

# Federal Award Terms and Conditions

The U.S. Department of Labor (USDOL) is authorized to fund and administer this international project under the Consolidated Appropriations Act 2019 ([Public Law 115-245 \(Division B, Title I\)](#)), which is hereby incorporated into these terms and conditions of award. See section VII for selected excerpts.

## I. ORDER OF PRECEDENCE

In the event of any inconsistency, the following order of precedence shall apply to USDOL award funds:

1. Applicable appropriations
2. Applicable federal statutes and regulations
3. These terms and conditions of award
4. Most recent Management Procedures and Guidelines (MPG)
5. Recipient's written internal policies and procedures (e.g., a PIO's or NGO's Financial Rules, Regulations and Procedures)

See the Bureau of International Labor Affairs' (ILAB's) website for selected resources:

<https://www.dol.gov/agencies/ilab/resources/grants>. The recipient is responsible for staying up to date on current policies, procedures and guidance.

## II. FUNDING OPPORTUNITY ANNOUNCEMENT

The Funding Opportunity Announcement (FOA), [FOA-ILAB-19-XX](#), FOA title and any amendments are hereby incorporated into this agreement. Recipients are bound by the authorizations, restrictions and requirements contained in the FOA. If there is any inconsistency between the FOA and any statute, regulation, guidance or cost principle, the statute, regulation, guidance or cost principle takes precedence in matters relating to USDOL award funds.

## III. TECHNICAL AND COST PROPOSALS

The recipient's technical proposal (including attachments to the technical proposal) and cost proposal are hereby incorporated into this agreement and will serve as the framework for project implementation until a Project Document Package is approved by USDOL. Any technical or cost proposal materials that were revised between the time of application and the time of award are attached to this award package. If there is any inconsistency between the technical and cost proposals and any statute, regulation, guidance or cost principle, the statute, regulation, guidance or cost principle takes precedence in matters relating to USDOL award funds.

## IV. PROJECT DOCUMENT PACKAGE

The recipient is required to carry out a review of the project strategy and budget outlined in their technical and cost proposals in consultation with the Grant Officer's Representative (GOR) within the timeframe specified in the MPG in order to produce the Project Document Package. If adjustments to the project and/or the budget, above thresholds established in the MPG, terms and conditions of award and/or the regulations, are deemed necessary following this review, then the recipient will be required to submit a project revision request to the GOR.

## **V. APPROVED BUDGET**

In order for a cost supported by the award to be considered allowable, it must be adequately documented, and meet the other requirements for allowability. See 2 CFR 200.403 for factors that affect the allowability of costs.

Notwithstanding 2 CFR 2900.1 and except for any restricted costs listed in section VI. F Funding Restrictions, for this award, approval of the budget as awarded constitutes prior approval of those items requiring prior approval, including those items specified in the cost principles, MPG, or terms and conditions of award. Approval of the requested budget does not release the recipient from the responsibility to support only allowable costs from awarded funds throughout the life of the award. Approval does not necessarily prevent audit findings related to approved costs.

The Grant Officer is the only official with the authority to provide prior written approval. If there is any inconsistency between items in the budget documents and any statute, regulation, guidance or cost principle, the statute, regulation, guidance or cost principle take precedence in matters relating to USDOL award funds.

## **VI. PROGRAM REQUIREMENTS**

### **A. Period of Performance**

This award has a period of performance starting on \_\_\_\_ and ending on \_\_\_\_.

### **B. Award Acceptance**

The signature on the SF-424, including electronic signature via e-authentication on <http://www.grants.gov>, of the Authorized Organization Representative (AOR) constitutes a binding offer and constitutes agreement to the terms and conditions of award. This award may be provided with or without pre-award discussions. USDOL reserves the right to withdraw the award if activity does not begin upon award and/or as a remedy for non-compliance as described in 2 CFR 200.338-339.

### **C. Project Implementation Requirements and Deliverables**

Funds provided by USDOL for this award are subject to all post-award requirements outlined in 2 CFR Part 200, 2 CFR Part 2900, the FOA, terms and conditions of award and the most recent MPG. The MPG provides general management procedures and guidance for recipients of USDOL awards in areas that may not be explicitly detailed elsewhere. The MPG in effect at the time of award is sent to each recipient as part of the award package. USDOL may revise the MPG annually and/or as needed and any new or revised provisions will apply to this award. For the latest version, please see the Grants & Contracts page, under Resources on the ILAB website, as referenced in section I of these terms and conditions of award.

