

SPECIAL AWARD CONDITIONS
TECHNOLOGY INNOVATION PROGRAM (TIP)
Recipient Name
COOPERATIVE AGREEMENT AWARD NO. _____
December 2010

1. REFERENCED REQUIREMENTS

In addition to the requirements listed on the CD-450 and elsewhere in the award, and any amendments, the following Technology Innovation Program (TIP) and Department of Commerce requirements are hereby incorporated by reference into the terms of this award:

- The TIP Statute, 15 U.S.C. § 278n.
- The TIP implementing regulations set forth in 15 C.F.R. Part 296.
- The TIP Notice of Availability of Funds and Announcement of Public Meetings (Proposers' Conferences), 75 FR 20326-34 (April 19, 2010), as amended by 75 FR 33628 (June 11, 2010).
- The TIP *Notice of Federal Funding Opportunity*, originally published on April 19, 2010, as amended on June 11, 2010.
- The TIP Proposal Preparation Kit (April 2010).
- "TIP Guidelines and Documentation Requirements for Research Involving Human and Animal Subjects" (March 2009), available at: http://nist.gov/tip/upload/has_2009_book.pdf.
- The Department of Commerce Pre-Award Notification Requirements for Grants and Cooperative Agreements, 73 FR 7696 (February 11, 2008), available at: http://oam.eas.commerce.gov/docs/Grants/Preaward_FRN2008.pdf.

Research Terms and Conditions

Notwithstanding Section (a) in the Department of Commerce Agency Specific Requirements, Research Terms and Conditions, http://www.nsf.gov/pubs/policydocs/rtc/doc_1008.pdf, the Technology Innovation Program adopts the Government-wide core set of Research Terms and Conditions, which are set forth at: <http://www.nsf.gov/pubs/policydocs/rtc/termsidebyside.pdf> (Core Terms and Appendix A); <http://www.nsf.gov/bfa/dias/policy/rtc/appb.pdf> (Appendix B); and <http://www.nsf.gov/bfa/dias/policy/rtc/appc.pdf> (Appendix C), which are hereby collectively incorporated by reference into the terms of this award. Additional requirements, costs, and information are stated in other award terms.

2. RECIPIENT ADMINISTRATOR CONTACT

The Recipient Administrator Contact's name, title, address, telephone number, and e-mail address are:

(Technical)
Name
Street Address
City, State Zip Code
Phone Number
E-mail Address

(Administrative)
Name
Street Address
City, State Zip Code
Phone Number
E-mail Address

3. JOINT VENTURE MEMBERS (if Joint Venture)

The organizations named below are approved as Joint Venture (JV) members under this award.

- 1) Name, City, State
- 2) Name, City, State

Any changes to the composition of a JV, including the addition or substitution of a JV member, must be approved in writing by the NIST Grants Officer. No costs may be incurred by any new JV member(s) prior to the NIST Grants Officer's written approval of the new member and the revised JV Agreement.

4. NIST GRANTS OFFICER

The NIST Grants Officer's name, address, telephone number, and e-mail address are:

Name
National Institute of Standards and Technology
100 Bureau Drive, Stop 1650
Gaithersburg, MD 20899-1650
(301) 975-XXXX
XXXX.XXXX@nist.gov

5. NIST GRANTS SPECIALIST

The NIST Grants Specialist's name, address, telephone number and e-mail address are:

Name
National Institute of Standards and Technology
100 Bureau Drive, Stop 1650
Gaithersburg, MD 20899-1650
(301) 975-XXXX
XXXX.XXXX@nist.gov

6. NIST PROJECT MANAGER

The NIST Project Manager's name, address, telephone number, and e-mail address are:

Project Manager's Name
National Institute of Standards and Technology
Technology Innovation Program
100 Bureau Drive, Stop XXXX
Gaithersburg, MD 20899-XXXX
(301) 975-XXXX
XXXX.XXXX@nist.gov

7. PROJECT DESCRIPTION

All research shall be conducted in accordance with the Recipient's proposal dated XX/XX/XX, and all revisions/late documentation dated XX/XX/XX, including revised budget dated XX/XX/XX.

