

U.S. DEPARTMENT OF STATE  
**STANDARD TERMS AND CONDITIONS FOR FEDERAL AWARDS**  
*EFFECTIVE OCTOBER 21, 2020*



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\*Applicable to Awards to Individuals

## A. INTRODUCTION

These Standard Terms and Conditions for Federal Awards outline the Department of State’s mandatory award terms as required by [Title 2—Grants and Agreements](#), of the Code of Federal Regulations. Certain applicable Federal administrative standards are incorporated by reference. Electronic copies containing the complete text of the Code of Federal Regulations are available at <https://www.ecfr.gov>.

The recipient shall provide the principal investigator(s) or project director(s) with a copy of these terms and conditions, including the award provisions, and any subsequent changes to the award. Electronic copies of these Terms and Conditions are publicly available at <https://www.state.gov/about-us-office-of-the-procurement-executive/>.

These term and conditions may be duplicated, copied or otherwise reproduced as appropriate.

## B. ORDER OF PRECEDENCE

In the event of any inconsistency between provisions of the award, the inconsistency will be resolved by giving precedence in the following order:

- (1) Applicable laws and statutes of the United States, including any specific legislative provisions mandated in the statutory authority for the award.
- (2) Code of Federal Regulations (CFR)
- (3) Standard Terms and Conditions
- (4) Award Provisions
- (5) Other award documents and attachments

## C. APPLICABILITY

Organization Type	Applicable Administrative Requirements
Domestic Non-federal entity (including state, local government, Indian tribe, institution of higher education (IHE), or nonprofit organization)	<ul style="list-style-type: none"><li>• 2 CFR 200: Subparts A through F</li><li>• 2 CFR 600 &amp; 601</li></ul>
Foreign Non-Profit Organization	<ul style="list-style-type: none"><li>• 2 CFR 200: Subparts A through E</li><li>• 2 CFR 600 &amp; 601</li></ul>
Domestic & Foreign For-Profit Organization	<ul style="list-style-type: none"><li>• 2 CFR 200: Subparts A through D</li><li>• 2 CFR 600 &amp; 601</li><li>• 48 CFR Part <a href="#">30</a> &amp; <a href="#">31</a></li></ul>
Individuals	<ul style="list-style-type: none"><li>• None</li></ul>
Foreign Public Entities (Including Public International Organizations)	<ul style="list-style-type: none"><li>• None</li></ul>

## **D. DEPARTMENT OF STATE RESPONSIBILITIES**

The Department of State (hereinafter referred to as the Department) has overall responsibility for Department-funded awards, including providing oversight for technical, programmatic, financial and administrative performance.

### Grants Officer (GO):

Authorized by a warrant issued by the Department's Procurement Executive, the GO is responsible for all actions on behalf of the Department, including entering into, amending, or terminating the award. In addition, the GO is responsible for the administrative coordination and liaison with the recipient. The GO is the only person authorized to approve changes to any of the requirements in the award.

### Grants Officer Representative (GOR):

In accordance with Department policy, the GO is responsible for all aspects of the award, but may designate technically qualified personnel to join in the administration of grants. The GOR is delegated by the GO and responsible for the programmatic, technical, and/or scientific aspects of the award. The recipient should direct all correspondence related to programmatic and budgetary issues to both the GO and GOR.

## **E. RECIPIENT RESPONSIBILITIES AND COMPLIANCE WITH FEDERAL REQUIREMENTS**

The recipient is responsible for notifying the Department of any significant problems relating to the administrative, programmatic or financial aspects of the award.

The recipient has full responsibility for the management of the project or activity supported under the award and for adherence to Federal regulations, the award provisions, and these terms and conditions. Although the recipient is encouraged to seek the advice and opinion of the GO and/or the GOR on special problems that may arise, such advice does not diminish the recipient's responsibility for making prudent and sound administrative judgments under the circumstances prevailing at the time the decision was made and should not imply that the responsibility for operating decisions has shifted to the Department.

In addition to the requirements specified in [2 CFR 200.331](#), these terms and conditions flow down to all subrecipients and must be included in the recipient's subaward instrument. Depending on the type of entity, all subrecipients and subcontractors are subject to the Federal regulations specified in provision *C-Applicability* of these terms and conditions.

Nothing in this provision alters the recipient's responsibility for conduct of the project and compliance with all applicable laws and regulations.

