
NOTICE OF AWARD

Please be advised that the Terms and Conditions within this Notice of Award are subject to change once the final grant template is completed.

I. ADMINISTRATIVE PROVISIONS

A. Points of Contact

1. Grants Management Officer (GMO)

Name: Wanda Middleton
Address: U.S. Small Business Administration
Office of Grants Management
Grants Branch
409 Third Street, SW, 5th Floor
Washington, DC 20416
Telephone Number: (202) 205-6612
E-mail Address: wanda.middleton@sba.gov

2. Grant Officer's Technical Representative (GOTR)

Name: Nathaniel Bishop
Address: U.S. Small Business Administration
Office of Entrepreneurship Education
409 Third Street, SW, 6th Floor
Washington, DC 20416
Telephone Number: (202) 205-7007
E-mail Address: nvbishop@sba.gov

3. SCORE Program Point of Contact for Reporting Fraud, Waste, or Abuse

Name: John Bienko
Address: U.S. Small Business Administration
Office of Entrepreneurship Education
409 Third Street, SW, 6th Floor
Washington, DC 20416
Telephone Number: (202) 205-6052
E-mail Address: john.bienko@sba.gov

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4. Grant Recipient's Authorized Organizational Representative (AOR)

Name: W. Kenneth Yancey Jr., Chief Executive Officer
Address: SCORE
National SCORE Office
1175 Herndon Parkway, Suite 900
Herndon VA 20170
Telephone Number: (703) 487-3642
Facsimile: (703) 487-3066
E-mail Address: Kenneth.Yancey@score.org

B. Project and Budget Periods

The period of performance for this Award will consist of a base period of 12 months and 4 option periods of 12 months each (if exercised).

The base and option periods for this Award will run as follows:

October 1, 2014 – September 30, 2015 (First Option)

October 1, 2015 – September 30, 2016 (Second Option)

October 1, 2016 – September 30, 2017 (Third Option)

October 1, 2017 – September 30, 2018 (Fourth Option)

The base period and each option period will constitute a separate budget period. Option periods will be exercised at the sole discretion of SBA. For further guidance regarding the exercise of option periods, see Part III (A) (11) below.

C. Governing Authority/Order of Precedence

This Award is subject to the following requirements and representations, whether stated explicitly or incorporated by reference:

1. The statutes, regulations, and policy documents cited in Blocks 1 and 14 of the Notice of Award cover page and any other relevant, subsequently enacted laws.
2. Program Announcement No. SCORE-2013-01, and any subsequently issued SBA policy guidance.
3. Those terms and conditions set forth below.

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4. Your accepted application for this Award, including all forms and assurances, and any subsequently approved additions or modifications.

In the event of a conflict between these requirements, the Order of Precedence listed above will determine which prevails. Unless explicitly stated otherwise, all deadlines discussed in this Notice of Award will be measured in terms of calendar days. By signing Block 23 of the Notice of Award cover page, You acknowledge Your acceptance of all these requirements.

II. SPECIAL TERMS AND CONDITIONS

A. Corrective Action Required

NONE

B. Grant Recipient Responsibilities

You, the Recipient, acknowledge You will:

- Comply with the requirements and authorities set forth in Parts I (B) above and III (A) (17) below.
- Conduct the project funded under this Award in accordance with Your approved Technical Proposal, goals/milestones/timeline/metrics, and budget. Changes to these guiding documents must be submitted to SBA for pre-approval in accordance with Part III (A) (13) below.
- Be responsive to SBA requests for information and communication. Changes to Your organization's contact information, including Your AOR or other designated representatives, must be reported promptly to SBA.
- Promptly advise SBA of any difficulties You encounter or anticipate encountering that may affect the conduct of Your project.
- Cooperate with all programmatic and financial examinations and any accreditation or certification reviews conducted by SBA, its agents, or contractors. You will promptly address and act upon all findings regarding Your project made as part of any such process.
- Coordinate with SBA and other Agency resource partners operating within Your project service area to maximize the effectiveness of Your efforts and avoid duplication of products and services.
- Promote SBA programs, products, and services to clients, as appropriate.
- Maintain adequate, readily accessible facilities for assisting clients, including satellite locations where appropriate.

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- Provide meaningful access to project services for clients with limited English language proficiency and/or disabilities.
- Maintain adequate staffing levels for the delivery of client services, including making best efforts to replace Key Personnel no more than 45 days after they cease their involvement with the project and keeping SBA informed of progress made toward new hiring's.
- Participate in SBA surveys and studies regarding the effectiveness and outcomes of the program/project, curriculum, types of assistance, service delivery methods, etc.
- Submit and update information to USASpending.gov and other Federal databases, as required.
- Use varied resources to counsel and train small business owners and managers in dealing with financial, marketing, and other operational and business opportunities and challenges. SCORE will assist these clients in developing feasibility studies, business plans, cash flows, financial statements, and similar business measurement and evaluation concepts and tools. SCORE must provide client counseling assistance at no cost to its clients. However, SCORE may charge a reasonable fee for training activities and/or certain specialized services. See below in Part IV, definition of program income.
- **SBA Performance Goal - FY2016 – Targets:**
 - SCORE Clients Counseled – 156,060
 - SCORE Clients Trained – 260,100
 - Total Clients Counseled and Trained – 416,160
 - Number of Small Businesses Created - 800
- **Additional Goals:**
 - SCORE will make best effort toward reducing the amount of program income retained and increasing the pace at which it is expended.
 - SCORE will establish at least two National partnerships with minority organizations to develop a strategy or plan for recruiting new volunteers.
 - SCORE will use content from SBA's Partner Training Portal that contains various resources about SBA products and services. The content will be uploaded to SCORE's LMS for new and existing mentors.