8. FUNDING LIMITATIONS

(Multi-year, incrementally funded awards)

The scope of work and budget incorporated into this award covers a xxxxxx-year period (referred to as the "project period") for a total amount of \$xxxxxxxxxxxxxx in Federal funds. However, Federal funding available at this time is limited to \$xxxxxxxx for the first year period from xx/xx/xx through xx/xx/xx (referred to as the "budget period"). Receipt of any funding beyond the first year up to the level projected under this award is contingent upon the availability of funds, satisfactory performance, and continued relevance to program objectives, and will be at the sole discretion of the National Institute of Standards and Technology (NIST). The Recipient may not obligate, incur any expenditure, nor engage in any activity that involves a commitment of Federal funds under this award in excess of the Federal amount presently available. The Federal Government has no legal liability for payment of any funds that have not been made available for the award. If additional funds are not made available, any expenses incurred related to closeout activities must be funded from the amount already made available under this award. The notice of availability or non-availability of additional funding for the subsequent year(s) will be made in writing **by the NIST Grants Officer**. Only the NIST Grants Officer is authorized to obligate funds. No other verbal or written notice should be relied upon by the Recipient. In the absence of a written notice, no assumption should be made by the Recipient that subsequent year(s) funds will be authorized.

Annual budget amounts and periods:

Year 1: \$000,000 (From XX/XX/XX to XX/XX/XX)
Year 2: \$000,000 (From XX/XX/XX to XX/XX/XX)
Year 3: \$000,000 (From XX/XX/XX to XX/XX/XX)
Year 4: \$000,000 (From XX/XX/XX to XX/XX/XX)
Year 5: \$000,000 (From XX/XX/XX to XX/XX/XX)

or

8. FUNDING

(Fully funded awards)

This award is fully funded. Refer to SAC 10, regarding Award Payments, for maximum annual withdrawal limits.

Annual budget amounts and periods

Year 1: \$000,000 (From XX/XX/XX to XX/XX/XX)
Year 2: \$000,000 (From XX/XX/XX to XX/XX/XX)
Year 3: \$000,000 (From XX/XX/XX to XX/XX/XX)
Year 4: \$000,000 (From XX/XX/XX to XX/XX/XX)
Year 5: \$000,000 (From XX/XX/XX to XX/XX/XX)

9. COST SHARING

(Single Companies)

Annual cost sharing applicable to this award shall be as follows:

Recipient	Federal
Year 1: \$000,000 (XX%)	\$000,000 (XX%)
Year 2: \$000,000 (XX%)	\$000,000 (XX%)
Year 3: \$000,000 (XX%)	\$000,000 (XX%)

The Recipient must meet its required cost sharing on an annual basis throughout the award. Additionally, all indirect costs must be paid for by the Recipient's share. No Federal funds may be used to pay for any indirect costs.

(JVs only)

Annual cost sharing applicable to this award shall be as follows:

Recipient	Federal
Year 1: \$000,000 (XX%)	\$000,000 (XX%)
Year 2: \$000,000 (XX%)	\$000,000 (XX%)
Year 3: \$000,000 (XX%)	\$000,000 (XX%)
Year 4: \$000,000 (XX%)	\$000,000 (XX%)
Year 5: \$000,000 (XX%)	\$000,000 (XX%)

The Recipient must meet its required cost sharing on an annual basis throughout the award. Additionally, all indirect costs must be paid for by the Recipient's share. No Federal funds may be used to pay for any indirect costs.

The JV Administrator must ensure that the JV's overall required cost sharing is met each year throughout the award. Each JV member is responsible for meeting or exceeding its required cost sharing in accordance with its approved budget.

**10. AMENDMENT TO DEPARTMENT OF COMMERCE
FINANCIAL ASSISTANCE STANDARD TERMS
AND CONDITIONS, DATED MARCH 2008,
SECTION A.02, AWARD PAYMENTS**

a. The advance method of payment shall be authorized unless otherwise specified in a special award condition.

b. Payments will be made through electronic funds transfers, using the Department of Treasury's Automated Standard Application for Payment (ASAP) system, and in accordance with the requirements of the Debt Collection Improvement Act of 1996. The following information is required when making withdrawals for this award:

(1) ASAP account identification (id) = award number found on the cover sheet of this award; (2) Agency Location Code (ALC) = 13060001; and (3) Region Code = 01. Recipients do not need to submit a "Request for Advance or Reimbursement" (SF-270) for payments relating to this award.

