



TEXAS A&M SYSTEM
**Sponsored Research
Services**

Subaward Negotiation Desk Manual

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Introduction and Purpose – Section 1

SRS Overview (1.1)

Established September 1, 2011, Texas A&M System Sponsored Research Services (SRS) is a consortium of The Texas A&M University System members bringing together expertise coupled with consistent and efficient procedures to enhance research administration. The goals of SRS include minimizing the administrative burden of the research process, upholding high ethical standards, and exhibiting leadership in research administration.

SRS also provides business services (accounts payable/disbursements, accounts receivable, purchasing, property and travel support) to help process and manage those services required to conduct and complete work on sponsored research contracts and grants in addition to the Contracts and Grants Services. Contracts and Grants Services provide Principal Investigators (PIs) with assistance in submission and management of sponsored research contracts and grants.

Within the Contracts and Grants section of SRS three functional areas exist: Proposal Administration, Contract Negotiation, and Project Administration.

- **Pre-Award**

Proposal Preparation and Submission: Proposal Administrators review Prime Sponsor's (or Sponsor's) proposal guidelines, develop budgets with PIs for their proposals, route through the appropriate channels, and submit proposals on behalf of faculty.

- **Award**

Contract and Subrecipient award Negotiation: Contract Negotiators review the terms and conditions of agreements and for non-standard conditions negotiate any changes. Subcontract Negotiators conduct the same review of terms and conditions of the prime agreements and negotiate the terms and conditions of subcontracts and subrecipient agreements after the prime agreement has been awarded.

- **Post-Award**

Project Administration: Project Administrators monitor awards after they have been issued by a funding body and all terms and conditions have been agreed upon by all parties involved. Project Administrators provide financial management services to the TAMUS research community.

Preaward, Subaward Negotiation and Post-Award functions are diagramed [here](#).

For a comprehensive overview on Subawards within Research Administration please see Chapter 3700 ([CH 3700](#)) provided by the National Council of University Research Administrators (NCURA).

Subrecipient Agreement

SRS supports collaborative work between PIs and domestic and international partners. SRS has a dedicated subaward team consisting of contract negotiators and a Subrecipient Monitoring Group. For sponsored research projects that involve an external, third party to perform substantive work on the project, SRS must generate a "subrecipient agreement" to formalize this third-party relationship and

allow the work to proceed. The third party performing the effort under a subrecipient agreement is identified as the “subrecipient.”

If a PI intends to include another institution in a proposal for funding on a research project (i.e., where said institution will be expected to perform a substantive portion of the effort), a number of documents must be obtained from the proposed subrecipient prior to submission of the proposal to the Prime Sponsor (or Sponsor). These documents must be routed with the proposal for system-member approval prior to proposal submission:

- Statement of Work
- Budget and Budget Justification
- Negotiated Facilities and Administrative Rate Agreement, if applicable
- Subrecipient Commitment Form – must be signed by the subrecipient’s authorized organizational representative

Subrecipient Agreements are issued only after a fully executed award is received by SRS from the Prime Sponsor (or Sponsor). If the subrecipient was not proposed in the original proposal, Prime Sponsor (or Sponsor) approval may be necessary prior to negotiation and issuance of the Subrecipient Agreement. Prior approval may also be necessary even if the subrecipient was proposed in the original proposal, specifically in cases where there is a budget or scope of work change. In some instances, Prime Sponsors (or Sponsors) request to review and approve the proposed Subrecipient Agreement prior to SRS’s release of the Subrecipient Agreement to the subrecipient.

Once the Subrecipient Agreement draft is complete, SRS sends it *unsigned* to the subrecipient for review. The subrecipient may want to negotiate changes or request clarification of the terms and conditions. Once negotiations are complete and the partially-executed Subrecipient Agreement is received, SRS executes it on behalf of the respective A&M System Member and returns a copy of the fully executed document to the subrecipient. The PI, SN, and Project Administrator are notified of the fully executed subrecipient agreement or amendment by being copied on the email providing the fully executed version to the subrecipient for their records.

Subrecipient Monitoring Group (SMG) (1.2)

Functions

The Subrecipient Monitoring Group ensures subrecipient agreements are issued and monitored in compliance with university, state, federal, and Prime Sponsor (or Sponsor) guidelines, rules, and regulations.

The Subrecipient Monitoring Group completes the set-up process of new and amended subrecipient agreements in Maestro. This process is initiated by the Project Administrator. Set-up includes entering the subrecipient’s name, title of the project, shortened title, negotiator’s name and the subaward number. SMG provides a Sub Risk Assessment form that the Subcontract Negotiator (SN) will review and re-upload once signed. SMG also conducts a risk assessment looking at the audit and compliance history of the subrecipient.

Once set up is complete SMG will “task” the SN through Maestro. The SN will accept the task and negotiate the agreement. Once the SN sends the agreement for signature to the subrecipient, SMG completes the signature and suspense process. SMG compares the sent agreement to the partially-

executed version sent back from the subrecipient. If changes are recognized, the SN is notified by SMG. During suspense SMG will contact the subrecipient until a signature is received and then obtain the appropriate C&G director's signature internally. If no signature is acquired after two weeks SMG will notify the SN and if required will follow-up weekly with the SN. After three attempts of email/phone, SMG will contact the SN for help in obtaining signature of subrecipient.

Fully executed documents are uploaded by SMG into Maestro and emailed to the subrecipient for their records. The Principal Investigator, Project Administrator, and Subcontract Negotiator are copied on this email. SMG enters Deliverables (the final invoice due date), Actions (both dollar amount and modification entries in Maestro), and uploads FFATA reports when required. Lastly, SMG double checks Terms and Conditions, Negotiation Review History, Sponsor Contact, Personnel, Billing Project, PI Compliance, and Compliance sections for completion.

Contact Information *(please note that this changes periodically based on staffing changes)*

Name	System Member (Campus Code)	Contact
Gina Greig	Prairie View (05) Texas A&M Engineering Experiment Station/TEES (08) Texas Transportation Institute/TTI (12) TAMU (02) TAMU Galveston (10) Tarleton (04)	979-458-5907 ggreig@tamus.edu
Marilyn McWhorter	Texas Agrilife Research (06) Texas A&M Veterinary Medical Diagnostic Lab/TVMDL (20)	979-458-5906 msmcwhorter@tamus.edu
Janie Rushing	System Administrative and General Offices/SAGO (01) Texas Agrilife Extension (07) Health Science Center/HSC (23)	979-458-5905 jrushing@tamus.edu

Maestro Overview (1.3)

[Maestro](#) is a web based system to support researchers and research administration across the Texas A&M University System. Maestro acts as a research data warehouse, housing payroll, personnel, and budget information. Researchers have access to all projects and accounts with the associated documentation. Administration and executives monitor and analyze proposal, award, and research expenditure activity.

Maestro is used on a daily basis by contract negotiators. This system is used to track, in real time, the progress of contract negotiations in addition to housing negotiation correspondence and associated agreements. The complete user manual is included as [Appendix G](#) and located at: [K:\Maestro\Final Documentation](#).

Initiating a Subrecipient Agreement – Section 2

When initiating a subaward, the Subcontract Negotiator (SN) will require the information from the Prime Sponsor (or Sponsor) and the subrecipient. The SN will need the following:

Subrecipient Commitment Form (Included when processed at the Proposal Stage)
Budget

Scope of Work

Period of Performance

Deliverables and/or Reporting Due Dates (Verify with PI and Prime Award (or Sponsor Award))

Copy of Prime Award and any amendments

Sponsored Project Summary (SPS)

Initiating the Award (2.1)

Subrecipient Commitment Form

The [Subrecipient Commitment Form](#) can be found on the SRS website. The form is used to document a commitment from a subrecipient at the proposal stage. SRS standard procedure is to not submit a proposal that includes a subrecipient without having the subrecipient authorize the commitment unless a subrecipient has not been identified at the time of the proposal.

If a Subaward was included in a proposal, a Subrecipient Commitment Form and the information required in the form (the statement of work and budget) should be saved under the Proposal Tab in Maestro associated with the Prime Award. The Subrecipient Commitment Form, Budget, and Statement of Work will include most of the information needed to initiate a Subaward. If this information is not saved in Maestro, contact the Proposal Administrator for the proposal to see if this information was obtained and, if so, request that it be uploaded by the Proposal Administrator. Project Administrators have been asked to also upload this information in the Documents Tab within the subaward record for ease of reference.

If the information was not obtained at the proposal stage or if the need for a Subaward is determined after the proposal is processed, the Subaward Negotiator should request that the subrecipient complete the commitment form or obtain the information needed to initiate the Subaward through other means. If the SN obtains the Subrecipient Commitment Form, upload the completed form under the Subaward Initial Award Documents section of Maestro.

NOTE: These forms are not required at Proposal stage for Intra Systems or Qatar subawards.

Budget

For cost-reimbursable projects a budget will be included in the subrecipient agreement as an appendix. The budget may also be accompanied by a budget justification.

NOTE: On incrementally funded Agreements, ensure the following:

- The Subaward has Amount Funded this Action and Estimated Incrementally Amount Funded.
- Only include the budgets that are being funded. This should reduce confusion on what is/is not funded with the current action.
- If SN sees as a multi-year project, and the PA has indicated to only fund one year, contact the PA to verify.

NOTE: Inclusion of Budget Justifications is not mandatory. Ensure that the budget justification matches the budget.

NOTE: Amendments requiring the reduction of funds do require new budgets, lest it is a complete deobligation of funds and closeout.

Scope of Work

For each subrecipient agreement a Scope of Work (SOW) is provided by the subrecipient. The SOW is to be a detailed representation of the division of work the subrecipient will be conducting during the time frame they agreed to work on the project. Typically the SOW will list specific tasks and include deadlines for sections of the project, and at times require reporting.

The SN needs to review the SOW for compliance issues. The following are commonly seen compliance areas that require documentation of review and or approval: human subjects research, animal use, biohazards and export controls. Please see the compliance section of the desk reference manual for additional compliance information and requirements.

For more information relating to research compliance and export controls please see the Division of Research at <http://vpr.tamu.edu/>.

Period of Performance

The Period of Performance (POP) specifies the allowable time for the project by establishing the start and end dates. SNs need to review the Sponsor award POP dates to insure that the subaward POP does not extend beyond the Sponsor award end date.

Note: When compiling agreement documents for the final subrecipient agreement, ensure that any dates referenced in the budget and corresponding scope of work are within the POP of the Subaward.

Deliverables and/or Reporting Due Dates

Progress reports and other technical deliverables are included in subawards and must be reviewed by the A&M System PI and discussed with the subrecipient as needed. These reports are usually incorporated as in the technical reports submitted to the Prime Sponsor (or Sponsor) by the A&M System PI. SRS is responsible for obtaining other reports from subrecipients that are required by the prime award terms and conditions, such as invention statements or audit reports.

NOTE: The names of the Reports in the Subawards should match the title in the Prime Award.

Prime Award

The Prime Award is the initial source of the funding for the project. It may come from a Prime Sponsor to a system member or from the Prime Sponsor to another entity (tier) to a system member. In the second instance, both a Prime Sponsor and Sponsor would exist. A subaward is utilized when a portion of the scope of work in the Prime Award or Sponsor Award will be performed by another institution and a portion of the Prime Award or Sponsor Award funding allocated to the subrecipient.

When drafting the subrecipient agreement on behalf of the system member the subrecipient agreement must not conflict with the Prime Award the system member has in place with the Prime Sponsor (or Sponsor). Key areas of concern are the period of performance, financial commitment, reporting requirements, compliance requirements, export control concerns and restrictions.

For every subrecipient agreement the SN will review the Prime Award and confirm that the subrecipient agreement and the Prime Award do not conflict. In some cases, there is a master agreement that also controls the terms of the subrecipient agreement. A master agreement, for example, may have very general terms established with a sponsor; additional agreements will stem off of the master agreement

for certain projects. These individual projects may have their own subrecipient. In this case the SN will review the master, the prime agreement, and the subrecipient agreement together.

Scope of Work

For each subrecipient agreement a Sponsored Project Summary (SPS) is provided by the PA and Prime Award Contract Negotiator (CN) based on the Prime award. In addition to reviewing the terms during contract preparation, Sub Negotiators should utilize the SPS to determine what terms and conditions will need to be applied to the subaward.

NOTE: Deliverables can often be found here as well.



THE TEXAS A&M UNIVERSITY SYSTEM

Sponsored Research Services

SUBRECIPIENT COMMITMENT FORM

All subrecipients are required to complete this form and return it to the TAMUS Proposal Contact person listed below.

SECTION A- PROPOSAL INFORMATION

Subrecipient Legal Name:			
Subrecipient Total Funds Requested:			
Subrecipient Period of Performance:	Start:		End:
TAMUS Proposal Contact:	TAMUS Principal Investigator:		
Name:		Name:	
Phone:		Phone:	
Email:		Email:	
TAMUS Proposal Title:			
TAMUS Proposal Number			
Prime Sponsor:			

SECTION B – APPROVED FOR SUBRECIPIENT

The information, certifications, and representations above have been read, signed, and made by an Authorized Organizational Representative of the Subrecipient Organization named herein. The appropriate programmatic and administrative personnel involved in this application are aware of agency policies in regard to a subrecipient agreement and are prepared to establish the necessary inter-institutional agreements consistent with those policies.

Any work begun and/or expenses incurred prior to execution of a subrecipient agreement are at the Subrecipient's own risk.

Signature of Subrecipient's Authorized Organizational Representative

Name and Title of Authorized Institutional Representative

Date

Fax

Address

City, State, Zip+4

Phone

E-mail address

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SECTION C – REQUIRED PROPOSAL DOCUMENTS

Please include the following documents in the subrecipient proposal submission:

- ☐ **STATEMENT OF WORK** (required)
- ☐ **BUDGET AND BUDGET JUSTIFICATION** (if Grants.gov, 424R&R Subaward budget form required)
- ☐ **SUBRECIPIENT COMMITMENT FORM** (this form) completed and signed by subrecipient Authorized Organizational Representative (required)
- ☐ **OTHER**
- ☐ **Facilities & Administrative Rates included in this proposal have been calculated based on:**
Our federally-negotiated F&A rates for this type of work, or a reduced F&A rate that we hereby agree to accept. (If this box is checked, please attach a copy of your F&A Rate Agreement)
- ☐ Other rates (please specify the basis on which the rate has been calculated in Section F below)
- ☐ **Fringe Benefits (FB) Rates included in this proposal have been calculated based on:**
Rates consistent with or lower than our federally-negotiated rates. (If this box is checked, please attach a copy of your FB Rate Agreement)
- ☐ Other Rates (Please specify the basis on which these rates have been calculated in Section F below)

SECTION D – SPECIAL REVIEW AND CERTIFICATIONS (check all that apply)

1. **Human Subjects** ☐ Yes ☐ No
If Yes, copies of the IRB approval and approved "Informed Consent" form must be provided before any subrecipient agreement can be issued. Please return the IRB approval and Informed Consent form as an attachment to this form. If pending, please forward these documents to the Subrecipient Negotiator as soon as they become available. Please indicate the TAMUS Principal Investigator's name and subrecipient number for reference.
2. **Animal Subjects** ☐ Yes ☐ No
If Yes, a copy of the IACUC approval must be provided before any subrecipient agreement will be issued.
3. **Recombinant DNA and Transgenic Organisms** ☐ Yes ☐ No
If Yes, a copy of the Institutional Biosafety Committee (IBC) approval must be provided before the subrecipient agreement will be issued.
4. **Cost-sharing** ☐ Yes ☐ No **Amount:**
(Cost-sharing amounts if applicable, explanation of sources should be included in the subrecipient's budget. Please note that an annual verification of cost-share commitment will be required.)

