

## ERC-RMB Industrial Affiliates Membership Agreement

By the signature of its authorized representative below, (Company x).....agrees to join the Center for Revolutionizing Metallic Biomaterials (RMB) Industrial Affiliates and will be granted benefits described in the Member Benefits section below. RMB Industrial Affiliates Members support the mutual needs of industry and RMB in developing the basic and enabling resorbable metals technologies needed to provide advancements in diagnostic and therapeutic medicine, and exploring non-biomedical applications of the developed technologies. This is accomplished by providing appropriate mechanisms for technical information exchange, research collaborations, student training, technology transfer and workforce development with RMB investigators.

(Company X).... agrees to pay an annual membership fee of \$5,000 (\$2,000 for companies with < 50 employees) in unrestricted cash or \$10,000 (\$4000 for companies with <50 employees) for in kind support\*. In return, Company accrues the benefits detailed in this agreement during periods of active membership. This annual membership renews automatically, but may be cancelled with 60 days written prior notice by either party at any time after the first year. Our signature below confirms our acknowledgement of membership benefits and annual membership fees.

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Signature (Authorized Company Representative) Date

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Printed Name Telephone Number

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Title Email Address

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Corporation Legal Name

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Corporation Address City State Zip Code

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Signature (Authorized University Official) Date

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Printed Name Telephone Number

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Title Email Address

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North Carolina A&T State University  
Legal Name

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1601 E. Market Street Greensboro, NC 27411  
Address City State Zip Code

Acknowledged by Director, ERC-RMB

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Signature Printed Name Date

## **Membership Benefits and Responsibilities**

RMB Industrial Affiliates Members support the mutual needs of industry and RMB in developing the basic and enabling resorbable metals technologies needed to provide advancements in diagnostic and therapeutic medicine, and exploring non-biomedical applications of the developed technologies. This is accomplished by providing appropriate mechanisms for technical information exchange, research collaborations, student training technology transfer and workforce development with RMB investigators.

### **Membership benefits include but are not limited to:**

#### **General Benefits:**

- One voting seat on the RMB Industrial Affiliates Board (IAB)
- For first year memberships paid in cash, RMB resources dedicated to demonstrating added value in solving a problem of interest to the RMB affiliate member, valued at up to two times the membership fee, will be provided. This benefit is not available if membership fees are paid in-kind.
- Invitation to the annual IAB Meeting that includes presentations by RMB researchers, students and member companies (Research Day).
- Participation in the Industrial Practitioner in Residence Faculty Enhancement Program

#### **Access to Technology and Intellectual Property:**

- First hand exposure to novel, cutting edge technologies with translational potential in biomedical and non-biomedical fields.
- Access to RMB related IP created during the term of membership through a 6 month option to acquire a royalty-bearing exclusive or non-exclusive license. This option can be acquired any time after filing of the provisional patent application. During this 6 month option period the academic partner institution(s) owning the RMP IP shall not offer rights in such RMB IP to non-members.

#### **Research-related Benefits:**

- Leverage research investments through collaboration with RMB researcher
- Access to faculty expertise for problem solving, consultation and research collaboration.
- Access to specialized, state of the art instrumentation and capabilities available at the ERC institutions.
- Participation in guiding RMB's strategic project selection process (up to a 20% project turn anticipated annually)
- Participation in RMB's project performance evaluation process.
- Research project sponsorship opportunities with RMB faculty on biomedical or non-biomedical projects of interest to the industrial affiliate.
- Collaboration on SBIR /STTR and other grant opportunities on biomedical or non-biomedical projects of interest to the industrial affiliate
- Opportunities for industrial researchers to work at RMB university labs.
- Opportunity to partner in a specific sub-field of RMB research
- Opportunity to sponsor a post-doctoral student dedicated to a project of mutual interest to member and RMB.
- Membership fees will be waived in years where the IAB members contributions to research project sponsorship, SBIR/STTR support, embedding industrial researchers in RMB labs, sponsorship of a specific subfield of RMB research or sponsorship of a post-doctoral student exceeds \$50,000. At the discretion of the Center Director, in-kind contributions may be considered in meeting this threshold. These in-kind contributions will be discounted at a 50% rate. For example, a \$100,000 in kind contribution will be equal to a \$50,000 cash contribution, and qualify the company for waiver of the annual membership fee.