### **D. Evaluation**

For all recipients, evaluations will be handled as described in the FOA and in the MPG.

### **E. Key Personnel**

Individuals who fill positions designated by USDOL as key personnel positions must begin work on the project no later than 45 calendar days after the award start date. The recipient is required to consult

with the GOR following award and must adequately demonstrate that the proposed candidates meet all the minimum requirements listed in the FOA.

The key personnel for this award as defined in the FOA are:

Full name: \_\_\_\_\_

Position on the project: \_\_\_\_\_

Employer organization name: \_\_\_\_\_

Position requirements (as listed in the FOA):

- \_\_\_\_\_

#### **F. Funding Restrictions and/or other Conditions of Award**

The following funding restrictions and/or other conditions of award apply unless prior written approval is received:

- Award funds must not duplicate existing foreign government activities or substitute for activities that are the responsibility of the foreign government. Any award funds budgeted to support host country governments during the life of the award require USDOL prior approval in accordance with the MPG.
- \_\_\_\_\_

#### **G. Site Visits**

USDOL, through its authorized representatives, has the right, at all reasonable times, to make site visits to review project accomplishments, financial and performance records, fiscal and administrative control systems and to provide such technical assistance as may be required. USDOL intends to make every effort to notify the recipient at least two weeks in advance of any trip to the USDOL-funded project site. If USDOL makes any site visit on the premises of a recipient or a subrecipient(s), the recipient must provide, and must require its subrecipient(s) to provide, all reasonable facilities and assistance for the safety and convenience of government officials in the performance of their duties. All site visits and evaluations are expected to be performed in a manner designed to not unduly delay or disrupt the implementation of the project.

### **VII. FY2019 APPROPRIATIONS REQUIREMENTS**

#### **A. Funding for Travel to and from Meetings with an Executive Branch Agency (P.L.116-6, Division D, Title VII, Section 738(d))**

Award funds may not be used for the purposes of defraying the costs of a conference held by any Executive branch department, agency, board, commission, or office unless it is directly and programmatically related to the purpose of the award.

#### **B. Buy American Act Notice (P.L. 116-6, Division D, Title VI, Sections 606 and 607; Exec. Order 13788)**

By drawing down funds, the recipient agrees to comply with Chapter 83 of title 41, United States Code (commonly known as the "Buy American Act"). Additionally, no funds may be made available to any person or entity that has been convicted of violating the Buy American Act.

#### **C. Reporting of Waste, Fraud and Abuse (P.L. 116-6, Division D, Title VII, Section 742)**

No entity receiving federal funds may require employees or contractors seeking to report fraud, waste, or abuse to sign internal confidentiality agreements or statements prohibiting or otherwise restricting such employees or contractors from lawfully reporting such waste, fraud, or abuse to a designated investigative or law enforcement representative of a federal department or agency authorized to receive such information.

**D. Prohibition on Procuring Goods Obtained Through Forced or Indentured Child Labor** (P.L. 115-245, Division B, Title I, Section 103)

No funds may be obligated or expended for the procurement of goods mined, produced, manufactured, or harvested or services rendered, in whole or in part, by forced or indentured child labor in industries and host countries identified by the DOL prior to December 18, 2015. DOL has identified these goods and services here:

<http://www.dol.gov/ilab/reports/child-labor/list-of-products/index-country.htm>

**E. Acknowledgement of Federal Funding** (P.L. 115-245, Division B, Title V, Section 505)

In general, all publicly disseminated print or electronic materials prepared with USDOL/ILAB award funds must contain an acknowledgment of such funding.

See the MPG section on Guidelines for Acknowledgement of USDOL Funding and USDOL Disclaimer for more information.

**F. Restriction on Health Benefits Coverage for Abortions** (P.L. 115-245, Division B, Title V, Sections 506 and 507)

Award funds may not be used for health benefits coverage that includes coverage of abortions, except as provided in sections 506 and 507.