By signing above, the authorized official of the Subrecipient certifies, to the best of his/her knowledge and belief, that:

5. **Certification Regarding Lobbying**
- 1) No Federal appropriated funds have been paid or will be paid, by or on behalf of the Subrecipient, 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 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 Subrecipient shall complete and submit Standard Form -LLL, "Disclosure Form to Report Lobbying," to the Texas A&M University System Sponsored Research Services.
6. **Debarment, Suspension, and Other Responsibility Matters**
- 1) Subrecipient certifies that neither it nor its principals are presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from participation in this transaction by any federal department or agency.
 - 2) Subrecipient certifies that it is not delinquent on any Federal debt.

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7. **2011 Public Health Service (PHS) Regulations: Responsibility of Applicants for Promoting Objectivity in Research for which PHS Funding is Sought (42 C.F.R. Part 50, Subpart F)**

Please note that this is a required certification at the time of the proposal and if this is not provided by the subrecipient they will not be included on the prime proposal.

If the proposed PHS application is awarded, the subrecipient agrees to: (check one of the boxes below).

- ☐ Not applicable as this project is not funded by PHS.
- ☐ Enter into a subrecipient agreement with TAMU System Member that includes TAMUS regulations (see: [15.01.03 Financial Conflict of Interest in Research](#), which applies the requirement to all sponsored research) and citation to federal law ([42 C.F.R. Part 50, Subpart F](#)) or;
- ☐ Enter into a subrecipient agreement with TAMUS that certifies subrecipient's policy complies with federal law ([42 C.F.R. Part 50, Subpart F](#)). **NOTE: All subrecipient applicants for PHS funds must be in compliance at the time of the application submission.**

8. **Responsible Conduct in Research (RCR) (applicable to NSF and NIH)**

- ☐ Not applicable, as this project is not funded by NSF or NIH.
- ☐ Not applicable, non-educational institution
- ☐ By checking this box, Subrecipient certifies, if applicable, that it maintains an Institutional Plan to meet NSF's Educational Requirements for the Responsible Conduct of Research, as required under the "America COMPETES Act" PUBLIC LAW 110-69-August 9, 2007. Subrecipient certifies that it has a training program in place and will train all undergraduate and graduate students and postdocs in accordance with NSF's RCR training requirements.
- ☐ By checking this box, Subrecipient certifies, if applicable, that for NIH Grants for Training and Fellowship awards, that Subrecipient will monitor and maintain records for the individual training plans as proposed by Subrecipient, in accordance with NIH's RCR training requirements.

SECTION E – AUDIT INFORMATION

Audit Status

Does the Subrecipient receive an annual audit in accordance with 2 CFR 200 Subpart F? ☐ YES ☐ NO

If "Yes": Has the audit been completed for the most recent fiscal year? ☐ YES ☐ NO
Were any audit findings reported? ☐ YES ☐ NO (If "Yes," explain in Section F, *Comments*, below.)

If "Yes": Please submit a copy of your institution's most recent audit report, or the website URL link to a complete copy.

If "No":

Does the Subrecipient expend overall federal funding of at least \$750,000 per year? ☐ YES ☐ NO

Is the Subrecipient a:

- ☐ Non-profit entity expending less than \$750,000 per year in Federal or Sub-Federal funds annually
- ☐ For-profit entity that expends Federal or Sub-Federal funds and has a DCAA audited rates
- ☐ For-profit entity that does not expend Federal funds or have annual audits
- ☐ Foreign entity

If a for-profit entity, is the Subrecipient a:

- ☐ Small business
- ☐ Large business

Note: If a subrecipient does not receive an audit according to 2 CFR 200 Subpart F, SRS may require the entity to complete an Audit Certification and Financial Status Questionnaire, and may require a limited scope audit, before a subrecipient agreement will be issued.

Contact information for audit questions:

Name	Phone	Email

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SECTION F - COMMENTS

Audit status comments, if applicable:

Website link (URL) to most recent audit report:

Other:

Research Subaward Agreement
Subrecipient Contacts

Subaward Number:

Subrecipient Place of Performance

Name:

Address:

City: State: Zip Code + 4:

EIN No.: Institution Type:

Is Subrecipient currently registered in SAM? ☐ Yes ☐ No

Is Subrecipient exempt from reporting compensation? ☐ Yes ☐ No

If no, please complete next page.

DUNS No.: Parent DUNS No.: Congressional District: Congressional District:

Subrecipient Administrative Contact

Name:

Address:

City: State: Zip Code:

Telephone: Fax:

E-mail:

Subrecipient Principal Investigator (PI)

Name:

Address:

City: State: Zip Code + 4:

Telephone: Fax:

E-mail:

Subrecipient Financial Contact

Name:

Address:

City: State: Zip Code:

Telephone: Fax:

E-mail:

Subrecipient Authorized Official

Name:

Address:

City: State: Zip Code:

Telephone: Fax:

E-mail:

Research Subaward Agreement
Highest Compensated Officers

Subaward Number:

Subrecipient

Name:

PI:

Highest Compensated Officers

The names and total compensation of the five most highly compensated officers of the entity(ies) must be listed if the entity in the preceding fiscal year received 80 percent or more of its annual gross revenues in Federal awards; and \$25,000,000 or more in annual gross revenues from Federal awards; and the public does not have access to this information about the compensation of the senior executives of the entity 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. See FFATA § 2(b)(1) Internal Revenue Code of 1986.

Officer 1 Name

Officer 1 Compensation

Officer 2 Name

Officer 2 Compensation

Officer 3 Name

Officer 3 Compensation

Officer 4 Name

Officer 4 Compensation

Officer 5 Name

Officer 5 Compensation

Prime Award, Sponsor Award and Master Agreements (2.2)

Definitions:

Prime Award: This is the initial source of the funding for the project.

Examples:

- Federal entity (**Prime Sponsor**) to a System Member;
- Private entity (**Prime Sponsor**) to a System Member.

Sponsor Award: Refers to the source of the funding to the System Member, and is typically funded by a separate Prime Award to another entity.

Example:

- Federal entity to University ABC to a System Member:
- The Federal entity is the source of the funding and is the **Prime Sponsor**, and the award from the Federal entity to University ABC is the **Prime Award**.
- University ABC enters into a subaward with a System Member.
- University ABC is the **Sponsor** to the System Member, and the agreement between University ABC and the System Member is the **Sponsor Award**.
- System Member subawards to University XWZ. System Member is now the **Sponsor** to University XYZ (**Prime Sponsor** is still the Federal entity where the funds originated from).

Master Agreement: In some instances, all of the terms and conditions and Project Period of the Prime Award are contained in a Master Agreement, and then separate awards are created that contain the Scope of Work, Budget, Deliverables and a specific Period of Performance for each task. These secondary agreements reference the Master Agreement for the applicable terms and conditions. These secondary agreements are typically called Task Orders or Basic Ordering Agreements.

Maestro delineates these awards as follows on the ‘General Screen’ when you open a subaward:

ID = the ID number is the individual identification number for the subaward.

Parent ID = the funding award to the System Member. This may be a Sponsor Award or a Prime Award.

Master ID = indicates a Master Agreement.

SRS Subrecipient Risk Assessment Form (SRA) (2.3)

The SRS Subrecipient Risk Assessment Form (SRA) is initiated by the Subrecipient Monitoring Group (SMG), and will be loaded under ‘Initial Award Documents’ of a new subrecipient Agreement.

SMG will insert the following information in the SRA before uploading into Maestro:

- Subrecipient Name
- Project Number
- Subrecipient Agreement Number (Maestro ID Number, M1234567)
- Total Award Amount, the amount of the incoming award
- Subrecipient Agreement Total, the amount to be funded to the subrecipient
- Fiscal Year (FY), the year in which the subrecipient agreement is being drafted
- Texas State Vendor Hold

- Audit Report (A-133)
- SMG may also fill out the remaining items (1-7 and 10)

The Subcontract Negotiator (SN) is responsible for the following:

- Reviewing the SRA and making any necessary changes. NOTE: You do not need an A-133 Audit Report for a consultant, non-US entity, or fixed price subaward. However, item 9 (Audit Report) still gets marked as “High.”
 - If an Audit Certification is required, there will a blank one loaded in the ‘Documents’ of the subaward. Audit certificates are not needed for individuals, foreign entities or on fixed price subawards. If the certificate is not needed because of one of these items, Item 9 on the SRA is still checked as ‘High’
 - The SN is responsible for having this item completed and returned to the SMG.
 - If the returned Audit Certification requires a change to Item 9, SMG has the responsibility for changing the SRA.
 - See [Appendix A](#) for the Audit Certification directions.
- The SN will insert their name and date under the “Reviewed By” portion of the form
- The SN will sign the SRA if the Overall Risk Value is 30 points or lower
 - Route for the appropriate signature listed if the Overall Risk Value is greater than 30.
- The complete SRA is uploaded into Maestro under “Initial Award Documents” under the Documents screen.

Note that the ‘Issues’ box is an area intended for the SN to indicate items that have affected the scoring. SMG may also address concerns here.

The ‘Follow-up’ box is an area for the SN, C&G Director, or System Member delegate to indicate how the high risk will be addressed depending on risk level.

Reset Form

SRS Subrecipient Risk Assessment

Sub Name: []		Proposal #: []		Project/Agreement #: []	
Total Award []		Subaward Total []		FY: []	
Criteria		Low Risk	Medium Risk	High Risk	RISK Low Medium High
To Be Completed By (Sub-Recipient Monitoring Group and Subaward Negotiator)					
1	Amount of Subaward	11 Total Cost is < \$500,000	N/A	5 Total Cost is ≥ \$500,000	Low
2	Percentage of Award Subawarded	11 Total Cost is < 50%	N/A	5 Total Cost is > 50%	High
3	Foreign or Domestic	11 Domestic	N/A	10 Foreign	[]
4	Organization Type	11 State, Federal, University	2 Non-Profit	5 Industry	[]
5	Cost Sharing	10 No	N/A	2 Yes	[]
6	Research Compliance on Subaward	10 No	N/A	5 Human [] Animal [] Biohazards [] Hazardous Chemicals []	[]
7	Export Controls	10 No	N/A	10 ITAR/EAR [] Foreign Ntnl. Restrictions []	[]
8	State of Texas Vendor Hold/ Visual Compliance	10 No		10 Yes	[]
9	Audit Report	10 A133, Contained No Findings	2 A133, Contained Findings Related to OSRS Project [] A133, Contained Findings []	10 No A-133 Audit Report	[]
10	Program Complexity			2 ARRA Award [] Advanced payments [] Federal Sponsor []	[]
Overall Risk					6

Each will have a High or Low value assigned

Type name and date

Completed by: [] Dated [] SRS Subrecipient Monitoring
Reviewed by: [] Dated [] Subaward Negotiator

Overall Risk
LOW = 0-30
MED = 31-50
HIGH = 51-66

Issues

Follow-up (Attach additional pages if necessary. Discuss how high risk will be managed.)

Address any concerns the SMG group or you addressed under the "Issues" section

SIGNATURE ON FILE

[]

If Risk is Low, Subaward Negotiator Signs
If Risk is Medium, Director Signs
If Risk is High, Member Signs

A-133 requires a management decision regarding any findings within 6 months of receipt of the report and follow-up to ensure that the subrecipient takes appropriate and timely corrective action.

Revised 01-08-2014

SRS Subrecipient Agreement Negotiation Assessment Tool (2.4)

1. The Assessment Tool was developed to assist the Workload Distribution Committee reallocate assigned subrecipient agreements or amendments and work as a quick reference for a SNs backup when on sick leave or vacation. The need for redistribution can be driven by workload, short staff situations, illness, etc.
2. The Assessment Tool is to be completed by the SN immediately following the acceptance of subaward “task” off “My Dashboard” in Maestro.

The completed document is to be loaded into Maestro under Documents/Initial Award Related Documents for new awards, and under Modification/Documents for amendments. Choose the “Document Type” of “Other.” The document description should be “Assessment Tool.”

3. After the Assessment Value is calculated on the Assessment Tool, enter the value in the “Assessment Value” field on the General Screen in Maestro under the “Negotiation Required” field, or on the Modification Screen under the “Negotiator” field.

Please see [Subrecipient Documents for Uploading](#) for further information in regard to this Form.

Maestro Sub-Negotiator Fields – Section 3

Negotiation/Review History (3.1)

Agreement Logged (SMG)* - This status is automatically populated in Negotiation history when an agreement/award is entered into Maestro and an M# is assigned. This status is created by SMG and should be listed in every subrecipient agreement upon receipt by the SN.

CN Reviewing Agreement* - Generally the first status entered by the SN once you begin your review.

General Counsel Reviewing Agreement – Used whenever an agreement or certain sections of an agreement are sent to the Office of General Counsel (OGC) for review. There are representatives from OGC at SRS that are available to answer questions. For formal review of agreements please submit to [Ms. Cindy Schoen](#).

Compliance Review - Use when compliance item or question is sent to the appropriate compliance department for review.

Peer Review* - When the contract has been forwarded for internal secondary review by SRS personnel, use this status. The Peer Review is conducted by the Project Administrator on the project whose name is listed on the general screen of the Maestro Project.

To Proposal Administrator for Action – This shows that a request has been submitted to the Proposal Administrator for a revision to be made to the original proposal or for an internal proposal to be created.

In Negotiation – Used by the SN/CN when negotiations are ongoing.

Sponsor Review – Sponsor is reviewing the requested revisions. Generally this used by the prime contract negotiators.

Subrecipient Review – Subrecipient is reviewing the subrecipient agreement, this is not typically used.

Status Check* – Email or phone call was made inquiring on the status of the agreement. (i.e. call to the sponsor, PI, subrecipient, system member, etc.) These must be updated every **30 days**.

Negotiations Suspended / On Hold – use this status when negotiation are on hold due to negotiations being suspended or pending for further action.

TTC Review – Sent agreement to the Texas A&M Technology Commercialization office for review. This status is typically not used for subaward negotiations.

System Member Review* – Agreement or terms are sent to the PI, Department Head, Dean, or System Member for Review.

Negotiation and Review Process Complete* - Use when terms of the agreement have been agreed upon and signature processing/mailing is pending. For Subrecipient Agreements, use this status before sending for external party signature. Typically this is the last status code for prime contract negotiators. The prime contract negotiators will task CGST to route for signature and suspense pending a fully executed award if they are handling suspense. Suspense is an option for the prime award negotiators through CGST. Signature and Suspense is required to go through the Sub Monitoring Group (SMG) for subcontract negotiators.

Sent for External Party Signature* - Agreement was sent to the external party for signature. SN's are to copy the srssubawards@tamus.edu so they know the agreement has been sent for signature.

Status Check (w/ Suspense) – CGST, SMG, or the negotiator can update on the status of the signature process. Generally the SN will not use this status since SMG handles the signature and suspense process.