If you are not currently enrolled in the ASAP system, you must provide the NIST Grants Officer with a Point of Contact name, e-mail address, mailing address, telephone number, and EIN/TIN and DUNS numbers of your organization that are consistent with the information on the Central Contractor Registration (CCR) (www.ccr.gov) in order for the Federal Awarding Agency Enrollment Initiator (EI) to begin the on-line enrollment. For complex organizations with multiple EIN/TIN and DUNS numbers, the EIN/TIN and DUNS number MUST be the numbers for the applying organization from the SF-424 (R&R) application form. Organizations that provide incorrect/inconsistent EIN/TIN and DUNS numbers may experience significant delays in receiving funds. Please confirm that the EIN/TIN and DUNS numbers are consistent with the information on the CCR. If you have questions concerning this requirement, please contact the Grants Specialist responsible for this award. If you have questions on the electronic process' step-by-step instructions, you may contact your responsible Regional Finance Center.

c. Advances taken through the ASAP shall be limited to the minimum amounts necessary to meet immediate disbursement needs. Advanced funds not disbursed in a timely manner must be promptly returned, via an ASAP credit, to the account from which the advanced funding was withdrawn. **Advances shall be for periods not to exceed 30 days.**

d. This award has the following control or withdrawal limits set in ASAP:

- None
- Agency Review required for all withdrawals (see explanation below)
- Agency Review required for all withdrawal requests over \$_____ (see explanation below)

Maximum Draw Amount controls (see explanation below):

\$_____ each month

\$_____ each quarter

\$_____ each year

\$ yearly amounts as identified in the Funding SAC above.

Explanation: TIP risk management, accountability, and transparency.

e. Funds that have been withdrawn through ASAP may be returned to ASAP via the Automated Clearing House (ACH) or via FEDWIRE. The ACH or FEDWIRE transaction can only be done by the Recipient's financial institution. Full or partial amounts of payments received by a Payment Requestor/Recipient Organization may be returned to ASAP. All funds returned to the ASAP system will be credited to the ASAP Suspense Account. The Suspense Account allows the Regional Financial Center to monitor returned items and ensure that funds are properly credited to the correct ASAP account. Returned funds that cannot be identified and classified to an ASAP account will be dishonored and returned to the originating depository financial institution (ODFI).

f. It is essential that the Payment Requestor/Recipient Organization provide its financial institution with ASAP account information (ALC, Recipient ID, and Account ID) to which the return is to be credited. Additional detailed information can be found at:

<http://www.fms.treas.gov/asap/pay-return2.pdf>

11. NEW FINANCIAL REPORTING FORM (SF-425):

Deviation to Replace the References to Financial Reporting Forms in the Department of Commerce (DoC) Financial Assistance Standard Term and Condition A.01, entitled "Financial Reports," and B.01, "Performance (Technical Reports)" and Use of Approved OMB Form SF-425 as Authorized Under Uniform Administrative Requirements For Financial Reporting:

The references to Financial Reporting Form SF-269 in the DoC Standard Terms & Conditions are hereby replaced with the SF-425, "*Federal Financial Report*," as required by OMB (73 FR 61175, October 15, 2008). As authorized under 15 CFR §§ 14.52 and 24.41, **the OMB approved SF-425 shall be used in the place of the SF-269 and SF-272** under the uniform administrative requirements and elsewhere under this award where such forms are referenced. Submissions using any form other than the SF-425 will not be accepted.

12. UNIVERSAL IDENTIFIER AND CENTRAL CONTRACTOR REGISTRATION REQUIREMENTS

In accordance with Office of Management and Budget guidance pertaining to Universal Identifier and Central Contractor Registration Requirements, as published in the Federal Register on September 14, 2010 (75 FR 55671), grantees must comply with the requirements contained in 2 C.F.R. Part 25, Appendix A to Part 25 — Award Term, which is incorporated as a term of this award by the attached Special Award Condition.

PART 25—UNIVERSAL IDENTIFIER AND CENTRAL CONTRACTOR REGISTRATION is available at:

http://ecfr.gpoaccess.gov/cgi/t/text/text-idx?c=ecfr&tpl=/ecfrbrowse/Title02/2cfr25_main_02.tpl

13. REPORTING SUBAWARDS AND EXECUTIVE COMPENSATION

In accordance with Office of Management and Budget guidance pertaining to Requirements for Federal Funding Accountability and Transparency Act Implementation as published in the Federal Register on September 14, 2010 (75 FR 55663), grantees must comply with the requirements contained in 2 C.F.R. Part 170, Appendix A to Part 170—Award Term, which is incorporated as a term of this award by the attached Special Award Condition.