**G. Restriction on the Promotion of Drug Legalization** (P.L. 115-245, Division B, Title V, Section 509)

Award funds may not be used for any activity that promotes the legalization of any drug or other substance included in schedule I of the schedules of controlled substances established under section 202 of the Controlled Substances Act except for normal and recognized executive-congressional communications or where there is significant medical evidence of a therapeutic advantage to the use of such drug or other substance or that federally sponsored clinical trials are being conducted to determine therapeutic advantage.

**H. Restriction on Purchase of Sterile Needles or Syringes** (P.L. 115-245, Division B, Title V, Section 529)

Award funds may not be used to purchase sterile needles or syringes for the hypodermic injection of any illegal drug.

**I. Requirement for Blocking Pornography** (P.L. 115-245, Division B, Title V, Section 520)

Award funds may not be used to maintain or establish a computer network unless such network blocks the viewing, downloading, and exchanging of pornography.

**VIII. ADMINISTRATIVE REQUIREMENTS**

This award is subject to the following administrative requirements and any other applicable standards

that come into effect during the term of the award.

U.S. organizations:

Non-profit organizations, educational institutions, and state, local and Indian tribal governments

- 2 CFR Part 200 (Administrative Requirements, Cost Principles, and Audit Requirements)

For-profit organizations

- 2 CFR Part 200 (Administrative Requirements and Cost Principles)
- 48 CFR Part 31 (Cost Principles) as directed by 2 CFR Part 200 Subpart A-E
- 29 CFR 96.32 The Secretary of Labor is responsible for those not covered by 2 CFR Part 200 Subpart F (Audit Requirements) as implemented in the Audits and Attestation Engagements section of this document.

Non-U.S. organizations: including foreign organizations and public international organizations

- 2 CFR Part 200 (Administrative Requirements and Cost Principles)
- 29 CFR 96.32 The Secretary of Labor is responsible for those not covered by 2 CFR Part 200 Subpart F (Audit Requirements) as implemented in the Audits and Attestation Engagements section of this document.

The requirements of federal awards flow down to subawards provided to subrecipients unless a particular section of the regulations or of these terms and conditions of award specifically indicate otherwise.

**A. Universal Identifier Requirements**

The recipient must adhere to 2 CFR 200.300 including use of Universal Identifier and Central Contractor Registration, except as described in 2 CFR 25.110(d)(2).

The recipient must maintain a current DUNS registration in [www.sam.gov](http://www.sam.gov) until the final financial report is submitted or until the final payment is received, whichever is later. Information in [www.sam.gov](http://www.sam.gov) must be reviewed and updated at least annually after the initial registration, and more frequently if needed.

**B. Implementation of the Federal Funding Accountability and Transparency Act**

All funds provided by USDOL for this award are subject to the regulations implementing the Federal Funding Accountability and Transparency Act, Pub. L. 109-282. These requirements are found in Attachment A.

**C. Audits and Attestation Engagements**

Most recipients must comply with the single audit requirements set forth in Subpart F – Audit Requirements of the Uniform Guidance (2 CFR Part 200) and must comply with the timeframes established in those regulations for the submission of their single audits to the Federal Audit Clearinghouse. Recipients must notify their assigned GOR of each single audit conducted within the timeframe of the USDOL-funded project at the time it is submitted to the Federal Audit Clearinghouse.

All recipients are subject to project-specific attestation engagements or project-specific audits of the recipients' validation and monitoring processes, including internal and financial controls and reporting processes during the life of the award. Attestation engagements will be conducted in accordance with U.S. Government Auditing Standards and project-specific audits will be conducted in accordance with the International Standards on Auditing, and will include auditors' opinions on (1) compliance with USDOL regulations and the requirements of the award and (2) the accuracy and reliability of the recipient's financial and performance reports.

See the FOA and/or MPG section on Audits, Attestation Engagements, and Performance Evaluations for more information.

#### **D. Information Dissemination and Intellectual Property**

The recipient shall make select project materials and research outputs available to the public via the recipient's website or other means within 45 days of availability of project materials, completion of each output, or confirmation of USDOL approval. At the same time, the recipient will inform the GOR of the dissemination via email. Select materials and research outputs include but are not limited to 1) project abstracts, 2) baseline and endline studies and data sets, 3) training and other manuals and toolkits developed by the project, 4) rapid assessments, and 5) ad-hoc research products.