## **F. UNIVERSAL IDENTIFIER AND SYSTEM OF AWARD MANAGEMENT**

In compliance with [2 CFR 25.220](#), the Department has adopted the Award term—System for Award Management and Universal Identifier Requirements. The full text of this award term is included as [Appendix 1](#) to these terms and conditions.

## **G. REPORTING SUBAWARD AND EXECUTIVE COMPENSATION INFORMATION**

In compliance with [2 CFR 170.220](#), the Department has adopted the Award term—Reporting Subawards and Executive Compensation. The full text of this award terms is included as [Appendix 2](#) to these terms and conditions.

Awards that are deemed “sensitive” and therefore do not require Federal Funding Accountability and Transparency Act (FFATA) reporting will be designated in the award provisions stating that the award is not subject to the FFATA subaward reporting requirements as outlined in the Office of Management and Budgets (OMB) guidance issued August 27, 2010.

## **H. AWARD TERM FOR TRAFFICKING IN PERSONS**

In compliance with [2 CFR 175.15\(a\)](#), the Department has adopted the Award term—Trafficking in Persons. The full text of this award term is included as [Appendix 3](#) to these terms and conditions.

## **I. NEVER CONTRACT WITH THE ENEMY**

In accordance with [2 CFR 183](#), the following terms apply if the award exceeds \$50,000 and is performed outside the United States, including U.S. territories, and is in support of a contingency operation in which members of the Armed Forces are actively engaged in hostilities. It does not apply to the authorized intelligence or law enforcement activities of the Federal Government.

### **I. Prohibition on Providing Funds to the Enemy**

#### **A. The recipient must—**

1. Exercise due diligence to ensure that none of the funds, including supplies and services, received under this grant or cooperative agreement are provided directly or indirectly (including through subawards or contracts) to a person or entity who is actively opposing the United States or coalition forces involved in a contingency operation in which members of the Armed Forces are actively engaged in hostilities, which must be completed through [2 CFR 180.300](#) prior to issuing a subaward or contract and;
2. Terminate or void in whole or in part any subaward or contract with a person or entity listed in SAM as a prohibited or restricted source pursuant to subtitle E of Title VIII of the NDAA for FY 2015, unless the Department of State provides written approval to continue the subaward or contract.

- B. The recipient may include the substance of this clause, including paragraph (A) of this clause, in subawards under this grant or cooperative agreement that have an estimated value over \$50,000 and will be performed outside the United States, including its outlying areas.
- C. The Department of State has the authority to terminate or void this grant or cooperative agreement, in whole or in part, if the Department becomes aware that the recipient failed to exercise due diligence as required by paragraph (A) of this clause or if the Department becomes aware that any funds received under this grant or cooperative agreement have been provided directly or indirectly to a person or entity who is actively opposing coalition forces involved in a contingency operation in which members of the Armed Forces are actively engaged in hostilities.

## II. Additional Access to Recipient Records

- A. In addition to any other existing examination-of-records authority, the Federal Government is authorized to examine any records of the recipient and its subawards or contracts to the extent necessary to ensure that funds, including supplies and services, available under this grant or cooperative agreement are not provided, directly or indirectly, to a person or entity that is actively opposing United States or coalition forces involved in a contingency operation in which members of the Armed Forces are actively engaged in hostilities, except for awards awarded by the Department of Defense on or before Dec 19, 2017 that will be performed in the United States Central Command (USCENTCOM) theater of operations.
- B. The substance of this clause, including this paragraph (B), is required to be included in subawards or contracts under this grant or cooperative agreement that have an estimated value over \$50,000 and will be performed outside the United States, including its outlying areas.

## **J. NONPROCUREMENT DEBARMENT AND SUSPENSION**

In compliance with [2 CFR 180.20](#), the Department has adopted the OMB guidance in subparts A through I of [2 CFR 180](#) (and as supplemented by [2 CFR 601](#)), as the Department's policy and procedures for nonprocurement debarment and suspension.

## **K. GOVERNMENTWIDE REQUIREMENTS FOR DRUG-FREE WORKPLACE**

In compliance with [2 CFR 182.20](#), the Department has adopted the OMB guidance in subparts A through F of [2 CFR 182](#) (and as supplemented by [22 CFR 133](#)), as the Department's policies and procedures for the drug-free workplace requirements.

