allows the private sector to develop work proposals and recommendations for the JPDO to consider and evaluate for possible future tasking. By itself such participation on IPTs does not create the potential for an OCI, nor does participation on an IPT preclude the Participant's employer or company from bidding on or being awarded a contract solicited through the NGATS Institute for a task request related to the IPT's recommendation or proposal. Likewise, participation on an IPT, or performance of a contract solicited through the NGATS Institute, shall not by itself prevent the Participant's employer or company from being awarded a related contract solicited by the U.S. government.
  - B. To mitigate potential OCIs resulting from unequal access to information or influence in JPDO development of a task request, the parties will encourage prompt, early public disclosure of IPT recommendations and proposals. Additionally, once an IPT has recommended a project to the JPDO, participants shall not be involved in the JPDO's evaluation process or the JPDO's development of an IPT proposal or recommendation into a formal task request.
  - C. Participants may not evaluate their own bids to perform JPDO task requests solicited through the NGATS Institute. Accordingly, the members of a particular CAP may not include anyone who is employed by, affiliated with, related to, or otherwise has a direct financial interest in, an entity submitting a contract bid for that CAP's evaluation.
  - D. Members of the CAOB may not participate in the review or evaluation of a bid protest if they are employed by, affiliated with, related to, or otherwise have a direct financial interest in, an entity that submitted a winning or losing contract bid on the subject JPDO task request.
  - E. The IMC's responsibility for overseeing the policy, recommendations and products of the NGATS Institute, as well as for reviewing the Institute's contract selection process, generally will not raise an OCI for IMC members.
  - F. The JPDO and the Institute shall each develop procedures and practices that will 1) identify information that might later give rise to OCI concerns, 2) mitigate or eliminate any resultant OCI (actual or perceived), and 3) foster continued awareness of OCIs and the means and methods to avoid, neutralize and/or remove them.
- 5) Change pages to this Other Transaction Authority will be forwarded with changes shown in **Italicized font**.

This Amendment is made pursuant to Article 13 of the OTA.

AGREED AND UNDERSTOOD:

The National Center for Advanced Technologies  
Inc. (NCAT)

Federal Aviation Administration  
(FAA)

BY: \_\_\_\_\_

BY: \_\_\_\_\_

TITLE: \_\_\_\_\_

TITLE: \_\_\_\_\_

DATE: \_\_\_\_\_

DATE: \_\_\_\_\_