PART 170—REPORTING SUBAWARD AND EXECUTIVE COMPENSATION INFORMATION is available at:

http://ecfr.gpoaccess.gov/cgi/t/text/text-idx?c=ecfr&tpl=/ecfrbrowse/Title02/2cfr170_main_02.tpl

14. INDIVIDUAL BACKGROUND SCREENING: (DEVIATION FROM DOC FINANCIAL ASSISTANCE STANDARD TERMS AND CONDITIONS, SECTION F, DATED MARCH 2008)

Notwithstanding the requirements pertaining to Individual Background Screening set forth in Section F of the Department of Commerce (DOC) Standard Terms and Conditions (March 2008), Individual Background Screening will be conducted in accordance with the updated guidance contained in Chapter 21 (February 2010) of the DOC Grants and Cooperative Agreements Interim Manual. The guidance may be viewed on line at <http://oamweb.osec.doc.gov/docs/revisedchapter21020210.pdf>.

XX. FEDERAL TRADE COMMISSION (FTC) AND DEPARTMENT OF JUSTICE (DOJ) NOTIFICATION (JVs only)

Within thirty (30) calendar days of the date of this award, the Recipient shall provide notification to the FTC and DOJ of the formation of a JV. The Recipient shall provide the NIST Grants Officer with a copy of this notification prior to release of funds under this award, as prescribed by 15 C.F.R. Sec. 296.7. (A sample notification letter is attached.)

XX. GO/NO-GO DECISION POINT

The Recipient must provide to the TIP Project Manager, in writing **within 60 days** of project start date, the key decision points for the project at which the Recipient will evaluate technical progress made and link the project scope to the project impact.

XX. REQUIREMENT FOR INDIRECT COST RATE

Recipients, including JV members if a JV, who will apply indirect costs as cost sharing must have an approved indirect cost rate from a cognizant Federal agency. An indirect cost rate has not been established by a cognizant Federal agency for _____.

Therefore, an initial indirect cost rate proposal must be submitted to the U.S. Department of Commerce's Office of Acquisition Management within 90 days of the award start date and a copy of the transmittal letter provided to the NIST Grants Officer per instructions set forth in the March 2008 Department of Commerce Financial Assistance Standard Terms and Conditions, Section A.05. For a complete description of the Department of Commerce's indirect cost rate requirements please go to <http://oam.eas.commerce.gov/docs/Indirect%20Cost%20Rate%20Proposal%20Instructions%20-%20Sept%2009.pdf>

Recipients, including members if a JV, are reminded that indirect cost rate proposals must be submitted annually.

XX. REQUIREMENT OF ACCOUNTING SYSTEM CERTIFICATION (New Recipients)

The Recipient, whether receiving Federal funds or only providing cost sharing, must have a functioning financial management system that meets the provisions of 15 C.F.R. 14.21 to ensure proper accountability of funds. Therefore, _____ must submit an Accounting System Certification, issued by an Independent Certified Public Accountant (CPA), to the NIST Grants Officer **within 60 days** from the start date of the performance period of this award. (A sample Accounting System Certification is attached.)

Pursuant to 15 C.F.R. 14.22 (e), "Payment," the Recipient, will be placed on reimbursement only. Copies of supporting documentation to validate all costs contained in each request for reimbursement must be provided to the NIST Grants Officer until such time as the NIST Grants Officer amends this award to remove this condition. The condition will be removed by the NIST Grants Officer when the Recipient demonstrates satisfactory compliance with the requirement for an Accounting System Certification. Upon removal of the condition, for fully funded awards, maximum annual withdrawal limits consistent with the approved budget will be put into effect to maintain transparency and accountability.

XX. SPECIAL CONDITION FOR CORRECTIVE ACTION *[If the Recipient performs poorly, is financially unstable, or otherwise meets requirements for corrective action under 15 C.F.R. 14.14. A Corrective Action Special Award Condition states the nature of the additional requirements, the reason why the additional requirements are being imposed, the nature of the corrective action needed, the time allowed for completing the corrective actions and the method for requesting reconsideration of the additional requirements imposed.]*

The above requirements have been established pursuant to the information contained in SAC number _____ of this award. The NIST Grants Officer, upon the Recipient's demonstration of taking corrective action to _____ may lift these requirements.

XX. ENFORCEMENT ACTION *[Enforcement action pursuant to 15 C.F.R. 14.62 or 15 C.F.R. 24.43.]*

The above requirements have been established because the Recipient has failed to comply with corrective action notice from the NIST Grants Officer dated _____. The NIST Grants Officer, upon the Recipient's demonstration of taking corrective action to _____, may lift these requirements.