## **L. DOMESTIC PREFERENCE FOR PROCUREMENTS**

In accordance with [2 CFR 200.322](#), the recipient should to the greatest extent practicable under the award, provide a preference for the purchase, acquisition, or use of goods, products, or materials produced in the United States (including but not limited to iron, aluminum, steel, cement, and other

manufactured products). The requirements of this section must be included in all subawards including all contracts and purchase orders for work or products under the award.

For purposes of this section:

“Produced in the United States” means, for iron and steel products, that all manufacturing processes, from the initial melting stage through the application of coatings, occurred in the United States.

“Manufactured products” means items and construction materials composed in whole or in part of non-ferrous metals such as aluminum; plastics and polymer-based products such as polyvinyl chloride pipe; aggregates such as concrete; glass, including optical fiber; and lumber.

## **M. PRIOR APPROVAL REQUIREMENTS**

In addition to prior approval requirements specified in [2 CFR 200.308](#), the recipient must receive prior approval in order to transfer funds between direct cost categories when the Federal share of the award exceeds the Simplified Acquisition Threshold (\$250,000) and the cumulative amount of such transfers exceeds or is expected to exceed 10 percent of the total budget as last approved by the Department. When requesting approval for budget revisions, the recipient must use the same format for budget information that was used in the application.

## **N. BRANDING AND MARKING**

All programs, projects, assistance, activities, and public communications to foreign audiences, partially or fully funded by the Department, must be marked appropriately overseas with the standard U.S. flag in a size and prominence equal to (or greater than) any other logo or identity. The recipient may continue to use existing logos or program materials; however, a standard rectangular U.S. flag must be used in conjunction with such logos. Recipients wishing to use the Department of State seal in addition to the U.S. flag must receive prior written permission from the GO.

This requirement does not apply to the recipient’s own corporate communications or in the United States. For general questions about the Department marking policy and overall branding strategy, please contact [VisiblyAmerican@state.gov](mailto:VisiblyAmerican@state.gov).

The recipient must appropriately acknowledge the U.S. Government support in all dealings with program participants, and in press releases, ceremonies, dedications, interviews, publicity, etc. Furthermore, the recipient must coordinate publicity, ceremonial events, dedications, etc., with the sponsoring Department office or embassy office and public affairs officer.

For all Department funded awards, publications or articles resulting from the award must acknowledge the support of the Department and include a disclaimer of official endorsement as follows: *“This [article] was funded [in part] by a grant from the United States Department of State. The opinions, findings and conclusions stated herein are those of the author[s] and do not necessarily reflect those of the United States Department of State.”* The recipient must ensure that this disclaimer be included on all brochures, flyers, posters, billboards, or other graphic artwork that are produced under the award.

## **O. GOVERNMENT-FINANCED AIR TRANSPORTATION**

All Federal government financed international air transportation is required by [49 U.S.C. 40118](#), commonly referred to as the "Fly America Act," to use U.S. air carrier service for all air travel and cargo transportation services. One exception to this requirement is transportation provided under a bilateral or multilateral air transport agreement, to which the U.S. government and the government of a foreign country are parties, and which the Department of Transportation has determined meets the requirements of the Fly America Act.

Current "Open Skies Agreements" that are in effect can be found here: <https://www.gsa.gov/policy-regulations/policy/travel-management-policy/fly-america-act>.

It is the recipient's responsibility for making determinations and documenting the decision as to whether an exemption to this requirement applies.

Exceptions vary depending on the direction of travel and are outlined in [41 CFR 301-10.136](#) and [41 CFR 301-10.137](#).

## **P. MANDATORY DISCLOSURE**

Consistent with [2 CFR 200.113](#), the recipient and any subrecipient must disclose, in a timely manner, in writing to the Department or pass-through entity all violations of Federal criminal law involving fraud, bribery, or gratuity violations potentially affecting the award. Recipients that have received a Federal award including the term and condition outlined in Appendix 4 are required to report certain civil, criminal, or administrative proceedings to SAM (currently FAPIIS). Failure to make required disclosures can result in any of the remedies described in [2 CFR 200.340](#).

Disclosures must be made to:

U.S. Department of State  
Office of Inspector General  
P.O. Box 9778  
Arlington, VA 22219  
Phone: 1-800-409-9926 or 202-647-3320  
Website: <https://www.stateoig.gov/hotline>

If the total value a recipient's currently active grants, cooperative agreements, and procurement contracts from all Federal awarding agencies exceeds \$10,000,000 for any period of time during the period of performance of the award, then you as the recipient must comply with [Appendix 4](#) of these terms and conditions.