The recipient retains copyright ownership of works created or purchased with USDOL funds, however USDOL reserves a royalty-free non-exclusive and irrevocable right to obtain, copy, publish, or otherwise use such works for federal purposes and to authorize others to do so. See the FOA, 2 CFR 200.315, and 2 CFR 2900.13, Intangible Property.

In addition to the guidance set forth in 2 CFR 200.315(d)(3), the USDOL requires intellectual property developed under a federal award to be licensed under a Creative Commons Attribution license. This license allows subsequent users to copy, distribute, transmit and adapt the copyrighted work and requires such users to attribute the work in the manner specified by the recipient (2 CFR 2900.13 Intangible property).

See the MPG Communication section for more information.

#### **E. Program Income**

Program income, as defined by 2 CFR 200.80, generated from recipient activities, may be retained by the recipient and added to the award. It must be expended for allowable activities as described in 2 CFR 200.307 Program income.

#### **F. Property**

2 CFR 200.311-316 must be followed in the acquisition of, accounting for, and disposition of property, equipment and supplies purchased with USDOL award funds.

#### **G. Conflict of Interest**

Non-Federal entities must disclose all potential real and apparent conflicts of interest described in 2 CFR 200.318 in writing to USDOL as required by 2 CFR 200.112.

See MPG for more details.

## **IX. PUBLIC POLICY REQUIREMENTS**

This award is subject to all relevant federal appropriations, laws and executive orders, including the following public policy requirements, and any other applicable standards that come into effect during the term of the award.

- A. Equal Treatment in Department of Labor Programs for Religious Organizations; Protection of Religious Liberty of Department of Labor Social Service Providers and Beneficiaries.**  
All funds provided by USDOL for this award and any subawards are subject to this requirement as described in 29 CFR Part 2 Subpart D.
- B. Nondiscrimination in Federally Assisted Programs of the Department of Labor-- Effectuation of Title VI of the Civil Rights Act of 1964.**  
All funds provided by USDOL for this award and any subawards are subject to this requirement as described in 29 CFR Part 31.
- C. Nondiscrimination on the Basis of Handicap In Programs and Activities Receiving or Benefiting from Federal Financial Assistance.**  
All funds provided by USDOL for this award and any subawards are subject to this requirement as described in 29 CFR Part 32.
- D. Nondiscrimination on the Basis of Age in Programs or Activities Receiving Federal Financial Assistance from the Department of Labor.**  
All funds provided by USDOL for this award and any subawards are subject to this requirement as described in 29 CFR Part 35.
- E. Federal Standards for Nondiscrimination on the Basis of Sex in Education Programs or Activities Receiving Federal Financial Assistance.**  
All funds provided by USDOL for this award and any subawards are subject to this requirement as described in 29 CFR Part 36.
- F. Fly America Act**  
All funds provided by USDOL for this award and any subawards are subject to the International Air Transportation Fair Competitive Practices Act of 1974 (49 U.S.C. 40118) (Fly America Act).
- G. Restrictions on Lobbying**  
All funds provided by USDOL for this award and any subawards are subject to this requirement as described in 29 CFR Part 93.
- H. Government-wide Requirements for Drug-Free Workplace**  
All funds provided by USDOL for this award and any subawards are subject to this requirement as described in 29 CFR Part 94.
- I. Government-wide Debarment and Suspension**  
All funds provided by USDOL for this award and any subawards are subject to this requirement as

described in 2 CFR Part 180 as implemented by USDOL in 2 CFR Part 2998, including the exceptions described in 2 CFR 180.215, such as exceptions for direct awards to PIOs.

**J. Recipient Integrity and Performance Matters (for awards exceeding \$500,000)**

Recipients, whose total value of currently active grants, cooperative agreements, and procurement contracts from all federal agencies exceeds \$10,000,000 for any period of time during the project period of this award, must maintain current information in the Federal Awardee Performance and Integrity Information System (FAPIIS) about certain civil, criminal, or administrative proceedings by updating information at [www.sam.gov](http://www.sam.gov). This is a statutory requirement under section 872 of Public Law 110-417, as amended (41 U.S.C. 417b). As required by 41 U.S.C. 2313(e)(1) (section 3010 of Public Law 111-212), all information posted in FAPIIS on or after April 15, 2011, except past performance reviews, will be publicly available.