XX. RESTRICTION ON USE OF VERTEBRATE ANIMALS

Based upon information submitted by the Recipient and reviewed by the appropriate NIST officials, NIST has determined that the proposed research complies, as applicable, with the Animal Welfare Act as amended (7 U.S.C. §§ 2131-2159), and implementing regulations found at, 9 C.F.R. parts 1, 2, and 3. Therefore, the proposed research involving vertebrate animals is approved for

- Facility 1 - (company/vendor (Species))
- Facility 2 - (company/vendor (Species))
- Facility 3 - (company/vendor (Species))

which is (are) the only facility(ies) authorized to conduct research involving vertebrate animals under this award.

In order to continue research involving vertebrate animals, the Recipient must maintain the following valid, current approvals, and certifications.

Facility 1:

(Required)

Protocol # _____ (Protocol title and animal species)
Expiration date XX/XX/XX

(Select one of the following)

Animal Welfare Assurance # _____
Expiration date XX/XX/XX

OR

USDA # _____
Expiration date XX/XX/XX
(Required)

AND/OR

(For research projects that only involve rodents, birds or fish)

AAALAC Certification # _____
Expiration date XX/XX/XX

Facility 2:

(Required)

Protocol# _____ (Protocol title and animal species)
Expiration date XX/XX/XX

(Select one of the following)

Animal Welfare Assurance # _____
Expiration date XX/XX/XX

USDA # _____
Expiration date XX/XX/XX

OR

(For research projects that only involve rodents, birds or fish)

AAALAC Certification # _____
(species)
Expiration date XX/XX/XX

To be consistent with Federal-wide practice, NIST is now accepting documentation identifying the assurance designation (e.g., OLAW animal welfare assurance number, USDA certificate number, or stipulation of AAALAC accreditation) in lieu of submitting an actual copy of applicable institutional credentials (e.g., OLAW animal welfare assurance designation, USDA certificate, or AAALAC letter of accreditation). Since verification that assurances are valid and current can be made through official websites, generally only documentation of the applicable credential's identifier linked to the institution performing the animal studies is needed. NIST reserves the right to request a copy of the applicable institutional credentials (e.g., OLAW animal welfare assurance designation, USDA certificate, or AAALAC letter of accreditation), as warranted. The Recipient shall provide NIST with documentation identifying each institution's identifier linked to the applicable credentials when applying for the renewal or amendment to any animal study approvals, along with signed and dated documentation from the IACUC and/or the cognizant certifying body of IACUC approval, including any interim or renewal reporting requirements, no later than the expiration date shown above. The Recipient shall provide information on continuing review of the animal study proposal (ASP) as it occurs. The Recipient shall immediately inform the TIP Project Manager and NIST Grants Officer in writing of any proposed deviations from the procedures involving vertebrate animals approved by NIST during the project period, and submit evidence of approval of the revised ASP by the IACUC for NIST review. In addition, the Recipient shall immediately inform the TIP Project Manager and NIST Grants Officer in writing of any proposed change in 1) the relationship with the currently approved cognizant IACUC, or 2) the location of the animals from the approved location. For further information, please refer to the booklet entitled, "Guidelines and Documentation Requirements for Research Involving Human and Animal Subjects," available on the TIP website at <http://www.nist.gov/tip/helpful-resources.cfm>

For DEFERRAL

XX. DEFERRAL OF REVIEW OF USE OF VERTEBRATE ANIMALS

Research at <facility> involving <type of animal> is proposed for <timeframe>. No work at this facility may be undertaken, conducted, or costs incurred or charged to this project, until the required documentation has been submitted by the Recipient and approved in writing by the NIST Grants Officer. Documentation requirements are identified in Term #20 of the December 2009 TIP General Terms and Conditions entitled "Care and Use of Vertebrate Animals" and are set forth in the booklet entitled, "TIP Guidelines and Documentation Requirements for Research Involving Human and Animal Subjects," available on the TIP web site at <http://www.nist.gov/tip/helpful-resources.cfm>

XX. HUMAN SUBJECT RESEARCH

(Generally, one of the following terms is included, as applicable.)

XX. HUMAN SUBJECT RESEARCH EXEMPTION

Based upon a review of the proposal and documentation dated XX/XX/XX and ____ XX, 201X, NIST has determined that the involvement of human subjects in research identified in this project meets the criteria to qualify for an exemption under 15 C.F.R. 27.101() (), Protection of Human Subjects, which states:

" _____ "

(For contract research)

This exemption applies exclusively to the use of (cell, blood...) in the approved research tasks undertaken by (name of the sub) under this award as referenced in the correspondence dated ____ XX, 201X and ____ XX, 201X.