## **Q. CONFLICT OF INTEREST**

In accordance with [2 CFR 200.318](#), the recipient must maintain written standards of conduct covering conflicts of interest and governing the action of its employees engaged in the selection, award, and administration of contracts. In addition, the recipient must also maintain written standards of conduct covering organizational conflicts of interest.



The recipient must disclose any conflict of interest, including organizational conflicts of interest, and the recipient's approach for resolving the conflict of interest to the GO for the award within ten (10) calendar days of the discovery of the conflict of interest. Upon notice from the recipient of a potential conflict of interest and the approach for resolving it, the GO will make a determination regarding the effectiveness of the recipient's actions to resolve the conflict of interest within thirty (30) calendar days of receipt of the recipient's notice, unless the GO advises the recipient that a longer period is necessary. The recipient must not request payment from the Department for costs for transactions subject to the conflict of interest pending notification of the GO's determination. The recipient's failure to disclose a conflict of interest may result in cost disallowances.

## **R. RESTRICTIONS ON LOBBYING**

In accordance with [31 USC 1352](#), the recipient is required to abide by the policy and procedures codified at [22 CFR 138 et seq.](#) By accepting the award, the recipient agrees that:

- (1) No Federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of an agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with the awarding of any Federal contract, the making of any Federal grant, the making of any Federal loan, the entering into of any cooperative agreement, and the extension, continuation, renewal, amendment, or modification of any Federal contract, grant, loan, or cooperative agreement.
- (2) If any funds other than Federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with this Federal contract, grant, loan, or cooperative agreement, the undersigned shall complete and submit [Standard Form-LLL](#), "Disclosure Form to Report Lobbying," in accordance with its instructions.
- (3) The undersigned shall require that the language of this certification be included in the award documents for all subawards at all tiers (including subcontracts, subgrants, and contracts under grants, loans, and cooperative agreements) and that all subrecipients shall certify and disclose accordingly.

This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by section 1352, title 31, U.S. Code. Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$20,134 and not more than \$201,340 for each such failure.

## **S. PROHIBITION AGAINST ASSIGNMENT**

Notwithstanding any other provision of the award, the recipient must not transfer, pledge, mortgage, or otherwise assign the award, or any interest therein, or any claim arising thereunder, to any party or parties, bank trust companies, or other financing or financial institutions.



## **T. INDIRECT COSTS**

A non-profit organization which has not previously established an indirect cost rate with a Federal agency, that believes the Department should be its cognizant agency, shall submit its initial indirect cost proposal immediately after the organization is advised that the award will be made and, in no event, later than three months after the effective date of the award. When requested by the recipient, the GO will provide instructions on how to submit the indirect cost rate proposal.

## **U. AUDITS**

All U.S. recipients (not including for-profit organizations) that expend \$750,000 or more during the recipient's fiscal year in Federal awards must have a single or program-specific audit conducted for that year in accordance with the provisions of [2 CFR Part 200 Subpart F](#). In addition, the recipients are subject to the audit requirements found in the Single Audit Act of 1984, [31 U.S.C. 7501-7506](#). The cost of an audit may be charged to the award in accordance with [2 CFR 200.425](#).

All foreign recipients that expend \$750,000 or more during the recipient's fiscal year in Department of State awards must have a single or program-specific audit conducted for that year in accordance with these terms and conditions. In the event the recipient undergoes an audit for another Federal agency, a second audit does not need to be procured so long as the Department's funding was analyzed under the same audit. A program-specific audit means an audit of one Federal award program. Single audit means an audit that includes both the recipient's financial statements and the Department awards received to be conducted in accordance with Generally Accepted Government Auditing Standards (GAGAS).

The audit must be independently and professionally executed in accordance with GAGAS either prescribed by a government's Supreme Audit Institution with auditing standards approved by the Comptroller General of the United States, or in accordance with the host country's laws or adopted by the host country's public accountants or associations of public accountants, together with generally accepted international auditing standards. However, foreign entity audits consistent with International Standards for Auditing or other auditing standards are acceptable with the GO's approval.