**Indicates a REQUIRED field for each negotiation, including both agreements and amendments.*

Subrecipient Documents for Uploading (3.2)

SRS Subawardee Agreement Assessment Tool

The SRS Subawardee Agreement Assessment Tool is completed by a Subaward Negotiator (SN) at the beginning of every agreement or amendment assigned. This form is found at [K:\Contracts and Grants\Contract Negotiations\Best Processes - Contract Negotiations\Workload Distribution](#)

New Subawardee

A value of 1 would equal a scenario where the SN has worked with the subawardee previously. A value of 2 would mean that SRS has done work with that particular subawardee, but the SN has not negotiated with them. A value of 3 would mean that neither SRS nor the SN has

previously worked with that subawardee. (NOTE: If the subawardee is not in Maestro, consider it “new”).

Flow Thru (Any Type)

Will there be flow down of any terms from the Sponsor award to the Subaward? If so, the answer to this will be yes.

Contains IP Language That Does Not Comply with System Policy

For a new subaward agreement the SN will review the prime agreement and Maestro Terms and Conditions (SPS Report). If a grant or federal funds, the standard IP language will most likely be used. If the prime agreement does not allow for subawardee IP ownership, this is an indication that the standard IP language may not be sufficient (this is more common in private/industry funded prime agreements).

More information on the Texas A&M University Intellectual Property Management and Commercialization Policy can be found at: <http://policies.tamug.edu/17-01.pdf>

SRS / FDP Template

The answer to this question is yes except in exceptional cases when a subrecipient, typically a federal agency, requires use of their format.

For approved SRS templates please see the K: drive ([K:\Contracts and Grants\Contract Negotiations\OSRS Agreement Templates](#)).

For Current FDP templates, please see Federal Demonstration Partnership webpage at http://sites.nationalacademies.org/pga/fdp/PGA_063626.htm.

Research Compliance Issues Exist

Research compliance issues are those that deal with human, animal, biosafety or recombinant DNA. An initial review can be done using the Subrecipient Commitment Form (SCF) where these areas will be checked Yes or No by the subrecipient. If there is no SCF, then look at the Statement of Work.

The Statement of Work (SOW) should be reviewed when the SN receives the set up notification for the subaward. If the Subrecipient Commitment Form does not indicate that there is a compliance issue but the SOW mentions any of the above the subrecipient should be asked to clarify the issue and corrections made, as needed. If the Subawardee’s work will involve human, animal, biosafety or recombinant DNA related issues, then the subrecipient will have to undergo the appropriate approvals process to conduct that research so the project can be initiated. These approvals are then sent to the SN and loaded into Maestro, and the appropriate compliance office review and approval is requested.

Please note: Communicate with the PA and PI, as this process is often initiated prior to the SN receiving the Subaward.

Export Control Issues Exist

For a new subaward agreement the SN will review the prime agreement and Maestro Terms and Conditions (SPS Report).

Export control issues can also be identified through review of the SOW.

For more information export controls please see the Division of Research (<http://vpr.tamu.edu/resources/export-controls>) and the Export Control Regulations and Resources provided on the Texas A&M System webpage (<http://www.tamus.edu/offices/legal/practice/compliance/export-control-regulations-and-resources/>).

Federal Acquisition Clauses (FAR, DFAR, AIDAR, etc.)

If there are applicable federal acquisition clauses, the value is 3.

Prime Sponsor Type

Identify the Prime Sponsor type.

NOTE: If completing the form for an amendment and there are no changes to the 8 ranking items, then all 8 would have a value of 1, and the minimum ranking Overall value of 8.

SRS Subaward Agreement Assessment Tool

Subawardee		Maestro or Proposal #	
System Member		Subaward Award #	
Negotiator		Subaward Modification #	
Date		Total Subaward	

To Be Completed By Negotiator					
	Criteria	Low = 1	Medium = 2	High = 3	Point Value
1	New Subawardee	CN has experience w/ Subawardee	Subawardee new to CN, but not SRS	Subawardee new to SRS	
2	Flow Thru (Any Type)	No		Yes	
3	Contains IP Language that does not comply with System policy	No		Yes	
4	SRS/FDP Template	Yes		No	
5	Research Compliance Issues Exist	No	Yes		
6	Export Control Issues Exist	No		Yes	
7	Federal Acquisition Clauses (FAR, DFAR, AIDAR, etc.)	No		Yes	
8	Prime Sponsor Type	Federal, State, or University	Local Gov't, Non-Profit, or Industry	Foreign	
Overall Point Value					

- ✓ Total Points: ☐ Low = 08 – 13
☐ Medium = 14 – 18
☐ High = 19 – 23

NOTES:

10.21.14 revision

Sub Risk Assessment

The Sub Risk Assessment (SRA) for is initiated by the Sub Monitoring Group (SMG). When a subaward establishment request is received from a Project Administrator, SMG will do an initial analysis of the subaward. This is uploaded under “Initial Award Documents” in Maestro. The SN shall review the SRA and verify all information. Once the SRA has been reviewed the SN signs and dates the agreement and uploads the approved copy in Maestro in place of the original.

1. Amount of Subaward

Subawards over \$500,000 may present a higher risk to the Member. Note: If the amount of the subaward is over \$500,000.00 the System member, not your Director, is required to sign the agreement.

2. Percentage of Award Subawarded

For those where the funding to the subaward is over 50% of the total funding provided to the System member, the risk is increased.

3. Subawardee Foreign or Domestic

Domestic subrecipients are regulated by the same federal guidelines and are generally less risk. Foreign subrecipients are more difficult to monitor because they are regulated under different laws, specifically relating to finance and compliance concerns.

4. Subawardee Organization Type

Dealing with State or Federal organizations or other Universities is considered low risk. Non-Profits are medium risk and the Industry organizations are high risk.

5. Cost Sharing

Cost sharing occurs when the agreement between the subrecipient and the System member agrees to share the cost of the project. Cost sharing can be required by the Prime Sponsor (or Sponsor) for the subrecipients under the main agreement or the subrecipient or System member can commit in a proposal funds beyond those awarded by the sponsoring agency to support a particular project.

Cost sharing may be required by federal sponsors, when a federal sponsor requires cost sharing the obligation must be met using non-federal funds.

6. Research Compliance on Subaward

This section indicates if there are human, animal, biosafety or recombinant DNA related work in the subawardee’s research. If these are indicated by the PI or if they are in the statement of work for the subrecipient, the subrecipient must show proper documentation from the correct compliance office that they are authorized to do the work. This also requires that the System member have the correct authorization to be a lead on a project with compliance requirements.

7. Export Controls

This indicates that there is part of the research that is subject to export controls. Exports are both the shipment of materials to another country and/or the disclosure of controlled information to foreign persons and entities (deemed exports) located in the United States.

Exports are regulated by several federal agencies. While the conduct, products, and results of fundamental research are generally excluded from federal export or deemed export controls, there may be some activities that would not be excluded and would require an export license.

8. State of Texas Vendor Hold / Visual Compliance

Vendor Hold: Texas Comptroller's Office policy in conjunction with state law requires state agencies and universities to verify a vendor's hold status for local voucher payments over \$500 and for state and local P-Card purchases over \$500. In addition, we are required to verify a vendor's status prior to signing a written contract that will be paid with local funds.

<https://cpafmprd.cpa.state.tx.us/tpis/search.html>

9. Visual Compliance: When conducting a Visual Compliance Check you are screening at the individual and company level. This check ensures compliance with federal restricted party screening requirements and national/international areas of concern.

<https://www.visualcompliance.com/logon.html>

10. Audit Report

Audit requirements vary depending on the subawardee entity type. If a subawardee is not subject to A-133 audit requirements or has had A-133 audit findings, there may be an increased risk of working with the entity. Additional monitoring may be required, or, in rare cases, a determination not to work with an entity may be made.

11. Program Complexity

If the subaward provides for advanced payments to the subawardee, if the subawardee is a federal sponsor, or the prime source of funding includes American Recovery and Reinvestment Act of 2009 (ARRA) funding, it is considered more complex than other Subawards for risk assessment purposes.

Negotiation Correspondence/Approvals

Correspondence and approvals relevant to developing/approving the subaward shall be loaded in Maestro.

Examples include:

- Pre-draft email and subawardee response
- PI approval
- Correspondence/approvals with compliance offices
- Correspondence/approvals with system member administration, OGC, TTC, etc.

For initial agreements the correspondence will be uploaded under the Initial Award Documents section and labeled as appropriate.

For amendments, the correspondence will be uploaded under the Modification section, the relevant modification number, under Documents and labeled as appropriate.

Federally Negotiated Rate

Typically the federally Negotiated Rate of the Subawardee is not known if the subaward was not part of the proposal process. If this information is not found, request it as part of the Pre-Draft email to the subawardee and load into Maestro with an appropriate description. Verify the rate in the budget matches the rate indicated in the information you receive.

Routing Sheet, *TEES Exempt*

The Routing Sheet is a tool used by the Subaward Monitoring Group (SMG), Project Administrator, Contract Negotiator (CN), and Subrecipient Negotiator (SN). The form shows the routing of a project through the respective areas in chronological order. The routing sheet is initiated at SMG. SMG will prepare the routing sheet and then upload it into Maestro. Once the SN has been tasked with the project they will be able to go in to the Initial Award Related Documents and see the routing sheet.

Once a requirement by SMG, CN, SN, or the Project Administrator has been completed the routing sheet is to be updated and re-uploaded in to Maestro so an accurate account of the project status is shown.

TEES is exempt from the routing sheet requirement. Note: it is uploaded into the documents section by SMG on all projects, including TEES, for uniformity by SMG.

Subaward Agreement Routing

Agreement #: _____ Account #: _____ Amendment #: _____ Maestro #: _____
Subawardee: _____ Project Administrator: _____
Negotiator: _____ Principal Investigator: _____

SMG = Subaward Monitoring Group PA = Project Administrator CN = Contract Negotiator SN = Subaward Negotiator

	SMG	Prepare Set-up (Files and Forms) / Update subcontract database
	SMG	Add to Maestro
	SN	Draft Agreement
	PA	Document Reviewed by Project Administrator
		<input type="checkbox"/> Period of Performance <input type="checkbox"/> Prime award final financial due: _____
		<input type="checkbox"/> Account Number <input type="checkbox"/> Confirm subaward final financial is due before prime award is final
		<input type="checkbox"/> Funds Obligated
		<input type="checkbox"/> Sponsor Approval
		<input type="checkbox"/> Funds Encumbered (copy to subaward)
		<input type="checkbox"/> Separate Account <input type="checkbox"/> Account Number and Expense Codes: _____
		<input type="checkbox"/> File to _____ <input type="checkbox"/> Email Sub PA to notify Sub is in process and ask Sub PA to notify SMG if interm funded account is established
	PA	Prime Sponsor Approval Received <i>if applicable</i>
	SN	Subawardee Protocol Requested <i>if applicable</i>
	SN	Document Reviewed by Mentor <i>if applicable</i>
	SN	Request Principal Investigator Approval
	SN	Principal Investigator Approval Received
	CN	Award Negotiation (Intra System) Conduct Normal Review <i>if applicable</i>
	SN	Subaward Agreement to Subawardee for Review and Signature
		SN initials and checks for Required Forms before sending / SN CC's SRS Subawards
	SMG	Update Maestro File to Suspend
	SMG	Subawardee Signed Agreement Returned
	SN	Subawardee Protocol to Compliance <i>if applicable</i> (SRS will not fully execute without required protocol)
		Send to Appropriate Compliance Officer:
		<input type="checkbox"/> irb@tamu.edu
		<input type="checkbox"/> animalcompliance@tamu.edu
		<input type="checkbox"/> ibc@tamu.edu
		Upload copy of Subaward Protocol in Maestro
	SMG	Prepares Sub Agreement for Signatures and Numbers Pages (File Award File / Proposal File)
	SMG	Document Signed
		Director, or
		Senior Management (Awards totaling \$500,000 or more)
	SMG	Subaward Agreement Fully Executed:
		<input type="checkbox"/> Update Maestro
		<input type="checkbox"/> Copy of Final Agreement Sent to: Principal Investigator, PA, Subawardee, and SN
		<input type="checkbox"/> File with Insurance Certificate to rms-insurance@tamus.edu
	SMG	Subrecipient Awards Processor
		<input type="checkbox"/> Database <input type="checkbox"/> Deliverables
		<input type="checkbox"/> W-9 / Non-U.S. Citizen Forms and CCR registration to Charlotte
		<input type="checkbox"/> Encumbrance Sheet
		<input type="checkbox"/> Proof Scanning
	SMG	Scan / File
	SMG	For Intra System Subs – Copy of fully executed sub to Awards processing to start setup

Sub-Negotiator Required Fields (3.3)

Required Fields Checklist

You may use the following checklist as a way to keep track of required status and uploads for each negotiation. Additional statuses and documents may be required, but the list below will cover the basic requirements in the Maestro system.

SUB CHECKLIST

BASIC REQUIREMENTS FOR MAESTRO

M/C#: _____

NEGOTIATION/REVIEW HISTORY REQUIREMENTS

Add additional statuses as necessary

- ☐ Agreement Logged
Done by SMG
- ☐ CN Reviewing Agreement
If an amendment, use "Amend. #" in description
- ☐ Peer Review (PA Review)
Goes to PA. Do not send to PI for final review until PA signs off on subaward/subaward amendment.
- ☐ System Member Review (PI Review)
Goes to PI. PI will confirm subaward/subaward amendment.
- ☐ Negotiation and Review Process Complete
- ☐ Sent to External Party for Signature
CC SRS Subawards group on email

SUB DOCUMENTS FOR UPLOADING

- ☐ SRS Subaward Agreement Pre-Negotiation Assessment Tool
- ☐ Sub Risk Assessment (SRA)
- ☐ Subrecipient Commitment Form, *for subawards not anticipated at time of proposal*
Contains Personnel Information, Budget, SOW, Compliance Checklist
- ☐ Negotiation Correspondence
- ☐ Routing Sheet, *TEES is Exempt*

REQUIRED FIELDS

- ☐ PI Contact(s) / Sub Personnel
Under "Personnel" / Under "Sponsor Contacts"
- ☐ Terms and Conditions
Under "Execution Tab"
See "Subaward/Consultant"
- ☐ FCOI, *if applicable*
Choose FCOI of Subawardee or TAMUS
If TAMUS, add in FCOI list under "Personnel"
- ☐ PI Compliance Statement, *if applicable*
Under "Negotiation/Review"
- ☐ Project Compliance, *if applicable*
Under "Control" and "Compliance"

SUB DOCUMENTS FOR UPLOADING

AMENDMENTS ONLY

See "Negotiation/Review," choose "Modification," enter under "Documents"

- ☐ SRS Subaward Agreement Pre-Negotiation Assessment Tool
- ☐ Negotiation Correspondence
- ☐ Routing Sheet, *TEES is Exempt*

**Select a document type and to enter the document description*

Agreements– Section 4

Agreement Types (4.1)

NOTE: Relationship of recipient as Subrecipient or Contractor should be determined during proposal stage by principal investigator. Generally, the following applies:

- Subrecipient if the entity will carry out a programmatic work that is part of the objectives of the sponsored project.
 - Subrecipient agreement should be prepared.
- Contractor services provided to general public within its normal business operations.
 - Order requisition should be submitted to the assigned Project Administrator if the value of the agreement is over \$10,000. A sole source justification is needed unless bids or proposals will be obtained.

See [Appendix E](#) for further guidance on this determination.