#### **Educational Benefits:**

- In conjunction with RMB's Educational Advisory Board, influence student training to meet industry / corporate needs (required skill sets, desired outcomes, need for specific courses, etc.)
- With RMB faculty, develop and participate in symposia, think-tank sessions and member-specific training programs

#### **Workforce Development:**

- Access to a diverse student base across all partner universities

- Participation in RMB's Industrial Big Brother / Big Sister Mentorship Program
- RMB Student Internships
- RMB Student Sponsorship. When full scholarships are granted, IAB membership fees are waived in each year of support.

**Membership Responsibilities:**

- Participation in the annual NSF review of RMB performance (costs of attendance born by the member).
- Carry out an annual analysis of the RMB strengths, weaknesses, opportunities, and threats (SWOT analysis).
- Provide justification to support valuation of in-kind membership fees. \*In-kind contributions are calculated based on a 50% discount, thus a \$10,000 in-kind membership fee is equal in value to a \$5,000 unrestricted cash membership fee.
- Execute the Center's Non-Disclosure Agreement
- The State Auditor and North Carolina A&T State University's internal auditors shall have access to persons and records as a result of all contracts or grants entered into by State agencies or political subdivisions in accordance with General Statute §147-64.7 and Session Law 2010-194, Section 21. Any and all payments to contractor are dependent upon and subject to the availability of funds to the N.C. A&TSU for the purpose of this agreement.

## New Membership Agreement: Introduction and Rationale

Attached to this email you will find a copy of the revised membership agreement for ERC-RMB. The standard ERC membership agreement, based on unrestricted membership fees in return for non-exclusive access to intellectual property developed using ERC funds works well in many cases, but has been problematic for ERC's working on biomedical technologies. Partners in these spaces are typically risk adverse, will not invest until significant reduction in risk has been achieved and require exclusive access to technology to offset high development costs. The membership agreement for RMB has been revised to reflect these realities. The bulleted points below were drivers in design of the new agreement:

- In any partnership, sharing of information is the highest value activity. For RMB, understanding the barriers to technology translation and the specific needs of potential commercial partners helps RMB focus its resources on those activities that have the greatest chance of attracting interest from potential partners.
- People are comfortable sharing information when they have developed a relationship based on trust.
- ERC-RMB membership is a commercial transaction. For an industrial partner to join the Industrial Affiliates Board, they must be able to justify a solid return on their investment in the ERC.
- Partners will come to us based on the excellence of our science and our ability to deliver on our promises (trust).
- When these factors are met, the possibility of moving from IAB membership to specific engagement exists.
- The ultimate goal is to achieve engagement of partners around a value proposition that works for both parties.

Given the above, the terms of the membership agreement were developed to help foster relationships, build trust, and provide value for the member that would help them further engage ERC researchers. The agreement provides a mechanism for faculty to demonstrate scientific excellence and ability to deliver at low risk to the prospective partner. Faculty are encouraged to use the membership agreement as an instrument for developing these enduring relationships; which will be key in achieving Centers sustainability.

Agreement highlights:

- The financial barrier to membership has been significantly reduced. A single class of membership has been established, with annual dues set at \$5000 (\$2000 for companies with less than 50 employees)
- In-kind support can be used to offset membership fees. In-kind support is discounted at a rate of 50%.

- In order to help faculty build relationships with potential industrial partners, new IAB members that pay their membership fees in cash receive a first year right to engage the ERC researcher in project of interest to them, valued at up to two times the membership fee. This feature allows the ERC researcher to demonstrate value to the IAB member; hopefully building a relationship that will lead to further engagement (joint writing of grants, research sponsorship, etc.) This one time offer also makes it easy for a prospective IAB member to justify membership fees to superiors in his organization.
- In years where support provided to the ERC by the IAB member exceeds \$50,000 in value membership fees are waived. Support may come in a variety of forms, as detailed in the agreement.
- Student support is encouraged. In years where full scholarships are provided, IAB membership fees are waived, even if the \$50,000 threshold above is not met. In cases such as this, an IAB member may be able to leverage recruiting and diversity monies in his organization to meet the contribution requirements for IAB membership, preserving funds for his lab while retaining the benefits of IAB membership.
- Access to IP is secured as a 6 month option to secure a royalty bearing, exclusive or non- exclusive license to IP developed during the term of active membership.