The Department and its authorized representatives have the legally enforceable right to examine, audit, and copy, at any reasonable time, all records in the Department's possession pertaining to the award. Furthermore, the Inspector General or any of his or her duly authorized representatives shall have access to any pertinent books, documents, papers and records of the recipient. Information accessible to the Inspector General includes written, printed, recorded, produced, or reproduced by any mechanical, magnetic, or other process or medium. The Department reserves the right to make audits, inspections, excerpts, transcriptions or other examinations as authorized by law of the recipient's documents and facilities.

## **V. TERMINATION**

In compliance with [2 CFR 200.340](#), any award may be terminated in whole or in part as follows:

- (1) By the Department, if the recipient fails to comply with the terms and conditions of the award;
- (2) By the Department, to the greatest extent authorized by law, if the award no longer effectuates the program goals or agency priorities;
- (3) By the Department with the consent of the recipient, in which case the two parties must agree upon the termination conditions, including the effective date and, in the case of partial termination, the portion to be terminated;
- (4) By the recipient upon sending to the Department GO written notification setting forth the reasons for such termination, the effective date, and, in the case of partial termination, the portion to be terminated. However, if the Department determines in the case of partial termination that the reduced or modified portion of the award will not accomplish the purposes for which the award was made, the Department may terminate the award in its entirety; or
- (5) By the Department pursuant to termination provisions included in the award provisions.

## **W. APPEALS**

If the recipient fails to comply with Federal statutes, regulations or the terms and conditions of the award, the GO may take appropriate action including, but not limited to, withholding payments, disallowing costs, suspending or terminating the award, or initiating suspension and debarment proceedings.

In accordance with [2 CFR 200.341](#), the GO will provide the recipient an opportunity to object and provide information and documentation challenging the action. The recipient has 30 days after receiving the written notification to submit its appeal. The recipient's appeal should contain:

A cover letter with a brief statement of the recipient's argument and the disputed factual, legal, or other issues.

- (1) the date the recipient received the GO's decision;
- (2) the amount of disallowed costs in dispute (if applicable); and
- (3) any other relevant documents.

## **X. CLOSEOUT**

In accordance with [2 CFR 200.345](#), the closeout of the award does not affect any of the following:

- (1) the right of the Department to disallow costs and recover funds on the basis of a later audit or other review.
- (2) The requirement for the recipient to return any funds due as a result of later refunds, corrections, or other transactions including final indirect cost rate adjustments.

- (3) The ability of the Department to make financial adjustments to a previously closed award such as resolving indirect cost payments and making final payments.
- (4) Audit requirements in subpart F of 2 CFR 200.
- (5) Property management and disposition requirements in 2 CFR 200.310 through 200.316.
- (6) Records retention as required in 2 CFR 200.334 through 200.337.

After closeout of the award, a relationship created under the award may be modified or ended in whole or in part with the consent of the Department and the recipient, provided the responsibilities of the recipient referred to above including those for property management as applicable, are considered and provisions made for continuing responsibilities of the recipient, as appropriate.

The recipient may charge the award during closeout for the costs of publication or sharing of research results if the costs are not incurred during the period of performance of the award.

## **Y. NONDISCRIMINATION IN DEPARTMENT OF STATE PROGRAMS**

### **Nondiscrimination on the Basis of Handicap in Programs or Activities Receiving Federal Financial Assistance**

In accordance with [29 USC 701 et seq.](#), the recipient is required to abide by the policy and procedures codified at [22 CFR 142](#), which is designed to eliminate discrimination on the basis of handicap in any program or activity receiving Federal financial assistance.

### **Nondiscrimination in Federally-Assisted Programs of the Department of State — Effectuation of Title VI of the Civil Rights Act of 1964**

In accordance with [42 USC 2000d et seq.](#), the recipient is required to abide by the policy and procedures codified at [22 CFR 141](#), which stipulates that no person in the United States shall, on the ground of race, color, or national origin, be excluded from participation in, be denied the benefits of, or be otherwise subjected to discrimination under any program or activity receiving Federal financial assistance from the Department of State.

### **Nondiscrimination on the Basis of Age in Programs or Activities Receiving Federal Financial Assistance**

In accordance with [42 USC 6101 et seq.](#), the recipient is required to abide by the governmentwide policy and procedures codified at [45 CFR 90](#) and as supplemented by [22 CFR 143](#), which prohibits discrimination on the basis of age in programs or activities in the United States receiving Federal financial assistance.