FDP (4.2)

The Federal Demonstration Partnership is an association of federal agencies, academic research institutions with administrative, faculty and technical representation, and research policy organizations that work to streamline the administration of federally sponsored research. FDP website, <http://sites.nationalacademies.org/PGA/fdp/>, has cost reimbursable or fixed price subrecipient agreement and amendment templates for use with federally funded subrecipients. See also, the K: drive ([K:\Contracts and Grants\Contract Negotiations\OSRS Agreement Templates](#)). There are a few formatting changes that have been made to these forms to aid in preparation.

NOTE: If the sponsor is a FDP member agency and subrecipient is a FDP member, then **do not change ANY information on this FDP approved template**. This includes the final invoice due date. A list of FDP members can be found [here](#).

NOTE: If the subrecipient is **NOT** a FDP member, then the one substantive change to the FDP template that you are permitted to make is on the Facepage modifying financial invoice due dates from 60 to 30 days. For transparency purposes, please point out the change to the recipient and assure them that this is the only change to the form. You may proceed to 45 days maximum if the subrecipient pushes back in negotiations.

NOTE: NIH and NSF funding and a select few other Sponsors allow 120 days for Final Financial Reporting, so in those instances, 60 days will be deemed adequate.

1. FDP templates are used for subrecipient agreements under federal awards.
2. FDP cost reimbursable templates require budget with payments made as costs are incurred and invoiced. Use standard flow through terms provided in the attachment templates.
3. FDP fixed price templates have a payment schedule for payments to be made usually as deliverables are met and upon receipt of invoice(s). System members generally prefer not to pay

the entire amount up front, but may allow a partial payment upon execution, with receipt of invoice. Such approval may have to come from the system member (refer to member's delegation of authority).

4. **NOTE:** If the award involves Federal Funds issued after December 26, 2014, said award falls under the Uniform Guidance (UG). Be sure to select the proper form when visiting the FDP website. Contact your PA and Mentor for assistance if you have questions related to this.
5. **NOTE:** Some awards will need to be amended to reflect the UG terms and conditions. The Prime award will denote the need for this change.
6. **NOTE:** Attachment 3: To comply with FFATA reporting, please ensure that the last 4 digits of the zip code are input and that SMG's information is used for the "Financial Contact".
7. **NOTE:** Attachment 4: Be sure to ask the PI for any additional reporting schedules beyond the required final financial and technical reports provided on the form.
8. **NOTE:** Check SPS on the Prime Award for technical, quarterly, progress reports and back up the date accordingly so in-house in enough time for System Member PI to complete/submit reporting to the Sponsor.
9. **NOTE:** Attachment 5 with the "other IDC rate" percentage box will not be used. We will streamline the process by using the other form and fill in the information regardless.
10. **NOTE:** Under the UG, Fixed Price Agreements over \$150,000.00 are **NOT** permissible, **lest** it is an **NIH** award.

SRS Agreement Templates Overview (4.3)

SRS has subrecipient agreement templates – described below – that have been reviewed and approved by SRS administration and, as required, by System General Counsel and are intended to be used as a standardized set of terms and conditions. These are generally used when the Parent/Prime is not a federal grant award, but funds from a contract or with an industry or foreign sponsor. Approved SRS Agreement Templates are saved at <K:\Contracts & Grants\Contract Negotiations\OSRS Agreement Templates>. The documents are locked so to use, copy to a Word document and edit as needed. Regardless of the template used for subawards, the SN is responsible for confirming applicable terms of the prime agreement are included in the subrecipient agreement and any template terms that conflict with the prime agreement terms removed or resolved.

1. The SRS Sub Template Federal is utilized for subrecipient agreements under federally funded prime awards when the FDP template is not sufficient.
2. The SRS Sub Template Private is utilized for subrecipient agreements under non-federally funded prime awards. Negotiated terms and conditions flowed down to subrecipient.
3. Prime Sponsor → Other University Entity → SRS → Subaward – FDP template format may be used if federal funds from Other University. If awarded from private Prime Sponsor through private

Other Entity, use SRS Sub Template Private and flow down Terms and Conditions per Prime Sponsor stipulation.

4. Subrecipient agreements templates for foreign subrecipients are pending review by the Templates Subcommittee. For temporary use, there are draft templates located at: <K:\\Contracts and Grants\\Contract Negotiations\\Subawards\\Subrecipient Templates>

IntraSystem Subrecipient Agreements (4.4)

These types of Agreements are between TAMU System Members. It is determined during preaward stage if an IntraSystem will be needed between members.

Federal grants: An IntraSystem Agreement template specifically tailored for federal grants is prepared and finalized by Subaward negotiator and is signed by both members. (“Template” to be placed on <K:\\Contracts and Grants\\Contract Negotiations\\OSRS Agreement Templates> once approved.)

1. The IntraSystem Agreement references the proposal for the subrecipient’s statement of work and budget and both members agree to work cooperatively to meet Prime Sponsor (or Sponsor) reporting requirements. The Subaward negotiator must confirm there is an approved proposal for the subrecipient member’s work.
2. Once Agreement finalized, Subrecipient Monitoring Group (SMG) obtains signatures of both members.
3. SMG forwards the signed Subaward to Contracts and Grants Support Team (CGST) for set-up on behalf of the subrecipient member.
4. CGST tasks the subrecipient member’s project administrator to establish the funding.
5. The subrecipient project administrator will confirm FCOI for the Subaward and any other compliance requirements.

Negotiated agreements/contracts

The contract negotiator for the prime recipient member reviews the prime agreement on behalf of both members and obtains approvals for non-standard provisions from both members during the initial negotiation.

1. When prime recipient contract negotiator (CN) determines there will be an IntraSystem Subaward included in the proposal/award, the CN will request a set-up for the subrecipient member(s) from CGST. This establishes an M# to document approvals and FCOI compliance for the subrecipient member.
2. The CN, while reviewing the prime award on behalf of the receiving member as well as any subrecipient member, will obtain any needed approvals from all system members. The CN will specifically review any intellectual property or licensing terms to confirm the terms are acceptable to all members. While the recipient member is the final decision maker regarding prime terms and conditions, the CN will not forward the prime award for Subaward processing

until any issues have been resolved or appropriately addressed for each member. The CN will provide specific instructions to the Subaward negotiator if variances to the prime terms are needed in the Subaward.

3. When the prime award is finalized, all set-ups are tasked to their respective project administrators (PA) by the CN. The prime award status will be “Fully-Executed” and the intrasystem subaward status will be set up by PA.
4. Once the project for the prime award is established in Maestro and the Child record for the subrecipient is created, the PA tasks SMG to initiate the subaward.
5. With the exception of review on behalf of the subrecipient member, normal process is followed by SMG and the subaward negotiator.
6. SMG obtains signatures of both members.
7. SMG forwards the signed subaward to CGST.
8. CGST uploads fully-executed subaward and tasks the subrecipient member’s project administrator to establish the new award.

Consultant Agreements (4.5)

A Consulting Agreements is processed when an individual is stated/named in proposal and/or prime agreement (may include dollar amount). A Consulting Agreement is initiated by task from SMG after Project Administrator (PA) tasks SMG using Maestro. If SN receives an email from the department, forward that to the PA. Audit certification is not required for individuals.

1. Required forms:
 - a. [Independent Contractor Status Certification Form](#)
 - b. [W-9](#) completed; name and tax id # is individual name and SS #. If business name and EIN, a [Subrecipient Agreement](#) should be used.
 - c. [Sole Source form](#)
2. Contact information (on Independent Contractor Status form). Note consultant’s contact info/email should be private – not reference their university/company since agreement is with the individual and not the university/company.
3. Budget justification (from proposal usually) (not required if fixed price).
4. A Consulting template is pending review by the Templates Subcommittee. For temporary use, there is a draft saved on [K:\\Contracts and Grants\\Contract Negotiations\\Subawards\\Subrecipient Templates\\Sub – Consulting Agreement](#)

Compliance – Section 5

Compliance Summary (5.1)

The Texas A&M University System is committed to the protection of human and animal subjects involved in research, to the safety of our faculty, staff, and students involved in conducting research, and to the welfare of the public. For Subrecipient Agreements, SRS will obtain the Subrecipient's approvals for research involving humans, animals and biosafety.

If one exists, the Subrecipient's Commitment Form will indicate if the Subrecipient's work requires the Subrecipient's compliance approval. Even if the form indicates so, the Sub Contract Negotiator should confirm with the PA, PI and Subrecipient that the compliance item exists, and if so the Sub CN needs to obtain a copy of the Subrecipient's approval. This verification will identify those cases where a compliance matter may have changed from the Proposal stage to the Award stage.

If a Subrecipient Commitment Form does not exist, use your Pre-Draft email process to determine if any compliance issues exist, and if so to request a copy of the Subrecipient's approval.

NOTE: There may be an occasion when the Subrecipient indicates compliance related work on the Subrecipient Commitment Form, and when the item goes through the Subrecipient's compliance application/approval process their respective compliance office says the approval is not needed. In these cases, still follow the process of entering the information in Maestro and notifying the appropriate TAMU compliance office. In the email to the compliance office, explain the situation and that you have set the Compliance screen to 'Approval Pending'. Once the TAMU compliance office has completed their review, they can change the status to 'Active' just as in the normal process.

NOTE: There are occasions where Preliminary Approvals are granted by Compliance. In these instances ensure that:

- You add the compliance item as normally would;
- Set expiration date to end of time period prior to the need for the compliance approval;
- Set the condition to 'not needed';
- Inform the appropriate compliance office of the item;
- Load email (in PDF format) information from Compliance office in Maestro.

This allows the compliance office to be notified by Maestro of the need for the approvals in the future.

Resources:

Texas A&M University System List of Compliance Officers:

<https://www.tamus.edu/offices/ethics-and-compliance/compliance-officers/>

Institutional Animal Care and Use Committee (IACUC):

<http://vpr.tamu.edu/compliance/rcc/iacuc>

Institutional Biosafety Committee (IBC):

<http://vpr.tamu.edu/compliance/rcc/ibc>

Institutional Review Board (IRB)
<http://vpr.tamu.edu/compliance/rcc/irb>

TAMUS Research Compliance Policy: <http://policies.tamus.edu/15-99-05.pdf>

TAMUS Research Agreement Policy: <http://policies.tamus.edu/15-01.pdf>

TAMUS Sponsored Research Services Policy: <http://policies.tamus.edu/15-04.pdf>

Subrecipient Compliance Institutional Review Board (IRB) (5.2)

The federally mandated Institutional Review Board (IRB) coordinates with the [Human Subjects Protection Program](#) to assure the protection of human research participants and to ensure compliance with the laws and regulations governing human subject research. Any such research conducted by faculty, staff, or students must be reviewed and approved prior to being initiated. Also, any other party wishing to conduct research using System member employees or students as subjects must secure authorization prior to recruiting participants. Subrecipients funded by System members will need to show that they are compliant with applicable compliance guidelines.

The IRB reports to the University's institutional official ([Vice President for Research](#)) and serves Texas A&M researchers, staff and educators. When a Principal Investigator (PI) establishes a project with human subjects they will need to apply for IRB approval. The PI must submit all required documentation, have an administrative review, an IRB committee review, and if approved the PI can then conduct research. For subrecipients, the subrecipient is tasked with providing the approvals for the research to be conducted. These approvals are reviewed by our TAMU's IRB office to confirm the approvals are comprehensive and accurate.

If it is determined that the Subrecipient will conduct human subjects-related work, the following steps are required:

1. Request a copy of the institution's IRB approval document
2. Under the 'PI Compliance Statement' screen of the Subrecipient Agreement in Maestro, change the 'Human Subjects' category to YES and add any required notes
3. Under the 'Compliance' screen of the Subrecipient Agreement in Maestro:
 - a. Add approval date
 - b. Add expiration date
 - c. Add approval number (if present)
 - d. Change the 'Status' to 'Approval Pending'
 - e. Load the approval documentation received from the Subrecipient
4. Send an email to: clhiggins@tamu.edu. Include the following information:
 - a. Maestro Project Number
 - b. Sponsor Project Number
 - c. System Member

- d. PI name
 - e. Explain this Subrecipient's work will have human subject research according to the Subrecipient, and that you have received the Subrecipient's approval documentation and that it is loaded in Maestro.
5. When an IRB Compliance Officer receives the email, they will review the materials located under the Subrecipient Agreement's Maestro Project Number. If the Compliance Officer is in agreement with the loaded documentation, they will:
 - a. Change the 'Status' to 'Active'
 - b. Reply to Subaward Negotiator's original email request and indicate that the information has been processed.
 6. The Subrecipient Agreement can continue to be processed.

Subrecipient Compliance- Institutional Biosafety Committee (IBC) (5.3)

Compliance with biosafety regulations is laboratory-based and not project-based, therefore the Subrecipient's biosafety compliance obligations rest with the Subrecipient's institution.

If it is determined that the Subrecipient will conduct biosafety or recombinant DNA related work, the following steps are required:

1. Request a copy of the institution's IBC approval document.
2. Under the 'PI Compliance Statement' screen of the Subrecipient Agreement in Maestro, change the 'Recombinant DNA and Transgenic Organisms' and 'Biohazards' categories to YES.
 - a. See the **Subaward Negotiator Maestro Handbook** for the details.
3. Under the 'Compliance' screen of the Subrecipient Agreement in Maestro (see the **Subaward Negotiator Maestro Handbook** for the details):
 - a. Add approval date
 - b. Add expiration date
 - c. Add approval # (if present)
 - d. Change the 'Status' to 'Approval Pending'
 - e. Load the approval documentation received from the Subrecipient
4. Send an email to: biosafety@tamu.edu. Include the following information:
 - a. Maestro #
 - b. Subrecipient Agreement #
 - c. Sponsor and Award #
 - d. System Member PI name
 - e. Explain the Subrecipient's work will utilize rDNA/transgenic organisms and/or biohazards according to the Subrecipient, and that you have received the Subrecipient's approval documentation and that it is loaded in Maestro.
5. When an Associate Biosafety Officer (ABSO) receives the email, they will review the materials located under the Subrecipient Agreement Maestro #.

- a. If the ABSO is in agreement with the loaded documentation, they will:
 - i. Change the 'Status' to 'Active'
 - ii. Reply to Subaward Negotiator's original email request and indicate that the information has been processed.

6. The Subrecipient Agreement can continue to be processed.

Subrecipient Compliance- Institutional Animal Care and Use Committee (IACUC) (5.4)

If it is determined that the Subrecipient will conduct animal-related work, the following steps are required:

1. Request a copy of the institution's IACUC (or AUP) approval document.
2. Under the 'PI Compliance Statement' screen of the Subrecipient Agreement in Maestro, change the 'Animal (Vertebrates)' category to YES and add the animal type.
 - a. See the **Subaward Negotiator Maestro Handbook** for the details.
3. Under the 'Compliance' screen of the Subrecipient Agreement in Maestro (see the **Subaward Negotiator Maestro Handbook** for the details):
 - a. Add approval date
 - b. Add expiration date
 - c. Add approval # (if present)
 - d. Change the 'Status' to 'Approval Pending'
 - e. Load the approval documentation received from the Subrecipient
4. Send an email to: tennillek@tamu.edu Include the following information:
 - a. Maestro #
 - b. Subrecipient Agreement #
 - c. Sponsor and Award #
 - d. System Member PI name
 - e. Explain the Subrecipient's work will have animal related work according to the Subrecipient, and that you have received the Subrecipient's approval documentation and that it is loaded in Maestro.
5. When the email is received, they will review the materials located under the Subrecipient Agreement Maestro #.
 - a. If the documents are appropriate to ensure compliance is in place at the Subrecipient's location, they will:
 - i. Change the 'Status' to 'Active'
 - ii. Reply to Subaward Negotiator's original email request and indicate that the information has been processed.
6. The Subrecipient Agreement can continue to be processed.

