

# Metrics Water Catalyst, LLC

## Financial Conflict of Interest (FCOI) Policy

*Adopted: April 23, 2026*

*In effect as of: April 23, 2026*

Promulgated pursuant to 42 C.F.R. Part 50, Subpart F and NIH Guide Notice NOT-OD-21-002

### 1. Purpose and Scope

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This Financial Conflict of Interest (FCOI) Policy establishes standards and procedures for Metrics Water Catalyst, LLC ("MWC") to identify, manage, reduce, or eliminate financial conflicts of interest in connection with federally funded research. This Policy is adopted in compliance with the U.S. Department of Health and Human Services (DHHS) regulations at 42 C.F.R. Part 50, Subpart F ("FCOI Regulations"), applicable to awards from the National Institutes of Health (NIH) and other Public Health Service (PHS) agencies.

This Policy applies to all Investigators at MWC, as defined in Section 2 below, who are responsible for the design, conduct, or reporting of PHS-funded research. MWC will administer this Policy in a manner consistent with the terms and conditions of the specific award and applicable PHS requirements.

### 2. Definitions

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The following definitions apply throughout this Policy:

#### 2.1 Investigator

Any individual, regardless of title or position, who is responsible for the design, conduct, or reporting of PHS-funded research, including the Principal Investigator and any co-investigators, collaborators, or consultants who contribute to that research. At MWC, this currently includes all named personnel on federally funded awards.

#### 2.2 Significant Financial Interest (SFI)

A Significant Financial Interest ("SFI") means a financial interest consisting of one or more of the following interests of the Investigator, and those of the Investigator's spouse and dependent children, that reasonably appears to be related to the Investigator's institutional responsibilities:

- Publicly traded entities. With regard to any publicly traded entity, an SFI exists if the aggregate value of remuneration received from the entity in the twelve months preceding the disclosure and the value of any equity interest in the entity as of the date of disclosure exceeds \$5,000.
- Non-publicly traded entities. With regard to any non-publicly traded entity, an SFI exists if remuneration received from the entity in the twelve months preceding the disclosure exceeds \$5,000, or if the Investigator holds any equity interest in the entity.

- Intellectual property rights and interests. Income related to intellectual property rights and interests, such as patents and copyrights, upon receipt of such income.
- Reimbursed or sponsored travel. Any reimbursed or sponsored travel related to the Investigator's institutional responsibilities, except travel that is reimbursed or sponsored by a federal, state, or local government agency in the United States, an institution of higher education as defined at 20 U.S.C. § 1001(a), an academic teaching hospital, a medical center, or a research institute affiliated with an institution of higher education. Disclosures of reimbursed or sponsored travel must include, at a minimum, the purpose of the trip, the identity of the sponsor or organizer, the destination, and the duration. The FCOI Reviewer may request additional information, including estimated value, in order to determine whether the travel constitutes an FCOI.

SFI does not include:

- Salary, royalties, or other remuneration paid by MWC to the Investigator if the Investigator is currently employed or otherwise appointed by MWC.
- Ownership interests in MWC held by the Investigator, if MWC is the applicant organization under the PHS-funded research.
- Income from investment vehicles such as mutual funds and retirement accounts, so long as the Investigator does not directly control the investment decisions made in those vehicles.
- Income from seminars, lectures, or teaching engagements sponsored by a federal, state, or local government agency in the United States, an institution of higher education as defined at 20 U.S.C. § 1001(a), an academic teaching hospital, a medical center, or a research institute affiliated with an institution of higher education.
- Income from service on advisory committees or review panels for a federal, state, or local government agency in the United States, an institution of higher education as defined at 20 U.S.C. § 1001(a), an academic teaching hospital, a medical center, or a research institute affiliated with an institution of higher education.

### **2.3 Financial Conflict of Interest (FCOI)**

A Significant Financial Interest that could directly and significantly affect the design, conduct, or reporting of PHS-funded research, as determined by MWC's FCOI Reviewer.

### **2.4 FCOI Reviewer**

The designated individual at MWC responsible for reviewing SFI disclosures and determining whether an FCOI exists. The FCOI Reviewer is the Signing Official of MWC, currently Patrick

Shambayati. In the event the Signing Official has a conflict requiring independent review, MWC will engage an independent reviewer.

## 2.5 Institution

Metrics Water Catalyst, LLC (MWC), 7202 E Ho Rd, Suite A-1, Carefree, AZ 85377.

## 3. Training Requirements

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Each Investigator must complete FCOI training prior to engaging in PHS-funded research and at least every four years thereafter. Training must also be completed immediately when:

- This Policy is revised in a manner that affects Investigator requirements;
- An Investigator joins MWC for the first time; or
- MWC finds that an Investigator is not in compliance with this Policy or with an FCOI management plan.

Investigators must complete the NIH FCOI training module or another training program approved by the FCOI Reviewer. Training completion records will be maintained by MWC in accordance with this Policy and applicable record-retention requirements.