### **Nondiscrimination on the Basis of Sex in Education Programs or Activities Receiving Federal Financial Assistance**

In accordance with [20 USC 1681 et seq.](#), the recipient is required to abide by the policy and procedures codified at [22 CFR 146](#), which prohibits discrimination on the basis of sex in any education program or activity receiving Federal financial assistance.

## **Z. PROHIBITION OF ASSISTANCE TO DRUG TRAFFICKERS**

In accordance with [22 USC 2291f](#), the recipient is required to abide by the policy and procedures codified at [22 CFR 140](#), which is designed to ensure that Federal assistance funds are not provided to or through any individual or entity that:

- (1) Has been convicted of a violation of, or a conspiracy to violate, any law or regulation of the United States, a State or the District of Columbia, or a foreign country relating [to] narcotic or psychotropic drugs or other controlled substances; or
- (2) Is or has been an illicit trafficker in any such controlled substance or is or has been a knowing assister, abettor, conspirator, or colluder with others in the illicit trafficking in any such substance.

## **AA. PROHIBITION ON USE OF FUNDS FOR PERFORMANCE OR RESEARCH RESPECTING ABORTIONS OR INVOLUNTARY STERILIZATION**

The recipient agrees that in accordance with [22 USC 2151b\(f\)](#) no foreign assistance funds provided by the award shall be used to:

- (1) pay for the performance of abortions as a method of family planning or to motivate or coerce any person to practice abortions (Helms Amendment, 1973).
- (2) pay for the performance of involuntary sterilizations as a method of family planning or to coerce or provide any financial incentive to any person to undergo sterilizations (Involuntary Sterilization Amendment, 1978).
- (3) pay for any biomedical research which relates, in whole or in part, to methods of, or the performance of, abortions or involuntary sterilization as a means of family planning (Biden Amendment, 1981).

Furthermore, the recipient agrees in accordance with the Department of State's annual appropriation bill, that no funds provided by the award may be used to lobby for or against abortion (Siljander Amendment, 1981).

## **BB. POLICY GUIDANCE**

The recipient shall comply with the following Executive Orders as applicable:

- (1) [E.O. 12432 – Minority business enterprise development](#)
- (2) [E.O. 13224 - Blocking Property and Prohibiting Transactions with Persons Who Commit, Threaten to Commit, or Support Terrorism](#)
- (3) [E.O. 13279 - Equal Protection of the Laws for Faith-Based and Community Organizations](#)

# **APPENDIX 1**

## I. System for Award Management and Universal Identifier Requirements

### A. Requirement for System for Award Management

Unless you are exempted from this requirement under 2 CFR 25.110, you as the recipient must maintain current information in the SAM. This includes information on your immediate and highest level owner and subsidiaries, as well as on all of your predecessors that have been awarded a Federal contract or Federal financial assistance within the last three years, if applicable, until you submit the final financial report required under this Federal 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 Federal award term.

### B. Requirement for Unique Entity Identifier

If you are authorized to make subawards under this Federal 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 until the entity has provided its Unique Entity Identifier to you.
2. May not make a subaward to an entity unless the entity has provided its Unique Entity Identifier to you. Subrecipients are not required to obtain an active SAM registration, but must obtain a Unique Entity Identifier.

### C. Definitions

For purposes of this term:

1. System for Award Management (SAM) means the Federal repository into which a recipient must provide information required for the conduct of business as a recipient. Additional information about registration procedures may be found at the SAM internet site (currently at <https://www.sam.gov>).
2. Unique Entity Identifier means the identifier assigned by SAM to uniquely identify business entities.
3. Entity includes non-Federal entities as defined at 2 CFR 200.1 and also includes all of the following, for purposes of this part:
  - a. A foreign organization;
  - b. A foreign public entity;
  - c. A domestic for-profit organization; and
  - d. A domestic or foreign for-profit organization; and
  - e. A Federal agency.
4. Subaward has the meaning given in 2 CFR 200.1.
5. Subrecipient has the meaning given in 2 CFR 200.1.

## **APPENDIX 2**

### 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 equals or exceeds \$30,000 in Federal funds for a subaward to a non-Federal entity or Federal agency (see definitions in paragraph E. of this award term).
2. Where and when to report.
  - a. The non-Federal entity or Federal agency must report each obligating action described in paragraph A.1. of this award term to <http://www.fsr.gov>.
  - b. 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.fsr.gov> specify.