Amendments – Section 6

Summary (6.1)

Amendments are drafted when a modification to the subrecipient agreement is needed. Examples of modifications include: extending period of performance, adding funds, and revising scope of work. Amendments will be in the same Maestro account as the original subrecipient agreement under the “Modifications” tab.

When drafting an amendment, you will use either the FDP or SRS subrecipient agreement amendment template. Verify that the information contained in the amendment is consistent with the original subrecipient agreement and be sure to include all relevant attachments (scope of work, budget, reporting requirements, and deliverables).

In some instances, a revised scope of work may introduce compliance issues (such as IRB, IBC, and IACUC). These will require approval letters from the subrecipient and in the case of IRB, from both System member’s IRB and subrecipient. The amendment cannot be signed until the approvals are received.

After the amendment has been drafted, task the project administrator to review the amendment. After the project administrator has approved the amendment, send to the PI for approval. Once approval is received by the PI, upload the approval email in Maestro under the appropriate modification, initial under the signature line, and send the amendment to the subrecipient for signature.

When sending out amendments for signature, follow the same procedure when sending subrecipient agreements ([for sample email](#)).

Update the negotiations history and routing sheet throughout the entire process.

FDP Template Amendment (6.2)

The FDP Subaward Modification template is used when the FDP Subaward template was used for the original subrecipient agreement. The templates can be found under “Supplemental Forms” at: http://sites.nationalacademies.org/PGA/fdp/PGA_063626.htm.

Check to see which template was used in the original subrecipient agreement to maintain consistency.

SRS Template Amendment (6.3)

The SRS amendment template is used when one of the SRS subrecipient agreement templates was used for the original subrecipient agreement. This can be found in [K: Contracts & Grants/Contract Negotiations/Subawards/Subrecipient Templates](#).

Agreement #
Prime #
CFDA:

AMENDMENT NO. ____
to the
SUBRECIPIENT AGREEMENT
between
Texas A&M University
And

Subrecipient Agreement # entered into by and between Texas A&M University ("TAMU") and
_____ ("Subrecipient"), under _____ Award # _____ is hereby amended as
follows:

ARTICLE ____ -

All other applicable terms and conditions remain unchanged and in full effect.

In witness whereof, the parties hereto, represented by officials authorized to bind them, have
caused this Amendment to be executed in duplicate on the dates indicated below.

For Texas A&M University

By: _____

Date: _____

For Subrecipient

By: _____

Name: _____

Title: _____

Date: _____

Intrasystem Subrecipient Agreement Amendments (6.4)

Use the Intrasystem Subaward Amendment Agreement template when both system members are administered by SRS.

[illegible]

Required Documentation – Section 7

Summary (7.1)

SRS must have certain documentation for subrecipients in order to proceed with processing a subrecipient agreement. This section provides an overview of Financial Conflict of Interest (FCOI), Federal Funding Accountability and Transparency Act (FFATA), Audit, and Internal Revenue Service (IRS) requirements.

Financial Conflict of Interest (FCOI) (7.2)

TAMUS [Regulation 15.01.03](#) covers Financial Conflicts of Interest in Sponsored Research. This regulation implements federal law and regulations adopted by the Public Health Service (PHS) of the U.S. Department of Health and Human Services and the National Science Foundation (NSF) to address when a Significant Financial Interest (SFI) reasonably appears to affect or bias the design, conduct or reporting of research.

PHS funding sources include:

- Agency for Healthcare Research and Quality (AHRQ)
- Agency for Toxic Substances and Disease Registry (ATSDR)
- Centers for Disease Control and Prevention (CDC)
- Food and Drug Administration (FDA)
- Health Resources and Services Administration (HRSA)
- Indian Health Service (IHS)
- National Institutes of Health (NIH)
- Substance Abuse and Mental Health Services Administration (SAMHSA)
- Department of Health and Human Services (DHHS)

Each System Member has an appointed Conflict of Interest Official (COI Official).

There will be no expenditure of sponsored research funds by an Investigator or member unless the COI Official has determined that no FCOI exists or that any identified FCOI is manageable under the terms of a Management Plan that has been adopted and implemented.

- Incoming awards to System Members: Principal Investigators (PI) must comply with the System Regulation.
- Outgoing Subrecipient Agreements:
- An FCOI Policy statement must be included in the Subaward:
 - When the project is PHS funded;
 - And/or when the System Member PI subawards “a portion of the research to a Covered Family Member or an entity in which the PI or a Covered Family Member holds financial interest”.
- The Sub Negotiator should make the determination if the project is PHS funded when assigned a task for a new Subaward. The PI is responsible for notifying the SRS project administrator if the PI subawards a portion of the research to a Covered Family Member or an entity in which the PI or a Covered Family Member holds financial interest.
- PHS funded: Include in your Pre-Draft email that the project is PHS funded, and that you will need a determination from the Subawardee on whose policy (TAMUS or Subrecipient’s) will be followed.
- If a Subrecipient Commitment Form exists, the selection will be noted on it, however you may want to verify with your Pre-Draft email.
- Once a determination has been made:
 - On the ‘General’ screen of the Subaward, make the appropriate selection in the box located in the lower right corner titled ‘Subaward FCOI Policy’.

Note: This box will always be blank when you receive the task, and should only indicate ‘TAMUS’ or ‘Subawardee’ if a FCOI determination is required as defined above.

Note: There is a second FCOI labeled box on the ‘General’ screen in the right hand column of information. In a new Subaward this will come as ‘No’. If it says “Yes”, change to “No”. **Otherwise, do not change this setting.** Include in the Subaward the Selection of FCOI Policy wording, and pre-fill whose policy will be followed.

- If the Subawardee will be following their internal regulation, no other action is required.
- If the Subawardee will be following TAMUS regulation, the SN should:
 - utilize the approved FCOI List of Investigators form and request the subrecipient provide the names and contact information for its investigators;
 - provide a copy of the information to the System member’s Conflict of Interest Official (COIO);
 - contact the subrecipient for their PI(s) to take TAMUS training and complete the requisite Financial Disclosure Statement;
 - choose a provision to the subaward requiring the subrecipient to comply with TAMUS policy;
 - Confirm FCOI compliance for the Subrecipient’s Investigators with the Member’s COIO; and
 - Add the Investigators to the Personnel screen in Maestro in the Sub Personnel Maestro record.
 - Upload both FCOI List of Investigators from subrecipient and the confirmation email from COIO.

General Notes:

- FDP Attachment 2 for the National Institutes of Health includes an FCOI selection.
- If the system member PI, or a family member, has SFI in the Subawardee, this should have been disclosed and the appropriate management plan put in place with the incoming award. It is always a good idea to check the FCOI Status of the Parent M# of the Subaward.
- The SRS FCOI Procedure is located at <K:\Contracts and Grants\FCOI\SRS FCOI Procedure 2013-11-19.docx>.

Federal Funding Accountability and Transparency Act (FFATA) (7.3)

This Act was signed on September 26, 2006, and had a phased in approach for when the reporting was required. Since March 1, 2011, all federally-awarded contracts and orders valued greater than or equal to \$25,000 have reporting requirements included.

Tiered reporting: The Act requires the Prime Recipients of federally-awarded contracts and orders valued greater than or equal to \$25,000 to provide the required FFATA reporting. In the case of a System Member being the Prime Recipient, the system member is considered a first tier recipient.

The Act requires the inclusion of the reporting requirements down to the second tier level. For example if there is a federal award to a system member (first tier) and the system member then enters into a subaward with another Party, that Party is considered a second tier recipient. In this example the system member is responsible for reporting the second tier expenditures.

Required information: The Subaward Monitoring Group (SMG) is responsible for reporting the second tier expenditures of Subawardees. Two items are required for this reporting: the Subawardee's Data Universal Numbering System (DUNS) number and the place of performance of the sub-awarded work. This information is captured by using the Attachment 3B and 3B Page 2 available on the Federal Demonstration Partnership (FDP) website, or the Sponsored Research Service (SRS) generated forms-FFATA 3A and FFATA 3B-2.

- If you are drafting a subaward on the FDP forms, include the FDP 3B and 3B Page 2.
- If you are drafting the subaward on SRS templates, use the FFATA 3A and FFATA 3B-2 forms.
- There are templates for just the contact information if you are working on a Subaward that has no FFATA requirements.

Other information:

For all subawards under \$25,000, SRS also requests this information for subrecipient agreements under \$25,000, and for 2nd Tier, and thereafter.

Rationale:

- For one, if the funding increases in the future to be above the \$25,000 level, the information is already on hand;
- Secondly, auditors have expressed an opinion that the Act requires the reporting once it crosses the threshold, however requesting the information is mandatory.

Rationale for lower tier funding:

- The contact information on the forms is good to have;
- Use of the forms for the contact information eliminates inserting that information someplace else in the subaward;
- Eliminates the question when to include and when not required.

A-133 Audit Requirements – 7.4

NOTE: Uniform Guidance Changes impact this section and analysis. A-133 is being phased out and replaced with 2 C.F.R. § 200 UNIFORM ADMINISTRATIVE REQUIREMENTS, COST PRINCIPLES, AND AUDIT REQUIREMENTS FOR FEDERAL AWARDS.

The Audit Certification form sent to subrecipients determines if the subrecipients have met the obligations of the Office of Management and Budget Circular A-133 and if they are in compliance with Federal laws and regulations. NOTE: An A-133 audit is not needed for a consultant, non-US entity, or fixed price subrecipient agreement.

The University's expenditures of Federal funds are audited annually in accordance with Office of Management and Budget Circular A-133. Copies of the A-133 audit report are submitted to the Federal Audit Clearinghouse Bureau of the Census. Information regarding The Texas A&M University System Members' audit under A-133 is included under the State of Texas Auditor's web site as part of a statewide Single Audit. (<http://www.sao.state.tx.us/Reports/reportpost.aspx?category=statewide>)

Sponsored Research Services

400 Harvey Mitchell Pkwy South Suite 300, College Station, TX 77845
979-862-6777 979-862-3250 fax http://www.tamus.edu

Audit Certification

Please return completed form to Gina Greig at ggreig@tamus.edu, phone 979-458-8907

Reference:

Subrecipient Monitoring Requirements

The Texas Engineering Experiment Station is required by OMB Circular A-133 to determine if our subrecipients have met the audit requirements of the Circular and whether they are in compliance with Federal laws and regulations.

Please read the following certification in Section A, and if ALL statements are true, sign and date the certification. If you have not completed the requirements of Section A, complete Section B and provide all appropriate documents, sign and date the certification.

Section A: Audit Website: _____

I hereby certify that for fiscal year ended _____ (mm/dd/yy):

- (1) Financial statements received an unqualified opinion from our independent certified public accountants; and
 - (2) the administration of our Federal projects has been audited in accordance with OMB Circular A-133, and there were no material instances of noncompliance with Federal laws and regulations or reportable conditions; and
 - (3) there were no findings in the single audit report that are specifically related to awards from the Texas Engineering Experiment Station.
-

Section B:

Please check one of the following statements, and provide all appropriate documents:

- _____ We have completed our OMB Circular A-133 audit, and material noncompliance issues and/or reportable conditions were noted. A copy of the audit report and our response is attached.
- _____ There were findings in the single audit report that are specifically related to a prime award from the Texas Engineering Experiment Station. A listing of awards and the explanation of the findings as they relate to the prime award is attached.
- _____ We have not completed our OMB Circular A-133 audit. We expect the audit to be completed by _____. Within thirty (30) days of completion, we will provide the positive certifications in Section A, or a response as required in Section B.
- _____ We did not expend \$500,000 or more in Federal awards during the related fiscal year, and therefore we are not subject to the requirements of OMB Circular A-133.

(Signature) _____

Name:

Title:

Date:

The Subrecipient Monitoring Group (SMG) will determine if an A-133 audit is required; this will be indicated on the Subrecipient Risk Assessment provided by SMG at the beginning of each new subrecipient agreement. If a subrecipient is new or if the certification is outdated SMG will send a notification to the SN that a new A-133 is required. The SN will send the subrecipient the A-133 form to complete. The completed form should be sent by the subrecipient to SMG srsubawards@tamus.edu. Once received, SMG will update Maestro to show the subrecipient is in compliance.

IRS Forms W9 and W8 (7.5)

When you get a task for a new subrecipient agreement, go to the Maestro 'General' screen of the Subaward M#. If a W9 or W8 is not on file for the subrecipient, there will be a note in pink at the lower left corner of the 'General' screen stating:

“This subrecipient does not have a tax number defined.”

- Include the request of completion and return to your attention in your Pre-Draft email.
- Forward the completed form to SMG when you receive the completed form.
- This item is required prior to the subrecipient agreement being executed.
- IRS forms do get updated from time to time, so be sure to check the [SRS website](#) for the most recent version.
- **NOTE:** Tax laws evolve regularly. As such, be sure not to give legal or tax advice when providing this information pertaining to what form needs to be completed. As the case with all facets of your role as a Negotiator, provide guidance, not legal answers or advice. When in doubt check in with your Mentor and/or the Office of General Counsel.

W9:

- Used for a United States individual or company (Corporation, LLC, etc.)
- If you are dealing with an individual, the form will be completed with their Social Security Number (SSN).
 - If this is the case, always check the documents in Maestro to insure that a completed Independent Status Certification Form.
 - The Independent Contractor Status Certification Form should have been loaded in “Documents” by the Project Administrator. If this item does not exist, coordinate with the Project Administrator.
- If you are dealing with an entity (not an individual) the form will contain an Employee Identification Number (EIN).
- Some entities use a person’s name as their business name. In these cases, if an EIN is provided, this is a clue that you are dealing with an entity and not an individual, and as such would not need an Independent Contractor Status Form.

W8:

- Used for non-US individuals or entities.
- Some System Members have used in the past, or still use a shortened form allowed by the IRS. The SRS process is to have an official W8 form completed for our subrecipient.
- Five versions of the W8, and the following are very generic descriptions:
 - W8BEN Individual: Foreign individual.
 - W8BEN Entity: Foreign entity (not an individual).
 - W8EXP: Foreign government, international organization, foreign central bank of issue, foreign tax-exempt organization, foreign private foundation, or government of a U.S. possession.
 - W8ECI: Any foreign person or organization if the income will be connected with the conduct of a trade or business in the United States.
 - W8IMY: Any person that is an intermediary (whether a qualified intermediary (QI) or a nonqualified intermediary, including certain U.S. branches or territory financial institutions), a withholding foreign partnership (WP), a withholding foreign trust (WT), or a flow-through entity to which you make a withholdable payment or payment.

Deliverables (7.8)

One of the most critical aspects of any contract is the definition of contract deliverables. Deliverables are often explained within a statement of work (SOW), specifications, or other title of similar terms, and should explain the research or services to be provided under the contract.