**K. Trafficking in Persons, Commercial Sex Acts, and Forced Labor**

All funds provided by USDOL for this award and any subawards are subject to this requirement as described in the Trafficking Victims Protection Act of 2000 (TVPA), as amended [22 U.S.C. 7104(g)]. See the MPG for more information.

**L. Terrorism**

U.S. law, including executive orders, prohibits transactions with, and the provision of resources and support to, individuals and organizations associated with terrorism. See the MPG for more information.

**X. AWARD ADMINISTRATION**

**A. Grant Officer's Representative**

Name: \_\_\_\_\_

Telephone: \_\_\_\_\_

Email: \_\_\_\_\_

The GOR shall monitor performance by the recipient. The GOR is authorized to approve:

- Technical matters not involving a change in the scope, cost, or conditions of this award.
- Technical and financial progress reports and the applicable monitoring and evaluation documents.
- Other project deliverables that do not result in a change in scope, cost, or terms or conditions of the award.

The GOR is authorized to review and recommend approval of requests for payment.

The GOR is not authorized to direct any action that results in a change in scope, cost, terms or conditions of this award.

**B. Grant Officer**

Requests for actions requiring Grant Officer approval, such as requests for budget revisions and administrative modifications, shall be submitted by the recipient to the GOR, who shall include recommendations with the request and forward them to the Grant Officer.

### **C. Payments**

Funds must be drawn down by the recipient through the Health and Human Services (HHS) Payment Management System ([https://pms.psc.gov/grant\\_recipients/grantrecipientinfo.html](https://pms.psc.gov/grant_recipients/grantrecipientinfo.html)).

See the applicable MPG for additional guidance.

### **D. Recipient Financial Management Systems**

The recipient's financial management systems shall provide for the requirements named in 2 CFR 200.302 Financial Management.

The amount of advances requested must be based on actual and immediate cash needs in order to minimize federal cash on hand in accordance with policies established in 2 CFR 200.305 and 2 CFR 2900.7, Payment. In the event that the recipient accrues interest above \$500 per year on funds from this award, such interest must be returned to USDOL.

See 2 CFR 200.305, 2 CFR 2900.7, Payment and the applicable MPG for more information.

### **E. Subawards**

Subawards established after the award is funded, and not proposed in the application (complete with the subaward recipient name, a description of project activity, and a subaward budget and budget narrative), require prior approval from USDOL and must comply with requirements of 2 CFR 200.201 and 2 CFR 200.330-332. Subawards are subject to audit.

The requirements of the terms and conditions of this award must be applied to any subrecipient under this award. The recipient is responsible for monitoring the subrecipient, ensuring that the terms and conditions are in all subaward packages and that the subrecipient is in compliance with all applicable regulations and the terms and conditions of this award (2 CFR 200.101(b)(1) Applicability).

The debarment and suspension rule, as outlined in 2 CFR Part 180 and implemented by USDOL in 29 CFR Part 98, applies to all subawards, except as described in 2 CFR 180.215 and 29 CFR 98.110(a)(2). The recipient is responsible for ensuring that all subrecipients have a DUNS number and are eligible for participation in federal assistance programs as described in the requirements (e.g., 2 CFR 200.331).

### **F. Procurement**

All procurement transactions must be conducted in a manner providing full and open competition consistent with the requirements and exceptions of 2 CFR 200.317-326, Procurement standards.

### **G. Indirect Costs**

The most recent federally approved Negotiated Indirect Cost Rate Agreement (NICRA) or current federally approved Cost Allocation Plan (CAP) or USDOL-approved rate plan has been provided. Estimated indirect costs are shown on the SF-424A budget form. If a new rate agreement is issued during the life of the award, it must be provided to USDOL within 30 days of issuance. Funds may be re-budgeted as necessary between direct and indirect costs consistent with institutional requirements and USDOL regulations for prior approval, however the total amount of funding will not be increased.

Any budget changes impacting the statement of work and agreed upon outcomes or deliverables require a request for modification and prior approval from the Grant Officer.