#### B. Reporting total compensation of recipient executives for non-Federal entities.

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—
  - a. The total Federal funding authorized to date under this Federal award equals or exceeds \$30,000 as defined in 2 CFR 170.320;
  - b. In the preceding fiscal year, you received—
    - i. 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
    - ii. \$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,
  - c. 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:
  - a. As part of your registration profile at <https://www.sam.gov>.

- b. 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 non-Federal entity 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—
  - a. in the subrecipient's preceding fiscal year, the subrecipient received—
    - i. 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,
    - ii. \$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
  - b. 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:
  - a. To the recipient.
  - b. 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.

1. If, in the previous tax year, you had gross income, from all sources, under \$300,000, you are exempt from the requirements to report:
  - a. Subawards, and
  - b. The total compensation of the five most highly compensated executives of any subrecipient.

E. Definitions. For purposes of this award term:

1. Federal Agency means a Federal agency as defined at 5 U.S.C. 551(1) and further clarified by 5 U.S.C. 552(f).
2. Non-Federal entity means all of the following, as defined in 2 CFR part 25:



- 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; and,
  - d. A domestic or foreign for-profit organization.
3. Executive means officers, managing partners, or any other employees in management positions.
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 2 CFR 200.331).
  - c. A subaward may be provided through any legal agreement, including an agreement that you or a subrecipient considers a contract.
5. Subrecipient means a non-Federal entity or Federal agency that:
  - a. Receives a subaward from you (the recipient) under this award; and
  - b. Is accountable to you for the use of the Federal funds provided by the subaward.
6. 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)).

## **APPENDIX 3**

### I. Trafficking in persons.

#### A. Provisions applicable to a recipient that is a private entity.

1. You as the recipient, your employees, subrecipients under this award, and subrecipients' employees may not—
  - a. Engage in severe forms of trafficking in persons during the period of time that the award is in effect;
  - b. Procure a commercial sex act during the period of time that the award is in effect; or
  - c. Use forced labor in the performance of the award or subawards under the award.
2. We as the Federal awarding agency may unilaterally terminate this award, without penalty, if you or a subrecipient that is a private entity —
  - a. Is determined to have violated a prohibition in paragraph A.1 of this award term; or
  - b. Has an employee who is determined by the agency official authorized to terminate the award to have violated a prohibition in paragraph A.1 of this award term through conduct that is either—
    - i. Associated with performance under this award; or
    - ii. Imputed to you or the subrecipient using the standards and due process for imputing the conduct of an individual to an organization that are provided in 2 CFR part 180, “OMB Guidelines to Agencies on Governmentwide Debarment and Suspension (Nonprocurement),” as implemented by our agency at 2 CFR part 601.

#### B. Provision applicable to a recipient other than a private entity. We as the Federal awarding agency may unilaterally terminate this award, without penalty, if a subrecipient that is a private entity—

1. Is determined to have violated an applicable prohibition in paragraph A.1 of this award term; or
2. Has an employee who is determined by the agency official authorized to terminate the award to have violated an applicable prohibition in paragraph A.1 of this award term through conduct that is either—
  - a. Associated with performance under this award; or
  - b. Imputed to the subrecipient using the standards and due process for imputing the conduct of an individual to an organization that are provided in 2 CFR part 180, “OMB Guidelines to Agencies on Governmentwide Debarment and Suspension (Nonprocurement),” as implemented by our agency at 2 CFR part 601.

#### C. Provisions applicable to any recipient.

1. You must inform us immediately of any information you receive from any source alleging a violation of a prohibition in paragraph A.1 of this award term.
2. Our right to terminate unilaterally that is described in paragraph A.2 or b. of this section:
  - a. Implements section 106(g) of the Trafficking Victims Protection Act of 2000 (TVPA), as amended (22 U.S.C. 7104(g)), and
  - b. Is in addition to all other remedies for noncompliance that are available to us under this award.
3. You must include the requirements of paragraph A.1 of this award term in any subaward you make to a private entity.