A common approach is for the contract deliverables to be described in terms of the results or outcomes required, particularly in relation to services. The emphasis on results and outcomes rather than on inputs and processes used by the contractor can allow the opportunity for operational flexibility and innovation. A deliverable may be composed of multiple smaller deliverables. It may be either an outcome to be achieved (i.e. the corporation says that “becoming profitable this year” is a deliverable) or an output to be provided.

Nevertheless, in some situations, a more prescriptive description of the contract deliverables may be appropriate, particularly where there is little scope for flexibility in how those services will be provided. Often deliverables appear as an Addendum or Appendix to the contract. Usually this is taken from the section of the proposal which describes the results or objectives of the research to be conducted.

TAMUS’ work product or “service” provided is research, the outcome and results of which, by its very nature, may vary greatly and therefore are not definite. Hence, such a work product cannot be guaranteed or indemnified, nor warranted. Work is performed on a “reasonable effort” basis. Depending on the complexity and nature of the goods or services there may be a short version of *the deliverables*, followed by more detailed description in schedules to the contract.

The statement of deliverables should set out: what needs to be delivered, to what standard and in what timeframe(s).

It should be:

- as concise as possible;
- clear, consistent, unambiguous and not conflict with itself or other contract terms and conditions;
- complete, accurate and correct;
- feasible and achievable; and
- measurable and verifiable.

Depending on the type of contract requirement it should be written in functional and performance terms rather than technical terms. It should also indicate the relative importance of each contract deliverable or each part of the deliverable where appropriate.

In defining the contract deliverables, it can often be important for the contract to reflect the fact that the deliverables may need to be amended over the life of the contract to take account of changing circumstances or requirements. This is particularly the case for many service contracts such as IT services.

In defining the deliverables, one of the main items to include is the reporting requirements, such as monthly technical reports. These reports should be brief and concise, rather than overly burdensome due to excessive Sponsor expectations. The reports should be sent to the PI for their review and approval.

Disputes and Dispute Resolution (7.9)

The purpose of this procedure is to provide information and alternatives regarding various dispute options and processes available to both contracting entities and/or sponsors concerning the alternative dispute resolution (ADR) process concerning The Texas A&M University System members when contracting for goods or services.

Applicable Law

Chapter 2260, subchapter C, of the Texas Government Code is a mandatory prerequisite to suing The Texas A&M University System (whether stated in the contract or not) and applies to all written contracts between System members and a contractor. This provision is the contractor's sole and exclusive process for seeking a remedy for any alleged breach of contract by a Texas A&M University System member.

Another option is to remain silent (aka moot) regarding disputes, Wording to the effect that 'should good faith discussions prove unable to resolve the issue(s), then each party has the right to pursue all legal remedies allowed by law', may also be inserted.

Where Chapter 2260 does not apply to a contract claim against the State, the private party's only option is to obtain legislative consent to sue under Chapter 107 of the Texas Civil Practice and Remedies Code.

Option

Texas A&M University System members may not enter into *binding arbitration*, but may enter into nonbinding ADR methods, such as *mediation*.

Applicable Contract Clauses

BINDING ARBITRATION – TAMUS members may not enter into binding arbitration, but may enter into non-binding Alternative Dispute resolution (ADR), such as mediation.

DISPUTES, LAWSUIT – Disputes are handled via a mandatory prerequisite to bringing suit as specified in Texas Government Code Chapter 2260, subchapter C. Contained therein is the contracting Party's exclusive process for seeking remedy via lawsuit from The Texas A&M University System. When Chapter 2260 is non-applicable, the private party's only option is to obtain legislative consent to sue under Chapter 107 of the Texas Civil Practice and Remedies Code. Language in contracts pertaining to lawsuits should be referenced to "a court of competent jurisdiction", if mentioned at all. It is preferred to be moot on this matter.

FOREIGN SPONSORS – When binding arbitration is an option, the provision should be qualified with "to the extent authorized under Texas law". The System Member should also be made aware of the risks and acknowledge them in writing. The disadvantages of arbitration in general are that it is non-appealable; the arbitrator's decision would not be enforceable against a state agency in Texas courts, yet agency assets outside Texas, especially outside the U. S., may be at risk; and there are associated costs to such actions (such as, outside counsel, travel . . .).

MUTUAL TERMINATION – Any termination clause should be mutual for the benefit of both parties.

Force Majeure (7.10)

Force majeure "superior force", also known as *cas fortuit* (French) or *casus fortuitus* (Latin) "chance occurrence, unavoidable accident", is a common clause in contracts that essentially frees both parties from liability or obligation when an extraordinary event or circumstance beyond the control of the parties, such as a war, strike, riot, crime, or an event described by the legal term act of God (such as hurricane, flooding, earthquake, volcanic eruption, etc.), prevents one or both parties from fulfilling their obligations under the contract. In practice, most force majeure clauses do not excuse a party's non-performance entirely, but only suspends it for the duration of the force majeure. ⁽¹⁾

⁽¹⁾ Source: Wikipedia.

TAMUS members generally find this following paragraph to be acceptable wording for inclusion in agreements:

If either Party fails to fulfill its obligations hereunder (other than an obligation for the payment of money), when such failure is due to an act of God, or other circumstance beyond its reasonable control, including but not limited to fire, flood, civil commotion, riot, war (declared and undeclared), revolution, acts of foreign or domestic terrorism, or embargos, then said failure shall be excused for the duration of such event and for such a time thereafter as is reasonable to enable the Parties to resume performance under this Agreement, provided however, that in no event shall such time extend for period or more than 30 days.

Inclusion of this provision is especially desirable when no clause is present in an agreement for “termination for convenience”.

Export Controls Foreign Entities, EAR, ITAR, OFAC, Exclusions (7.11)

The Issue

Under federal law, the export of certain goods and technologies must be authorized through the issuance of an export license. In addition, the export of technical data – including communication by any means to foreign nationals, whether in the United States or abroad, also requires an export license.

A foreign national or foreign person is defined as a non-US citizen, green card holder {aliens who are “Lawful Permanent Residents” [8 USC § 1101(a)(20)]}, and/or immigrants {including other “Protected Individuals” under the Immigration and Naturalization Act [8 USC § 1324b(a)(3)] designated an asylee, refugee, or a temporary resident under amnesty provisions}.

A foreign national also means any foreign corporation, business association, partnership or any other entity or group that is not incorporated to do business in the US. Under ITAR, the term “foreign person” is used, but has the same definition as “foreign national” herein.

Export Control Laws and Regulations

EAR – Export Administration Regulations (Department of Commerce) was implemented as a result of the Export Administration Act of 1979.

ITAR – International Traffic in Arms Regulations (Department of State) resulted from the *Arms Export Control Act* of 1976.

OFAC – Office of Foreign Assets Control (Department of the Treasury) administers and enforces economic and trade sanctions based on US foreign policy and national security goals against targeted foreign countries and regimes, terrorists, international narcotics traffickers, those engaged in activities related to the proliferation of weapons of mass destruction, and other threats to the national security, foreign policy or economy of the United States.

What Does it Mean to Export?

Any shipment, transfer, or transmission of commodities, technology, software out of the US is exporting. This includes any transfer to any person – either within or outside of the US – of these items by physical, electronic, oral, or visual means with the knowledge that it will be exported. Disclosure of

technical data to a foreign national within or outside the US is also considered exporting. Even transfer of data over a satellite or instruments in orbit qualifies.

Why Be Concerned?

Control over the dissemination of “technical data” limits the freedom to publish and discuss research. Restrictions on access to information by foreign nationals (including faculty, students, and graduate students) prohibits these folks from working on research projects. Foreign visitors and collaborators have restrictions on their visas which prohibit their visits to laboratories and project sites. Publication restrictions of research results require time delays, reviews, and approvals.

Restrictions even extend to attendance at conferences and seminars which prohibit presentation of results or project discussions to audiences where there are foreign nationals within the US and abroad. Exporting of “dual-use” goods and technologies (like satellite hardware and related technologies) are also controlled.

Keep it Fundamental

Both fundamental research and fundamental data are exempt from export control regulation.

“Fundamental Research” is basic and applied research in science and engineering where the resulting information is ordinarily published and shared within the scientific community.

Contract restrictions can change fundamental research into technical data. Avoid the following: restrictions on publications; allowing projects to be classified; acceptance of national security controls; and development of proprietary information.

Exclusions

FRE or Fundamental Research Exclusion –

Fundamental Research is defined by the National Security Decision Directive 189 (NSDD189) as “any basic or applied research in science and engineering, the results of which are ordinarily published and shared broadly within the scientific community...” In order to qualify as Fundamental Research, the research must be conducted free of any publication restrictions and without any access or dissemination restrictions.

Research that qualifies as Fundamental Research is **NOT** subject to export controls as provided for under the federal regulations (15 CFR§734.8). NOTE that FRE will be lost if a researcher agrees to any “side-deals” allowing sponsors the ability to review and approve publications or to control access to the project or project results. Loss of the Fundamental Research Exclusion can quickly put your research in jeopardy of non-compliance with export controls.

Public Domain

Publically available information may also qualify as an export. The federal government regulates the transfer of information, commodities, technology, and software considered to be strategically important to the US in the interest of national security, economic, and/or foreign policy concerns.

TAMU Export Control Contact

Rose Ndegwa, Program Coordinator
979.648.4290

rosendegwa@tamu.edu

<http://vpr.tamu.edu/resources/export-controls>

Helpful Reference Information

ITAR Clauses

52.227-17	Rights in Data
252.204-7000	Disclosure of Information
252.204-7008	Export-Controlled items
5352.227-9000	AFMC Export-Controlled Data Restrictions
5353.227-9000	AirForce Export-Controlled Data Restrictions

Foreign Nationals –

52.04-4401	Army	Release of Information
52.004-4400	ARL	Foreign Nationals Performing Under Contract
52.005-4401	ARL	Release of Information
52.215-9530	FAR	Foreign Nationals Subject to Export Controls

Office of General Counsel Review – Section 8

Summary: SRS CNs (and SNs) work collaboratively with System General Counsel to confirm sponsored agreements are in accordance with System requirements. System attorneys are located in the SRS offices periodically throughout the week in order to provide CNs guidance on questions related to specific terms and conditions contained in agreements.

The purpose of this procedure is to explain when Texas A&M System General Counsel assistance is required by Sponsored Research Services Sub-Contract Negotiators and how the process of review is conducted.

WHEN do I request assistance? The Office of General Counsel (OGC) should be contacted in the event that a question of law emerges or one that requires the expertise of the department. SNs are NOT authorized to make any legal decisions or negotiate terms that deviate from System standards. Any deviations will require system member approval. Refer to member's delegation of authority for further information.

NOTE: OGC would need to approve **ALL** Subawards to law firms or attorneys before they can be issued to ensure they don't fall under providing legal advice and thus should be an outside counsel contract.

OGC Contract Drafting, Review and Approval Process (8.1)

HOW do I request assistance from OGC?

In addition to speaking directly with a System attorney at the SRS offices, one may:

FORWARD REVIEW REQUESTS TO: Cyndi Schoen at cschoen@tamus.edu. Upon doing this, the agreement will be logged and assigned to the appropriate attorney according to the subject-matter of the inquiry. Once assigned, the attorney's name will be provided to the requestor.

In the event that the requestor needs to check on the status of a review please contact the assigned attorney or the attorney's assistant.

Once available, forward a copy of the fully executed agreement to the assigned attorney's assistant for proper filing and file closure within their department.

Any and all review comments from the OGC should be documented and uploaded in Maestro.

CONTACT INFORMATION: (See also, <http://www.tamus.edu/offices/legal/> for updated contact and other information.)

Steve Garrett, Managing Counsel Assistant: Cyndi Schoen	sgarrett@tamus.edu cshoen@tamus.edu	979.458.6131 979.458.6166
Katherine Knight Assistant: Cyndi Schoen	kknight@tamus.edu cshoen@tamus.edu	979.458.7461 979.458.6166
Melia Jones Assistant: Cyndi Schoen	mcjones@tamus.edu cshoen@tamus.edu	979.458.6140 979.458.6166
Andrea Pereira Assistant: Adrienne Ramirez	apereira@tamus.edu aramirez@tamus.edu	979.458.6137 979.458.6120
Warren DeLuca Assistant: Adrienne Ramirez	wjdeluca@tamus.edu aramirez@tamus.edu	979.458.6154 979.458.6120
Mark Kelley (TTC) Assistant: Adrienne Ramirez	mkelley@tamus.edu aramirez@tamus.edu	979.458.6046 979.458.6120
Scott Kelly Assistant: Glenda Rogers	s-kelly@tamus.edu gkr@tamus.edu	979.458.6125 979.458.6128
Joe Galvan (HSC) Assistant: Sheila Hughes	jgalvan@tamus.edu s-hughes@tamus.edu	979.458.6134 979.458.6127

Helpful Resources – Section 9

Email Approvals/Request Templates (9.1)

Sample email to subrecipient prior to Drafting Agreement

Good _____,

I am in the process of drafting Subaward No. _____ between the Texas A&M _____ and _____ (insert subrecipient name/university/company). This Subaward is under _____ Sponsor Award No. _____, and involves the project titled: _____. The (insert institution) PI is _____ (insert name).

As I prepare to draft this Subaward, I would like to verify the following items with you:

Please refer to the attached Subrecipient Commitment Form. Are the statements, contact information, budget, scope of work, and period of performance correct? If not, please supply the corrected information.

The Subrecipient Commitment Form indicates (insert compliance topic); if this is correct please supply a copy of your (insert relevant compliance form) approval.

Are there any other compliance issues related to the (insert subrecipient name/university/company) work?

Please complete and return the 2 Federal Funding and Transparency Act reporting forms. You will need a Data Universal Numbering System (DUNS) number to complete these forms, and I have attached a guide to assist you in obtaining your number.

Many thanks for your assistance, and please contact me if you questions.

NOTES:

1. Change highlighted items as needed pursuant to your task.
2. Determine whether the compliance section is necessary based upon your task.
3. Check on the need for FCOI based upon your task.
4. SMG requires the following PRIOR to drafting the subaward:
 - a. W-8 or W-9 – Check the “General” screen in Maestro (for W-9 indicate that the address on the W9 will need to match the address on invoices.
 - b. Audit Certification (this will be in the file if this is necessary).
 - c. Compliance letter from subawardee (remember to send to the compliance email box).
 - d. DUNS No. (Get this from the 3B form).
 - e. If an F&A Rate Agreement is not provided with the Subrecipient commitment form, request the subrecipeint’s F&A Rate Agreement.

Sample email to TAMUS PI for new Subaward or Amendment Approval

New subaward:

Dr. _____:

Attached is Research Subaward Agreement # __-Sxxxxxx between Texas A&M _____ and (insert subrecipient name/university/company). This award is under the _____ Award No. _____ with a project title of: “Insert Project Title.”

If you are in agreement with the Budget, Scope of Work, Period of Performance, and deliverables included in the agreement, please reply via email with your approval. Sponsored Research Services will then complete the process of obtaining a fully executed agreement.

If you have questions, corrections or comments please contact me.

Thank you!

Subaward Amendment:

Dr. _____:

Attached is Amendment No. _____ to Subrecipient Agreement No. _____-Sxxxxxxx between Texas A&M _____ and (insert subrecipient name/university/company). This Subrecipient Agreement is under the _____ Award No. _____, with a project title of: “*Insert Project Title.*”

If you are in agreement, please reply via email with your approval. Sponsored Research Services will then complete the process of obtaining a fully executed amendment.