(For vendors:)

This exemption applies exclusively to the use of (cells, blood...) obtained from (name of the vendor(s)) as referenced in the correspondence dated ____ XX, 201X and ____ XX, 201X

No other involvement of human subjects in research is authorized by NIST within this project.

If the conditions upon which this exemption is based change in any way, the Recipient must notify the NIST Grants Officer immediately in writing and obtain prior written approval from the NIST Grants Officer before proceeding with any further research involving human subjects.

By accepting this award, the Recipient certifies to the accuracy of the documentation cited above.

For DEFERRAL

XX. DEFERRAL OF REVIEW OF USE OF HUMAN SUBJECTS

Based upon a review of the proposal and documentation dated ____ XX, 201X and ____ XX, 201X, NIST has determined that the involvement of human subjects in research identified herein meets the criteria to qualify for a deferred review. This award is made in accordance with 15 C.F.R. 27.118, which permits research that does not involve human subjects to proceed even though human subjects may be involved at a later stage during the project period. In accordance with the December 2010 TIP General Terms and Conditions #20, the Recipient must submit the following documentation prior to ____ (yr/mo) of the project and prior to any research that may involve human subjects, to the TIP Project Manager for review and approval by appropriate NIST officials:

Documentation establishing approval of the project by an Institutional Review Board (IRB) qualified under 15 C.F.R. 27.103, OR

Documentation to support an exemption for the project pursuant to 15 C.F.R. 27.101(b).

The documentation requirements are available on the TIP web site <http://www.nist.gov/tip/helpful-resources.cfm> outlined in the TIP booklet titled "Guidelines and Documentation Requirements for Research Involving Human and Animal Subjects." No involvement of human subjects in research may be undertaken or conducted, or costs involving human subjects research incurred or charged to the project, until the NIST Grants Officer's approval of the above documentation is obtained in writing.

FOR FULL IRB REVIEW

XX. PROTECTION OF HUMAN SUBJECTS

The Recipient has satisfied the requirements set forth in the December 2009 TIP General Terms and Conditions, #20, related to the Protection of Human Subjects in research. Based upon the proposal and the Recipient's information dated ____ X, 200X, the following specific involvement of human subjects in research is hereby approved by the NIST Grants Officer.

Facility 1 (name of the company or university, hospital etc. if different from the Recipient, *i.e.*, name of the facility where the IRB is located is different from the Facility where the research is taking place, which is often the case! Otherwise delete this line.)

(Title and/or number of protocol approved by the IRB)

IRB approval date: _____ X, 20XX

Assurance of compliance number _____ for the IRB that approved the protocol

By accepting this award, the Recipient certifies to the accuracy of the documentation cited above.

An updated IRB approval is required each year per the renewal date assigned by the IRB and must be submitted to NIST for review and approval until the project is completed.

No other involvement of human subjects in research may be undertaken or conducted, or costs involving human subjects research incurred or charged to the project, except as specified in the study plan and the informed consent forms that were received and approved by the IRB and NIST.

If the conditions upon which the IRB approval is based should change in any way, the Recipient shall immediately notify the NIST Grants Officer in writing of the specific change, including the IRB's written approval of the change, and shall obtain prior written approval from the NIST Grants Officer before proceeding with implementing any change.

XX. RESTRICTIONS ON UNIVERSITY CONTRACT

(Common example of SAC for conflict of interest involving university contractor.)

The Recipient has indicated its need to use the services of the University of *(Insert name)* as a contractor under this award. The Recipient has also indicated that Dr. *(Insert name)* who is designated to serve as a consultant to the project under that contract *(Indicate the nature of the conflict)*: holds an ownership interest in *(Insert Recipient company name)*, serves on the board of directors of the company, and/or was an officer of the company when the contract to the University of *(Insert name)* was awarded. In order to avoid any real or apparent conflict of interest in violation of Section J of the Department of Commerce Financial Assistance Standard Terms and Conditions, as well as 15 C.F.R. 14.42, 14.43, and 14.44, and the Recipient's Assurance provided in paragraph 3 of the SF-424B, the Recipient's records shall provide evidence that the affected party was not involved in participating in any decision to award the contract, if applicable, and the Recipient shall include no profit or fee in its payment to the University of *(Insert name)* under this contract. In addition, Dr. *(Insert name)* shall receive no compensation above his or her normal university salary as a result of participation in the project other than reimbursement for reasonable expenses associated with this work.