D. Definitions. For purposes of this award term:

1. "Employee" means either:
  - a. An individual employed by you or a subrecipient who is engaged in the performance of the project or program under this award; or
  - b. Another person engaged in the performance of the project or program under this award and not compensated by you including, but not limited to, a volunteer or individual whose services are contributed by a third party as an in-kind contribution toward cost sharing or matching requirements.
2. "Forced labor" means labor obtained by any of the following methods: the recruitment, harboring, transportation, provision, or obtaining of a person for labor or services, through the use of force, fraud, or coercion for the purpose of subjection to involuntary servitude, peonage, debt bondage, or slavery.
3. "Private entity":
  - a. Means any entity other than a State, local government, Indian tribe, or foreign public entity, as those terms are defined in 2 CFR 175.25.
  - b. Includes:
    - i. A nonprofit organization, including any nonprofit institution of higher education, hospital, or tribal organization other than one included in the definition of Indian tribe at 2 CFR 175.25(b).
    - ii. A for-profit organization.
4. "Severe forms of trafficking in persons," "commercial sex act," and "coercion" have the meanings given at section 103 of the TVPA, as amended (22 U.S.C. 7102).

## **APPENDIX 4**

### I. Reporting of Matters Related to Recipient Integrity and Performance

#### A. General Reporting Requirement

If the total value of your currently active grants, cooperative agreements, and procurement contracts from all Federal awarding agencies exceeds \$10,000,000 for any period of time during the period of performance of this Federal award, then you as the recipient during that period of time must maintain the currency of information reported to the System for Award Management (SAM) that is made available in the designated integrity and performance system (currently the Federal Awardee Performance and Integrity Information System (FAPIIS)) about civil, criminal, or administrative proceedings described in paragraph 2 of this award term and condition. This is a statutory requirement under section 872 of Public Law 110-417, as amended (41 U.S.C. 2313). As required by section 3010 of Public Law 111-212, all information posted in the designated integrity and performance system on or after April 15, 2011, except past performance reviews required for Federal procurement contracts, will be publicly available.

#### B. Proceedings About Which You Must Report

Submit the information required about each proceeding that:

1. Is in connection with the award or performance of a grant, cooperative agreement, or procurement contract from the Federal Government;
2. Reached its final disposition during the most recent five-year period; and
3. Is one of the following:
  - a. A criminal proceeding that resulted in a conviction, as defined in paragraph 5 of this award term and condition;
  - b. A civil proceeding that resulted in a finding of fault and liability and payment of a monetary fine, penalty, reimbursement, restitution, or damages of \$5,000 or more;
  - c. An administrative proceeding, as defined in paragraph E.1. of this award term and condition, that resulted in a finding of fault and liability and your payment of either a monetary fine or penalty of \$5,000 or more or reimbursement, restitution, or damages in excess of \$100,000; or
  - d. Any other criminal, civil, or administrative proceeding if:
    - i. It could have led to an outcome described in paragraph B.3.a., b., or c. of this award term and condition;
    - ii. It had a different disposition arrived at by consent or compromise with an acknowledgment of fault on your part; and
    - iii. The requirement in this award term and condition to disclose information about the proceeding does not conflict with applicable laws and regulations.

### C. Reporting Procedures

Enter in the SAM Entity Management area the information that SAM requires about each proceeding described in paragraph B of this award term and condition. You do not need to submit the information a second time under assistance awards that you received if you already provided the information through SAM because you were required to do so under Federal procurement contracts that you were awarded.

### D. Reporting Frequency

During any period of time when you are subject to the requirement in paragraph A of this award term and condition, you must report proceedings information through SAM for the most recent five year period, either to report new information about any proceeding(s) that you have not reported previously or affirm that there is no new information to report. Recipients that have Federal contract, grant, and cooperative agreement awards with a cumulative total value greater than \$10,000,000 must disclose semiannually any information about the criminal, civil, and administrative proceedings.

### E. Definitions

For purposes of this award term and condition:

1. Administrative proceeding means a non-judicial process that is adjudicatory in nature in order to make a determination of fault or liability (e.g., Securities and Exchange Commission Administrative proceedings, Civilian Board of Contract Appeals proceedings, and Armed Services Board of Contract Appeals proceedings). This includes proceedings at the Federal and State level but only in connection with performance of a Federal contract or grant. It does not include audits, site visits, corrective plans, or inspection of deliverables.
2. Conviction, for purposes of this award term and condition, means a judgment or conviction of a criminal offense by any court of competent jurisdiction, whether entered upon a verdict or a plea, and includes a conviction entered upon a plea of nolo contendere.
3. Total value of currently active grants, cooperative agreements, and procurement contracts includes—
  - a. Only the Federal share of the funding under any Federal award with a recipient cost share or match; and
  - b. The value of all expected funding increments under a Federal award and options, even if not yet exercised.