If you have questions, corrections or comments please contact me.

Thank you!

Sample emails to External Parties for new Subaward or Amendment Execution

*** ALWAYS CHECK NEED FOR:**

- COMPLETION /EXECUTION OF OTHER CERTS/ASSURANCES
- FCOI, INSURANCE, W9, FFATA, ARRA, etc. and INSERT AS NEEDED

New Awards:

NOTE: should have already requested/received: W8/W9, FCOI, 3B/3B-2, Audit Certification, Compliance items.

As needed- add and request: insurance certificate, completion/signature other certifications, etc.

Good _____ (insert name),

Please find attached Subrecipient Agreement No. _____-Sxxxxxxx between the Texas A&M _____ and (insert subrecipient name/university/company). This Subrecipient Agreement is under the _____ Award No. _____, with a project title of: “*Insert Project Title.*” The (insert subrecipient name/university/company) Principal Investigator is _____.

If (insert subrecipient name/university/company) can agree to the terms of this agreement, please have the appropriate representative sign and date on Page _____ of _____. Please scan the partially executed agreement and return to: srsubawards@tamu.edu. Please note that you may return just the signature page if you choose. A fully executed version will then be returned to you.

Many thanks, and please contact me if you have questions, corrections or comments.

Amendment- External

Good _____ (insert Name): (check for other needs to address? Insurance cert, etc....)

Attached is Amendment No. _____ to Subrecipient Agreement No. _____-Sxxxxxxx between the Texas A&M _____ and (insert subrecipient name/university/company). This Subrecipient Agreement is under the _____ Award No. _____, with a project title of: “*Insert Project Title.*” The (insert subrecipient name/university/company) Principal Investigator is _____.

If you are in agreement, please have the appropriate representative sign the amendment and return a scanned version of the partially executed amendment to: srssubawards@tamus.edu

Please note that you may return just the signature page if you choose.

A fully executed version will then be returned to you.

Many thanks and please contact me if you have any questions.

Campus Codes and Services (9.2)

Campus Codes

Campus codes are unique numerical identifiers for the legal entities of the Texas A&M System. This is how the different system members are identified. Campus codes are used for many purposes, one of which is for institutional accounting in the FAMIS system; it is used as the system member ID. A complete list of campus codes can be found in [Exhibit F](#).

Texas A&M University System Members administered by Sponsored Research Services (SRS)

Campus Code	System Member	Proposal	Post Award
02	Texas A&M University	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
04	Tarleton State University (TIAER only)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
05	Prairie View University	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
06	Texas A&M AgriLife Research	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
07	Texas A&M AgriLife Extension Service	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
08	TEES	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
09	TEEX	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
10	TAMU-Galveston	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
12	TTI (except TxDot)	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
15	TAMU-Corpus Christi	<input checked="" type="checkbox"/>	
20	TVMDL	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
23	TAMU HSC	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
99	Texas A&M Research Foundation	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

For a complete listing of Campus codes, see [Appendix F](#)

Signature Blocks Information (9.3)

Since each C&G Director is responsible for certain system parts/entities, there is a block for each. In an instance when the Director is responsible for both prime recipient and subrecipient in an IntraSystem Agreement, Jim Joyce is used as the signatory for the subrecipient.

To determine which C&G Director is assigned to System members/departments, check the C&G Director Assignments list located at: [K:\SRS\C&G Director Assignments](#).

There are different signatory guidelines for agreements or subrecipient agreements with an award total of more than \$500,000. Verify the System Member's Delegation of Authority found at: [K:\Member Delegations of Authority](#)

Determination for signature requirements is based on each contract action. For example, a \$600,000 subaward would require signature by the System member but an extension amendment for the same subaward would be signed by the C&G Director assigned to the department.

All C&G Directors are authorized to sign for SRS administered contracts/subawards up to the Member delegated amount.

Location of Documents (9.4)

When looking for documents (contracts, amendments, correspondence, budgets, etc.), check the following databases:

Maestro – Most items will be uploaded here

OnBase – Documents not in Maestro may be uploaded here but usage is being phased out in favor of Maestro.

Laserfiche- AgriLife documents not in Maestro may be located here but usage is being phased out in favor of Maestro

Epik – Used by TEES

File Room - Archive of current and closed projects

Sub CN Agreement Process Check List (9.5)

NEW AGREEMENTS

With Maestro Notification and prior to drafting the agreement

- Change Maestro Task Notification to 'Complete' on the 'My Dashboard' screen
- Complete the Workload Assessment Tool and enter value in associated Maestro box.
- Complete/upload the Subrecipient Risk Assessment so can determine if there is an issue prior to drafting.
- Determine if a W9 or W8 is needed
 - Maestro General Screen and/or SRA will have note in red on right side if needed.
- Determine if an Audit Certification is needed
(not needed for: Fixed Price, Consultant, Federal subrecipient, Intra-system subrecipient, or Non US entity).
- Determine if FCOI will apply
- If yes, will need:
 - FCOI selection from the subrecipient
 - If using TAMUS Policy- obtain FCOI List of Investigators sheet, place in contact with appropriate COIO contact
 - Review and verify information on Subrecipient Commitment Form:
 - Budget
 - Scope of Work
- Determine Period of Performance.

- Determine Deliverables/Reporting dates.
- Request FCOI selection (if applicable)
- Request a completed FCOI List of Investigators form (if applicable)
- Request W9 or W8 (if applicable)
- Request Audit Certification completion (if applicable)
- Request contact information
 - Long Form: Administrative, Technical, and 3B/3B-2
 - FDP or FFATA 3B & 3B-2 (this will get the DUNS number)
- Review Compliance issues and obtain documentation (if applicable)
 - Load compliance items into Maestro and send to appropriate compliance office
- Review the Prime Agreement for any potential conflicts with subrecipient agreement and any required items to be included in subrecipient agreement

NOTE- for FFATA regardless of the dollar amount or the tier level, request 3B and 3B-2 or the information contained therein (if not FDP format). This will get the information in place and get the DUNS number.

Drafting the subrecipient agreement

- Select correct format.
- Set up as Cost Reimbursable or Fixed Cost.
- Determine sub status- US, foreign, education institute, private, etc.
- Insert all required information.
- Pre-fill FCOI selection (if applicable).
- Prepare Attachments/Appendices.
 - Scope of Work
 - Budget
 - Prime Award Terms and Conditions
- Redact any dollars amounts if private sponsor (Fed and state are open record- no need). **NOTE:** The UG sets forth guidance on terms that may not be redacted. Ensure that you heed the UG rules related to this. Absent the permissive redactions allowed by the UG, any version of the prime award must be without redaction unless it has been classified as confidential or proprietary checked in Maestro on the Proposal page and on each page of the document.
- Do not need to attach Prime Award to FDP agreements subject to federal Research Terms and Conditions with an Attachment 2 that conforms to the prime award. However, the prime award may be attached or provided to the subrecipient.
- Reporting (what and when) (technical, financial, etc.)
- Deliverables (what and when).
- Review the Prime for any complications with the set end date of the Prime and final invoicing. There are rare occasions when the subrecipient agreement's end date may need to be shortened due to Sponsor award issues. **This requires the C&G Director's approval.**
- Set end date of the subrecipient agreement the same as the end date of the Prime Award.
- Set Final invoice date due to us within 30 days of that end date. If needed, can extend to within 45 days of the end date (**NO LATER** – lest the Prime Award allows 120 days).
- Determine need for additional information and insert as needed:
 - Insurance (See [Appendix J](#))

- FFATA
- Indemnification
- Cost Share/In-Kind Match
- Insert your initials under the signature line.
- Send for the Project Administrator's review.
- Send for the System Member's and PI's approval. Save the PI's email approving the Agreement in Maestro.
- Remember to update Maestro and enter terms and conditions. See Appendix K.

Sending out the subrecipient agreement

Verify the following **PRIOR** to sending the subrecipient agreement out:

- Prime Award and any modifications are **fully executed**.
- **Have W8 or W9 for subrecipient (i.e. are they established in FAMIS?).**
- **Have the DUNS Number and Place of Performance.**
- **Have all compliance items been completed?**
- **Has Audit Certification been completed?**
- Send email to the subrecipient's Point of Contact.
 - Copy (cc) to: srssubawards@tamus.edu.
 - Include in the Subject Line:
 - subrecipient agreement number;
 - subrecipient's name; and
 - subrecipient's PI name.
 - Provide the following:
 - Subrecipient agreement number;
 - Parties;
 - Prime Award number;
 - Project title; and
 - Subrecipient agreement for review and signature.
 - Request:
 - Verification of any information;
 - Completion of any information, forms, submittals, etc.; and
 - Subrecipient sign, scan partially executed, and return to: srssubawards@tamus.edu.

NOTE: SRS will return a scanned version of the fully executed agreement

MODIFICATIONS

With Maestro Notification and prior to drafting the modification:

- Change Maestro Task Notification to 'Complete.'
- Complete the Workload Assessment Tool and enter value into corresponding box.
- Begin following Maestro subrecipient agreement 'Modifications' Process (separate document).
- Determine if an Audit Certification is needed. If needed, request from subrecipient prior to subrecipient and/or amendment going out.

- Determine if the modification will change the original agreement (with prior modifications) to the point that the following may come into play:
 - Compliance issues (must get approval letter as needed)
 - Other issues of concern
 - FCOI
- Review the Prime Agreement for any potential conflicts with subrecipient modification.
- Verify Prime Award is **fully executed**.

Drafting the modification

- Select correct format.
- Insert all required information.
- Prepare Attachments/Appendices **as needed** for the modification .
 - Scope of Work
 - Budget
 - Reporting
 - Deliverables
 - Period of Performance
 - FCOI
- Determine when the end date needs to be of the subrecipient agreement so can get all reports, invoices, etc. to us in time for us to meet responsibilities with sponsor.
- Insert your initials under the signature line next to the appropriate signatory.
- Send for the Project Administrator's review/action.
- Send for the System Member's and PI's approval. Save the PI's email approving the Agreement in Maestro.

Sending out the Modification

- Send email to subrecipient Point of Contact.
- Copy (cc) to: srssubawards@tamus.edu.
- Include in Subject Line:
 - Subrecipient agreement number;
 - Modification Number;
 - Subrecipient's name; and
 - Subrecipient's PI name.
- Provide the following:
 - Subrecipient Agreement Number;
 - Modification Number;
 - Parties;
 - Prime Award Number;
 - Project title; and
 - Modification document.
- Request the following:
 - Verification of any information.
 - Completion of any information, forms, submittals, etc.
- Subrecipient sign, scan partially executed modification, and return to: srssubawards@tamus.edu.

NOTE: SRS will return a scanned version of the fully executed agreement.

NOTE: Request travel receipts with all invoices that contain travel expenses when:

- State funded;
- Subaward to a foreign subawardee;
- Subawards to a subawardee with travel related findings in A133. (SMG would need to note these instances, and include the information in the task to SN);
- When specifically required by the Sponsor/Prime Award (Note: could be federal, state, private, etc.)

Appendices A through K – Section 10

APPENDIX A – Audit Certification

Audit Certification: When you get a task for a new subrecipient agreement or amendment for an existing one, review the ‘Documents’ section in Maestro. For new subrecipient agreements, this is the ‘Documents’ tab from the left hand menu, for amendments this will be located under the ‘Modifications’ tab from the left hand menu.

- If SMG has the information they need, it will be loaded in these areas, and no further action is needed by Sub Negotiator.
- If there is an Audit Certificate loaded (file name) and the description box indicates ‘Need’ then this item will need to be completed by the subrecipient.
- This is not very common on amendments, and will only see this request if the previous version has expired.
- If an Audit Certificate is needed, include this in your Pre-Draft email to subrecipient and request completion and return of the form.
- Audit Certificates are not needed for individuals, foreign entities, fixed price subawards.
- For universities, state agencies, and larger entities, this item is generally understood. For smaller entities there may be questions as to the purpose of the Audit Certificate. The following is an explanation for use in these situations:

Helpful explanation for subrecipients: “A note about the A-133 Audit Certificate: The Texas A&M University System is required to meet the Federal A-133 audit requirements for subawards issued under federal awards. Part of that responsibility is to determine the status of each of our subawardees. If your organization expended more than \$500,000 in federal awards in one year, please complete section A. If not, please complete Section B.”

NOTE: Uniform Guidance has modified many of these considerations...

APPENDIX B - NDAs

Non-Disclosure Agreement (NDA)

Nondisclosure Agreements are legal contracts between at least two parties that outline confidential material, knowledge, or information the parties wish to share with one another for a certain purpose, but wish to restrict access to or by third parties. An NDA is a contract through which the parties agree not to disclose information covered by the agreement. This agreement creates a confidential relationship between the parties to protect any type of confidential and proprietary information for a specific period of time.

Nondisclosure Agreements are more commonly associated with Prime awards, but may be utilized in subrecipient Agreements as well.

Nondisclosure Agreements not associated with Prime awards will be negotiated by the PI's System member.

In general, SRS does not negotiate and include NDAs in subrecipient agreements unless the NDA was included in the incoming award.

APPENDIX C - MTAs

Material Transfer Agreement (MTA)

Material Transfer Agreements (MTAs) are more commonly associated with Prime Agreement negotiations. However, cases will occur in which an MTA will be required with a subrecipient Agreement, as well. In general, SRS does not negotiate and include MTAs in subrecipient agreements unless the MTA was included in the incoming award. Work with your System Member to determine who will handle any MTAs associated with the project. If the MTA for the incoming award was not included in the incoming award, the MTA for a subrecipient, if required, may be a separate document between the System Member and the subrecipient, and not included in the subrecipient document.

General Information:

The exchange of materials among scientists is a very common and necessary practice. MTAs are the written contracts that govern the transfer of tangible research materials and protect the rights of both the provider and the recipient of these materials. MTAs define the rights, obligations and restrictions of both parties with respect to the materials and any derivatives, and any confidential information exchanged with the material. These agreements may contain language related to intellectual property rights; liability; confidentiality of provider information; publication rights; permitted use of the material; and any other associated legal issues both parties wish to specify in the transaction.

Such materials may include biological materials; chemical compounds; equipment; animals; and possibly even types of software. Often these materials are a vital component of the research and are either unavailable on the commercial open market or too expensive for outright purchase. Therefore, sources for materials are sought elsewhere and include educational and non-profit organizations and for-profit entities who are conducting research on the materials themselves.

Many times these materials are proprietary resources. Therefore, matters such as intellectual property, confidentiality and publication rights are important elements to define in the MTA. Regardless of the source, however, MTAs may require negotiation to suit the needs of both parties.

Special care must be taken when transferring export controlled materials. Under United States export control laws, a license may be required for the export of certain materials, especially those with the potential to produce chemical or biological weapons. Examples include human, animal or plant pathogens; toxins; genetically altered microorganisms; or radioactive materials.

Types of Material Transfer Agreements:

MTAs are used for material to be received by a Principal Investigator (PI) (incoming MTA) and also for material to be sent from an A&M System member by a PI to another institution (outgoing MTA).

Incoming MTA — A PI who requests an MTA to receive material from another institution should forward any MTAs received from the material provider to the System Member for review.

Outgoing MTA: A PI who would like to send material to an outside institution or company should send a request to the A&M System Office of Technology Commercialization for review and processing. Requests for outgoing MTAs should be sent to: mta@tamus.edu.