## 4. Disclosure Requirements

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### 4.1 What Must Be Disclosed

Each Investigator must disclose all Significant Financial Interests (SFIs) — including those of the Investigator's spouse and dependent children — that are related to the Investigator's institutional responsibilities. Investigators must disclose all SFIs, including those that the Investigator does not believe constitute an FCOI; the determination of whether an FCOI exists rests with the FCOI Reviewer, not the Investigator.

### 4.2 When Disclosure Is Required

SFI disclosures must be submitted:

- At the time of application for PHS-funded research (prior to submission);
- Annually during the period of the award, covering the preceding twelve-month period;
- Within 30 days of acquiring or discovering a new SFI (e.g., through purchase, inheritance, or new consulting relationship).

### 4.3 How to Disclose

Investigators must submit a completed MWC SFI Disclosure Form to the FCOI Reviewer. The form shall identify each SFI by entity name, nature of the interest, and approximate value or value range. Forms are submitted electronically or in writing to the Signing Official at [Patrick.Shambayati@MetricsInstruments.com](mailto:Patrick.Shambayati@MetricsInstruments.com).

## 5. Review and Determination

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The FCOI Reviewer will review each SFI disclosure within 60 days of receipt to determine whether the disclosed interest constitutes an FCOI — that is, whether the SFI could directly and significantly affect the design, conduct, or reporting of the PHS-funded research.

In making this determination, the FCOI Reviewer will consider the nature and value of the interest, the degree to which the SFI relates to the subject matter of the research, and the extent to which the Investigator can affect research outcomes.

## 6. Management of FCOIs

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If the FCOI Reviewer determines that an FCOI exists, MWC will implement a management plan prior to the expenditure of any PHS award funds. Management conditions may include one or more of the following, as appropriate to the specific conflict:

- Public disclosure of the FCOI in all publications and presentations;
- Modification of the research plan;
- Disqualification of the Investigator from participation in the portion of the research affected by the FCOI;
- Appointment of an independent monitor;
- Reduction or elimination of the financial interest; or
- Severance of relationships that create the financial conflict.

Any FCOI identified and the management plan adopted will be reported to NIH prior to expenditure of award funds, and annually thereafter, in accordance with 42 C.F.R. § 50.606.

## 7. Retrospective Review

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If MWC identifies an FCOI that was not reported or managed in a timely manner — including failures to disclose, failures to review, or failures to implement a management plan — MWC will conduct a retrospective review within 120 days. If the review reveals that bias in the research may have occurred, MWC will notify NIH promptly and submit a mitigation report in accordance with 42 C.F.R. § 50.606(d).

## 8. Subrecipients

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If MWC engages a subrecipient in connection with a PHS-funded award, MWC will incorporate terms in the subaward agreement requiring the subrecipient to comply with 42 C.F.R. Part 50, Subpart F. The subaward agreement will specify whether the subrecipient will follow MWC's FCOI policy or its own, and will establish the timeframe for subrecipient reporting to MWC.

## 9. Enforcement and Sanctions

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Failure to comply with this Policy — including failure to disclose an SFI, failure to complete required training, or failure to comply with an FCOI management plan — may result in disciplinary action. In the case of a material failure to comply that cannot be corrected, MWC will notify NIH in accordance with 42 C.F.R. § 50.606(d).

## 10. Records Retention

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MWC will maintain records of all Investigator SFI disclosures, FCOI reviews, determinations, management plans, and training completion records for at least three years beyond the date of submission of the final expenditure report for the relevant PHS award, or as required by 2 C.F.R. § 200.334, whichever is longer.

## 11. Public Accessibility

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This Policy will be maintained on MWC's publicly accessible website.

In addition, prior to the expenditure of any funds under a PHS-funded research project, MWC will ensure public accessibility, as required by applicable regulations, to information concerning any Significant Financial Interest that is determined by MWC to be a Financial Conflict of Interest and that is held by senior/key personnel. Such information will be made available by written response to any requestor within five business days of a written request and will include, to the extent required by applicable law and regulation:

- the Investigator's name;
- the Investigator's title and role with respect to the research project;
- the name of the entity in which the Significant Financial Interest is held;
- the nature of the Significant Financial Interest; and
- the approximate dollar value of the Significant Financial Interest, or a statement that the value cannot be readily determined.

Information made available under this Section will be updated at least annually and within sixty days of MWC's identification of a new Financial Conflict of Interest, as applicable.

## 12. Adoption and Amendment

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This Policy was adopted by Metrics Water Catalyst, LLC on April 23, 2026, and is effective as of April 23, 2026.

This Policy may be amended at any time by MWC's Signing Official or other authorized company representative. Any material amendment will be communicated to Investigators and, where required, reflected in MWC's public-facing policy posting and institutional compliance records.

### Adopted by:

Metrics Water Catalyst, LLC

Signing Official: Patrick Shambayati, Chief Technology Officer

Signature: **Patrick Shambayati**  
Digitally signed by Patrick Shambayati  
Date: 2026.04.23 18:36:04 -07'00'