The organization elected to exclude indirect costs from the proposed budget. Only direct costs, as defined by the applicable cost principles, will be allowed. Audit disallowances may occur if indirect costs are misclassified as direct.

The organization has never received a NICRA and, pursuant to the exceptions noted at 2 CFR 200.414(f) in the Cost principles, has elected to charge a *de minimis* rate of 10% of modified total direct costs (see 2 CFR 200.68 for definition) which may be used indefinitely. This methodology must be used consistently for all federal awards until such time as the recipient chooses to negotiate for an indirect cost rate, which the recipient may apply to do at any time. (See 2 CFR 200.414(f) for more information on use of the *de minimis* rate.)

The organization has an expired indirect cost rate or a rate not previously approved by the federal cognizant agency (FCA) and certifies that they will submit an indirect cost proposal to the FCA within 90 days of award to establish a provisional NICRA. This provisional rate may be effective for a period up to two years until a final NICRA is established. 10% of salaries and wages is available to support indirect costs until a provision rate is available.

For all organizations with NICRAs, indirect cost proposals must be submitted on an annual basis to the FCA to obtain federally approved NICRAs for the life of the award, unless the FCA instructs otherwise. These proposals are based on incurred costs and are due six months after the end of each fiscal year.

The total amount of USDOL's financial obligation under this award will not be increased to reimburse the recipient for higher indirect costs rates that may come into effect after award.

## **H. Revisions and Modifications**

### **1. Unilateral modifications by Grant Officer**

The Grant Officer may unilaterally modify the terms and conditions of this cooperative agreement in writing whenever there has been a change in any federal statute, regulation, executive order, or other federal law that USDOL determines is relevant to the financial assistance provided under the award.

### **2. Modifications requiring Grant Officer approval**

2 CFR 200.308 and 2 CFR 2900.11, Revision of budget and program plans, sets forth requirements for obtaining Grant Officer approval for deviations from the approved objectives, scope, or budget. See also 2 CFR 200.420 Considerations for selected items of cost and the MPG for information on actions requiring prior written approval.

## **I. Allowable Costs**

Payment up to the amount awarded shall be made only for allowable costs actually incurred in conducting project activities. The determination of allowable costs shall be made in accordance with the applicable federal cost principles as described in 2 CFR Part 200 Subpart E and in these terms and

conditions of award section, Administrative Requirements.

Approval of the requested budget does not release the recipient from the responsibility to support only allowable costs from awarded funds throughout the life of the award.

#### **J. Closeout**

At the end of the award period, the recipient will be required to complete closeout activities. Information concerning the recipient's responsibilities at closeout may be found in 2 CFR 200.343, 2 CFR 2900.15, and in the MPG. All closeout activities must be completed no later than 90 days after the end of the award period unless prior approval is received from USDOL.

During the closeout process, the recipient must be able to provide documentation for all direct and indirect costs that were incurred during the period of performance. For instance, if an organization is claiming indirect costs, the documentation that is required is a NICRA or CAP issued by the grantee's FCA. Documentation for an approved *de minimis* rate for indirect costs is demonstrated through the Notice of Award. Not having documentation for direct or indirect costs will result in costs being disallowed and subject to debt collection. The only liquidation that can occur during closeout is the liquidation of expenditures accrued for goods and/or services received during the period of performance, NOT for new obligations (2 CFR 2900.15).

#### **K. Encumbrance of Award Funds**

Award funds may not be encumbered or obligated by the recipient prior to or after the award period. Encumbrances or obligations outstanding as of the end of the award period may be liquidated (paid out) after the end of the award period. Such encumbrances or obligations shall involve only specified commitments for which a need existed during the award period and that are supported by approved contracts, purchase orders, requisitions, invoices, bills, or other evidence of liability consistent with the recipient's purchasing procedures and incurred within the award period. All encumbrances/obligations incurred during the award period shall be liquidated no later than 90 days after the end of the award period or prior to the expiration of the awarded funds, whichever is sooner.

## Attachment A

### Reporting Subawards and Executive Compensation (2 CFR Part 170)

#### 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 specified in the submission instructions posted at <http://www.fsrs.gov>.

#### 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/execomp.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.SAM.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/execomp.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 2 CFR 200.330, Subrecipient and contractor determinations).
- 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.