Uniform Biological Material Transfer Agreement:

Educational and non-profit organizations are generally willing to utilize the terms of the Uniform Biological Material Transfer Agreement (UBMTA), which was developed as a collaborative effort by major universities to streamline the terms and conditions and minimize the need for negotiation.

APPENDIX D – Independent Contractors

Independent Contractor Status Certification Form

Every time SRS negotiates an agreement with an individual, a completed Independent Contractor Status form must be obtained by the Project Administrator. This form is located on the SRS website under: Forms/SRS Standard Forms/Project Administration. This form is required regardless if the subawardee will be a vendor, subrecipient, domestic, or foreign. Generally, the completed form will be obtained by the Project Administrator and loaded in Maestro.

If you are drafting a Subaward, and this form does not exist in Maestro request one from the Project Administrator.

APPENDIX E – Subrecipient v. IC

Subrecipient vs. Contractor Determination

This determination is typically made at the proposal stage, and in the event that it is not, by the Project Administrator prior to subaward set-up.

Subrecipient Commitment Form

Generally, if the Subawardee was included in the Proposal, there will be a Subrecipient Commitment Form in Maestro under the Proposal #.

This is a great asset for Point of Contact Information, indication on Compliance (human, animals, biosafety or rDNA), indication on FCOI, and may include the budget and Scope of Work. Use this information in conjunction with your Pre-Draft email to insure the statements, Budget, and Scope of Work are still accurate.

If the Subawardee is added after the Proposal, the Subrecipient Commitment Form may or may not be supplied with the Subaward task. If not supplied, see pre-draft sample email in section 9.1 of this manual.

Subrecipient or Contractor Determination

Checklist:

The Subrecipient or Contractor Determination Checklist for the Principal Investigator is a tool to be used (but is not mandatory) to determine whether a recipient is a subrecipient or a contractor.

Proposal Administrators are encouraged to use the tool to determine the appropriate relationship if there is doubt during budget preparation. The Checklist for the Principal Investigator should be uploaded in Maestro with the proposal.

Negotiators, SubNegotiators and Project Administrators are encouraged to use the tool if there is any question as to the appropriate recipient relationship during the project's life. The Checklist for the Principal Investigator should be electronically filed with either the subrecipient file or the purchase order, depending on the determination.

- The Checklist for the Principal Investigator should be sent to the Principal Investigator via email to complete and return via e-mail to SRS. The Principal Investigator should fill in the "Completed by" field with their name and date.
- Once the completed Checklist from the Principal Investigator is received, it should be reviewed following the Guidance for Reviewing Checklist. More "Yes" answers to questions 1-3 indicate a contractor relationship is more appropriate. More "No" answers indicate a subrecipient relationship is more appropriate. If still uncertain, the employee reviewing the Checklist should confer with their supervisor. The supervisor should complete the "Secondary Review" field with their name and date.
- When a determination is made, the "Reviewed by" field should be completed by the SRS employee who is working with the Principal Investigator with their name and date.
- If it is determined that the relationship should be a subrecipient, a subrecipient agreement is issued.
 - If it is determined it is a Subcontractor, an order requisition should be submitted to the assigned Project Administrator if the value of the agreement is over \$10,000. A sole source justification is needed unless bids or proposals will be obtained.
 - If the subrecipient or contractor is an individual, an Independent Contractor Status Certification form should be completed by the PI and returned to Project Administrator for review by both the Contracts and Grant Director and the Business Support Services Director. Once signed, it is loaded in Maestro.

Subrecipient or Contractor Determination: A Checklist for the Principal Investigator

Texas A&M System Sponsored Research Services Subrecipient or Contractor Determination

A Checklist for the Principal Investigator



Proposal/Project Number: _____ Maestro Number: _____

Principal Investigator: _____

Subrecipient or Contracting Entity: _____

Please answer the following questions to assist Sponsored Research Services in determining the appropriate relationship with an entity.

- | | |
|--|---|
| 1. Does the entity provide the proposed goods/services within its normal business operations? | Check box if yes <input type="checkbox"/> |
| 2. Does the entity provide similar goods or services to many different purchasers? | Check box if yes <input type="checkbox"/> |
| 3. Does the entity operate in a competitive business environment? | Check box if yes <input type="checkbox"/> |
| 4. Are the entity's personnel named and identified as having key roles in the proposed project? | Check box if yes <input type="checkbox"/> |
| 5. Will there be potentially patentable or copyrightable technology emanating from the activities of the entity? | Check box if yes <input type="checkbox"/> |
| 6. Are publications anticipated from the entity? Will individuals at the entity be coauthors on such articles? | Check box if yes <input type="checkbox"/> |
| 7. Is the entity providing cost sharing or matching funds to the project? | Check box if yes <input type="checkbox"/> |
| 8. Is the entity's performance measured against the objectives of the sponsored project? | Check box if yes <input type="checkbox"/> |
| 9. Does the entity have responsibility for programmatic decision making? | Check box if yes <input type="checkbox"/> |
| 10. Will the entity use the proposed funds to carry out a program of its own as compared to providing goods or services for the program? | Check box if yes <input type="checkbox"/> |

Completed by: _____ Date: _____

For SRS Use Only Subrecipient ☐ Contractor ☐

Reviewed by (include name and date): _____

Secondary Review if needed (include name and date): _____

Subrecipient or Contractor Determination: Guidance for Completing Checklist

Texas A&M System Sponsored Research Services Subrecipient or Contractor Determination

Guidance for Completing Checklist



More 'Yes' answers to questions 1-3 indicate a contractor relationship is more appropriate. More 'No' answers indicate a subrecipient relationship is more appropriate. Subsequently, more 'Yes' answers to 4-10 indicate a subrecipient relationship is more appropriate and more 'No' answers indicate a contractor relationship is more appropriate.

Contractor Questions:

1. Answer 'Yes' if the entity provides the same services or goods as part of its daily business operations?
2. Answer 'Yes' if the entity sells the same services or goods to any customer, or if the entity is simply running lab tests, fabricating equipment, or developing plans (not research plans) to the Principal Investigators (PI's) specifications.
3. Answer 'Yes' if other sources are readily available. They compete with others who can provide a similar service.

Subrecipient Questions:

4. Answer 'Yes' if the proposal includes any of the following for the entity's portion of the project: separate budget, facility and resource description, project site information, roles and responsibilities, or scope of work.
5. Answer 'Yes' if the entity's personnel share a financial interest in the project's intellectual property or are likely to claim such an interest.
6. Answer 'Yes' if the entity's personnel are listed as key personnel or investigators on the proposed project and therefore they are likely to be co-authors or any publications.
7. Answer 'Yes' if proposed budget includes cost sharing or matching funds for entity.
8. Answer 'Yes' if the entity's performance will be measured against the objectives of the sponsored project.
9. Answer 'Yes' if the entity works independently from the Texas A&M University System investigator, if they provide their own tools and equipment, if they solicit work from a number of customers, and or if they direct their own efforts.
10. Answer 'Yes' if the funds issued to the entity will be dedicated to completing the project.

APPENDIX F – Campus Codes

CAMPUS CODES

CODE	OFFICE
01	Texas A&M System and General Offices
02	Texas A&M University
04	Tarleton State University (Tarleton)
05	Prairie View A&M University (PVAMU)
06	Texas A&M AgriLife Research
07	Texas A&M AgriLife Extension Service
08	Texas A&M Engineering Experiment Station (TEES)
09	Texas A&M Engineering Extension Service (TEEX)
10	Texas A&M Galveston (TAMUG)
11	Texas A&M Forest Service (TFS)
12	Texas A&M Transportation Institute (TTI)
14	Texas Wildlife Damage Management Svc (WDMS)
15	Texas A&M University – Corpus Christi
16	Texas A&M International University (TAMIU)
17	TAMU-Kingsville
18	West Texas A&M University
20	Texas A&M Veterinary Medical Diagnostic Laboratory (TVMDL)
21	Texas A&M University – Commerce (Texas A&M – Commerce)
22	Texas A&M University – Texarkana
23	Texas A&M University Health Science Center (TAMUHSC)
24	Texas A&M University – Central Texas
25	Texas A&M University – San Antonio
26	Texas A&M System Sponsored Research Services (SRS)
92	Texas A&M University at Qatar
93	TAMU Costa Rica
99	Texas A&M Research Foundation
99	Texas A&M University Health Science Center Research Foundation
00	Texas A&M System Technology Commercialization (STC)

TEXAS A&M SYSTEM PREFERRED USAGES AND STYLE EXCEPTIONS

Referencing the A&M System

When referencing the A&M System, use "The Texas A&M University System" on first reference (with a capital "T" in "the") and "the A&M System" or "Texas A&M System" on second reference. Do not put a space between the letters and the ampersand (i.e., A & M).

Correct: The Texas A&M University System
Second reference: A&M System or Texas A&M System

Incorrect: TAMUS
 TAMU System

Exception: TAMUS is allowed in digital applications such as website URL's and social media for hashtags (i.e. #TAMUS) and account names (i.e. @TAMUSystem).

To prevent confusion in publications for external audiences, always use "the A&M System" or "Texas A&M System" on second reference, not just "system" alone.

In publications for internal audiences, the word "system" can be used alone on second reference. Lowercase "system" unless beginning a sentence.

- A&M System employees involved in the project were elated.
- They were proud that so many system members could pull together on a single project.

Website Address

The website address for the A&M System should always be listed as "tamus.edu" or "www.tamus.edu."

Suggested "About the A&M System" or system summary text

Following is a "tagline" that can be used in whole or in part and added to the end of news releases or other documents:

The A&M System is one of the largest systems of higher education in the nation, with a budget of \$3.8 billion. Through a statewide network of 11 universities, seven state agencies, two service units and a comprehensive health science center, the A&M System educates more than 131,000 students and makes more than 22 million additional educational contacts through service and outreach programs each year. Externally funded research expenditures exceed \$820 million and help drive the state's economy.

Referencing other A&M System members

When listing other universities, agencies and the health science center, always use the institution's complete name on first reference and its preferred acronym or abbreviation on second reference.

When listing other universities, agencies and the health science center, always use the institution's complete name on first reference and its preferred acronym or abbreviation on second reference.

Institution	Preferred Abbreviation
Texas A&M University	Texas A&M
Texas A&M University at Galveston	TAMUG
Texas A&M University at Qatar	Texas A&M at Qatar
Prairie View A&M University	PVAMU
Texas A&M University-Commerce	A&M-Commerce
Tarleton State University	Tarleton
West Texas A&M University	WTAMU
Texas A&M University-Kingsville	Texas A&M-Kingsville
Texas A&M University-Corpus Christi	A&M-Corpus Christi
Texas A&M International University	TAMIU
Texas A&M University-Texarkana	TAMUT
Texas A&M University-Central Texas	A&M-Central Texas
Texas A&M University-San Antonio	A&M-San Antonio
Texas A&M AgriLife Research	AgriLife Research
Texas A&M Engineering Experiment Station	TEES
Texas A&M Forest Service	TFS
Texas A&M AgriLife Extension Service	AgriLife Extension
Texas A&M Engineering Extension Service	TEEX
Texas A&M Veterinary Medical Diagnostic Laboratory	TVMDL
Texas A&M Transportation Institute	TTI
Texas A&M System Sponsored Research Services	SRS
Texas A&M System Technology Commercialization	STC
Texas A&M Health Science Center	TAMHSC

Correct: Texas A&M University-San Antonio
 Second reference: A&M-San Antonio

APPENDIX G – Maestro Manual

The Maestro Manual can be found at the following location:

<K:\Maestro\Final Documentation>

APPENDIX H – Uniform Guidance Link

The Uniform Guidance can be found at the following web address:

http://www.whitehouse.gov/omb/circulars_default

APPENDIX I – FAR Matrix and Links

Further information on FAR requirements can be found at the following [location](#) and website:

[K:\Contracts and Grants\Contract Negotiations\FAR Matrix Tool](#)

<http://farsite.hill.af.mil/>

APPENDIX J - Insurance

Insurance

Except where consultation with Risk Management has occurred and an exception has been made, Subrecipients will be required to maintain insurance for the duration of the award. See the standard forms (saved at [K:\Contracts & Grants\Contract Negotiations\OSRS Agreement Templates](#)) for pertinent language and the Chart below.

Risk Management requests that **all foreign** subawards have insurance terms included (refer to the chart below).

- When establishing a foreign subaward, SRS will:
 - Inquire if the subrecipient is able to meet the insurance limits (stated in the attachment) to be included in the subaward:
 - If the response is YES, include the insurance limits in the subaward and request a copy of the subrecipient Certificate of Insurance (COI).
 - If the response is NO, request an explanation of why from the subawardee; send an email to Risk Management detailing the subaward so a decision can be made on how to proceed. All related email on this decision process shall be loaded into Maestro.

Coverage	Limit
A. Worker's Compensation Statutory Benefits (Coverage A) Employers Liability (Coverage B)	Statutory \$500,000 Each Accident \$500,000 Disease/Employee \$500,000 Disease/Policy Limit
B. Automobile Liability Owned Vehicles Non-owned Vehicles Hired Vehicles	\$1,000,000 \$1,000,000 \$1,000,000
C. Commercial General Liability	

Aggregate Limit	\$2,000,000
Each Occurrence Limit	\$1,000,000
Products / Completed Operations	\$1,000,000
Personal/Advertising Injury	\$1,000,000
Damage to rented Premises	\$100,000
Medical Payments	\$5,000
D. Professional Liability (Errors & Omissions) When services require such coverage	\$1,000,000

APPENDIX K – Subawards Cheat Sheet

SUBAWARDS CHEAT SHEET

TOP TEN



1. Accept Task from SMG
2. Determine whether the SOW, Budget and Subaward Commitment Form are available (if not, ask PA, PI or Sub in that order).
3. Determine if there are Compliance or other issues and whether necessary protocols have been addressed.
4. Review the Prime Agreement and determine which Subaward format is appropriate. The forms can be found here: (K:\Contracts and Grants\Contract Negotiations\OSRS Agreement Templates).
5. Prepare draft Subaward and upload under Documents.
6. Perform Maestro Tasks in the following areas:
 - a. Personnel
 - b. Sponsor Contact
(Enter all Subrecipient Contact Information here; i.e. technical, administrative, authorized official, etc.)
 - c. Enter Negotiation/Review History (update periodically as you prepare the award)
 - d. Enter Subaward Terms & Conditions
 - e. Enter any requisite Compliance protocols under Compliance.
7. Upload the following documents:
 - a. The Subaward
 - b. The Subrecipient Risk Assessment Form
 - c. The SRS Subaward Assessment Tool – Enter Assessment Value on General or Modification Screen in Maestro
 - d. The Routing Sheet
8. Send the Agreement for the Following Reviews in this order:
 - a. Task to the PA with request for Task back upon review completion.
 - b. Email the PI and upon receipt of Approval Email, upload in Maestro under documents.
9. Send the Subaward to the Subrecipient for Negotiation (also cc' SMG) or to SMG for most Intra-System signatures.
10. Update:
 - a. The Routing Sheet
 - b. Maestro Negotiation History
 - c. Correspondence (upload in Maestro)



- Consult the Subrecipient Desk Manual located on the K: Drive for further details on the items above.
- Have questions? Ask and a Sub Negotiator is always happy to point you in the right direction!