**XX. USE OF BLENDED LABOR RATE
AGREEMENT IN LIEU OF ACTUAL
SALARIES**

The Recipient or one or more of its JV participants, if a JV, has identified the use of "blended labor rates" in its proposal in lieu of actual salaries. The Recipient must provide the NIST Grants Officer with a copy of its current

Federally audited and Federally approved pricing or rates agreement. For accounting and auditing purposes, the Recipient must, throughout the project period of this award, (1) maintain contemporaneous records of the actual labor hours expended and claimed on the TIP project; and (2) ensure that the appropriate labor schedule and category is used.

SPECIAL AWARD CONDITION 12:

Appendix A to Part 25—Award Term UNIVERSAL IDENTIFIER AND CENTRAL CONTRACTOR REGISTRATION

I. Central Contractor Registration and Universal Identifier Requirements

A. Requirement for Central Contractor Registration (CCR)

Unless you are exempted from this requirement under 2 CFR 25.110, you as the recipient must maintain the currency of your information in the CCR until you submit the final financial report required under this award or receive the final payment, whichever is later. This requires that you review and update the information at least annually after the initial registration, and more frequently if required by changes in your information or another award term.

B. Requirement for Data Universal Numbering System (DUNS) Numbers

If you are authorized to make subawards under this award, you:

1. Must notify potential subrecipients that no entity (see definition in paragraph C of this award term) may receive a subaward from you unless the entity has provided its DUNS number to you.
2. May not make a subaward to an entity unless the entity has provided its DUNS number to you.

C. Definitions

For purposes of this award term:

1. *Central Contractor Registration (CCR)* means the Federal repository into which an entity must provide information required for the conduct of business as a recipient. Additional information about registration procedures may be found at the CCR Internet site (currently at <http://www.ccr.gov>).
2. *Data Universal Numbering System (DUNS) number* means the nine-digit number established and assigned by Dun and Bradstreet, Inc. (D&B) to uniquely identify business entities. A DUNS number may be obtained from D&B by telephone (currently 866-705-5711) or the Internet (currently at <http://fedgov.dnb.com/webform>).
3. *Entity*, as it is used in this award term, means all of the following, as defined at 2 CFR part 25, subpart C:
 - a. A Governmental organization, which is a State, local government, or Indian Tribe;
 - b. A foreign public entity;
 - c. A domestic or foreign nonprofit organization;
 - d. A domestic or foreign for-profit organization; and
 - e. A Federal agency, but only as a subrecipient under an award or subaward to a non-Federal entity.
4. *Subaward*:
 - a. This term means a legal instrument to provide support for the performance of any portion of the substantive project or program for which you received this award and that you as the recipient award to an eligible subrecipient.
 - b. The term does not include your procurement of property and services needed to carry out the project or program (for further explanation, see Sec. __.210 of the attachment to OMB Circular A-133, "Audits of States, Local Governments, and Non-Profit Organizations").
 - c. A subaward may be provided through any legal agreement, including an agreement that you consider a contract.
5. *Subrecipient* means an entity that:
 - a. Receives a subaward from you under this award; and
 - b. Is accountable to you for the use of the Federal funds provided by the subaward.

SPECIAL AWARD CONDITION 13:

Appendix A to Part 170—Award Term REPORTING SUBAWARDS AND EXECUTIVE COMPENSATION

I. Reporting Subawards and Executive Compensation.

a. *Reporting of first-tier subawards.*

1. *Applicability.* Unless you are exempt as provided in paragraph d. of this award term, you must report each action that obligates \$25,000 or more in Federal funds that does not include Recovery funds (as defined in section 1512(a)(2) of the American Recovery and Reinvestment Act of 2009, Pub. L. 111–5) for a subaward to an entity (see definitions in paragraph e. of this award term).

2. *Where and when to report.*

i. You must report each obligating action described in paragraph a.1. of this award term to <http://www.fsrs.gov>.

ii. For subaward information, report no later than the end of the month following the month in which the obligation was made. (For example, if the obligation was made on November 7, 2010, the obligation must be reported by no later than December 31, 2010.)

3. *What to report.* You must report the information about each obligating action that the submission instructions posted at <http://www.fsrs.gov> specify.

b. *Reporting Total Compensation of Recipient Executives.*

1. *Applicability and what to report.* You must report total compensation for each of your five most highly compensated executives for the preceding completed fiscal year, if—

i. the total Federal funding authorized to date under this award is \$25,000 or more;

ii. in the preceding fiscal year, you received—

(A) 80 percent or more of your annual gross revenues from Federal procurement contracts (and subcontracts) and Federal financial assistance subject to the Transparency Act, as defined at 2 CFR 170.320 (and subawards); and

(B) \$25,000,000 or more in annual gross revenues from Federal procurement contracts (and subcontracts) and Federal financial assistance subject to the Transparency Act, as defined at 2 CFR 170.320 (and subawards); and

iii. The public does not have access to information about the compensation of the executives through periodic reports filed under section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a), 78o(d)) or section 6104 of the Internal Revenue Code of 1986. (To determine if the public has access to the compensation information, see the U.S. Security and Exchange Commission total compensation filings at <http://www.sec.gov/answers/excomp.htm>.)

2. *Where and when to report.* You must report executive total compensation described in paragraph b.1. of this award term:

i. As part of your registration profile at <http://www.ccr.gov>.

ii. By the end of the month following the month in which this award is made, and annually thereafter.

c. *Reporting of Total Compensation of Subrecipient Executives.*

1. *Applicability and what to report.* Unless you are exempt as provided in paragraph d. of this award term, for each first-tier subrecipient under this award, you shall report the names and total compensation of each of the subrecipient's five most highly compensated executives for the subrecipient's preceding completed fiscal year, if—

i. in the subrecipient's preceding fiscal year, the subrecipient received—

(A) 80 percent or more of its annual gross revenues from Federal procurement contracts (and subcontracts) and Federal financial assistance subject to the Transparency Act, as defined at 2 CFR 170.320 (and subawards); and

(B) \$25,000,000 or more in annual gross revenues from Federal procurement contracts (and subcontracts), and Federal financial assistance subject to the Transparency Act (and subawards); and

ii. The public does not have access to information about the compensation of the executives through periodic reports filed under section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a), 78o(d)) or section 6104 of the Internal Revenue Code of 1986. (To determine if the public has access to the compensation information, see the U.S. Security and Exchange Commission total compensation filings at <http://www.sec.gov/answers/excomp.htm>.)

2. *Where and when to report.* You must report subrecipient executive total compensation described in paragraph c.1. of this award term:

i. To the recipient.

ii. By the end of the month following the month during which you make the subaward. For example, if a subaward is obligated on any date during the month of October of a given year (*i.e.*, between October 1 and 31), you must report any required compensation information of the subrecipient by November 30 of that year.

d. *Exemptions*

If, in the previous tax year, you had gross income, from all sources, under \$300,000, you are exempt from the requirements to report:

i. Subawards,

and

ii. The total compensation of the five most highly compensated executives of any subrecipient.

e. *Definitions.* For purposes of this award term:

1. *Entity* means all of the following, as defined in 2 CFR part 25:

i. A Governmental organization, which is a State, local government, or Indian tribe;

ii. A foreign public entity;

iii. A domestic or foreign nonprofit organization;

iv. A domestic or foreign for-profit organization;

v. A Federal agency, but only as a subrecipient under an award or subaward to a non-Federal entity.

2. *Executive* means officers, managing partners, or any other employees in management positions.

3. *Subaward:*

i. This term means a legal instrument to provide support for the performance of any portion of the substantive project or program for which you received this award and that you as the recipient award to an eligible subrecipient.

ii. The term does not include your procurement of property and services needed to carry out the project or program (for further explanation, see Sec. __ .210 of the attachment to OMB Circular A-133, "Audits of States, Local Governments, and Non-Profit Organizations").

iii. A subaward may be provided through any legal agreement, including an agreement that you or a subrecipient considers a contract.

4. *Subrecipient* means an entity that:

- i. Receives a subaward from you (the recipient) under this award; and
- ii. Is accountable to you for the use of the Federal funds provided by the subaward.

5. *Total compensation* means the cash and noncash dollar value earned by the executive during the recipient's or subrecipient's preceding fiscal year and includes the following (for more information see 17 CFR 229.402(c)(2)):

i. *Salary and bonus*.

ii. *Awards of stock, stock options, and stock appreciation rights*. Use the dollar amount recognized for financial statement reporting purposes with respect to the fiscal year in accordance with the Statement of Financial Accounting Standards No. 123 (Revised 2004) (FAS 123R), Shared Based Payments.

iii. *Earnings for services under non-equity incentive plans*. This does not include group life, health, hospitalization or medical reimbursement plans that do not discriminate in favor of executives, and are available generally to all salaried employees.

iv. *Change in pension value*. This is the change in present value of defined benefit and actuarial pension plans.

v. *Above-market earnings on deferred compensation which is not tax-qualified*.

vi. Other compensation, if the aggregate value of all such other compensation (e.g. severance, termination payments, value of life insurance paid on behalf of the employee, perquisites or property) for the executive exceeds \$10,000.