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- SCORE and/or SBA will submit a list of service areas for review and response to address SCORE Chapters with limited activity and capacity to serve the local small business community.
- **Goal:** Grow total mentoring session by 4 percent (quarterly targets will be updated after FY2015 closes) in FY16. **These are estimates.**
 - Q1 - 3,750 Q2 - 3,750 Q3 – 3,750 Q4 – 3,750
- **Goal:** Grow local workshop attendees by 2 percent (quarterly targets will be updated after FY2015 closes) in FY16. **These are estimates.**
 - Q1 – 1,163 Q2 – 1,163 Q3 – 1,163 Q4 – 1,163
- **Goal:** Recruit and certify 3,000 new volunteers in FY16.
 - Q1 - 750 Q2 - 750 Q3 - 750 Q4 - 750
- **Goal:** Increase long term clients (>3 hours of counseling in one year) to 20% by end of FY16.
- **Goal:** Certify 95 percent of SCORE volunteers in the SLATE mentoring methodology by 9/30/16.
- SCORE National Leadership Conference is planned in 2016 which will include chapter chairs newly elected to serve in FY2016 as well as all SCORE District Directors who will serve in 2016. A portion of the costs of this meeting will be paid by the SCORE Foundation. SCORE will provide SBA with a detailed budget breakdown of the costs associated with this conference and identify the source of funds.
- To improve the quality of services, SCORE will:
 - If You choose not to continue Your annual client engagement/impact survey, You agree you will be a full participant in the Office of Entrepreneurial Development's (OED) common metric impact surveys and assessments through cooperation with SBA's contractor(s) – particularly the provision of client data.

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- SBA reserves the right to change requirements for the provision of this section. SBA will notify SCORE in advance of any related or proposed changes and SBA's Entrepreneurial Development Management Information System (EDMIS) or any official SBA Management Information System;
 - Continue the development and expansion of training and certification opportunities within the SCORE Volunteer Center;
 - Continue to refine its standardized workshop curriculum targeting new and existing businesses for use by all chapters;
 - Continue to use the SCORE Operating Manual (SOM), as amended, which sets forth operating guidelines that will be followed by all levels of the organization. Chapters adhere to a set of "Minimum Standards" provided by the SOM. Each chapter undergoes a Minimum Standards review annually. The review, conducted by SCORE district directors, considers most aspects of chapter operations. At this time all chapters are considered in compliance.
- Ethics: In accordance with requirements of the SCORE Operating Manual (SOM) Chapter 2, SCORE Members, upon membership application and annually thereafter, shall read and sign the Code of Ethics and Conduct affirming their commitment to all stated provisions including but not limited to:
 - Always conduct their counseling and other SCORE activities in a manner that unequivocally places the interest of their clients first – including offering assistance by other counselors, chapters or organizations where appropriate;
 - At all times protect the confidentiality of business information provided by the clients;
 - Neither charge nor accept fees, honoraria or things of value as payment for any individual counseling or training services or reimbursement for travel or other expenses;
 - Not accept or participate in SCORE activities that create a real or apparent conflict of interest between the volunteers or their families outside business or financial activities or interests; and
 - Not discriminate in any SCORE-related activities against any person because of race, color, national origin, sex, age, religion, marital status, handicap or sexual preference.

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- FASB Requirements: SCORE's independent auditors will produce its audited financial statements in accordance with relevant FASB requirements including the report of chapter program income, assets and any liabilities.
- Audited Financial Statements: SCORE will submit to SBA one complete copy of its audited financial report in volumes covering SCORE Association, SCORE Association and Affiliates, and SCORE Foundation as a result of OMB Financial Reporting Compliance. This report will be prepared by a licensed, independent accountant within 150 days of the end of the Recipient's fiscal year period. It will meet FY2016 financial objectives and budgets.
- Key Financial Notifications: SCORE must notify in writing the SBA Grant Officer's Technical Representative (GOTR) in the Office of Entrepreneurship Education, when there is a change of personnel occupying the SCORE Board of Directors, the SCORE Board Chair or persons holding the designation of "key employee." Notification must occur within 2 weeks (10 business days) of such action.
- Chief Executive Salary: The CEO's salary will not exceed the equivalent of the maximum salary allowable under Senior Executive Service (SES) for agencies, including the U.S. Small Business Administration (SBA) with a Certified SES Performance Appraisal System for FY 2016 and adjusted to the Washington, DC market.
 - Private Sector Donations: SCORE may leverage Federal appropriations effectively by developing additional funding sources and developing fundraising capability at all levels of the organization. In accordance with 15 U.S.C. § 637(b)(1)(B), SCORE may use award funds and other grant resources to solicit cash and in-kind contributions from the private sector to support the costs of carrying out the purposes of this Award. Funds raised through such activities will not be considered program income where SCORE makes only limited use of SBA-provided resources (computers, e-mail, telephones, facsimile machines, photocopiers, printers, etc.), no form of compensation is received by SCORE volunteers or employees for time spent engaging in such efforts, and these fundraising activities do not involve more than a minimal additional expense to the Government. Contributions that do not meet these requirements must be

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treated as program income. For further guidance regarding the treatment of program income, see Part III (B) (7) below.

- Fees: SCORE counseling will be provided at no cost. Counseling includes face-to-face, online and telephone sessions. When conducting training, SCORE may collect a fee to cover the cost, in whole or in part, of the training event.

- Special Emphasis Markets: SCORE will explore, offer or expand services targeted toward special emphasis markets (also referred to as “Under-Served Communities”) in order to increase outreach and assistance to the following entrepreneurial audiences:
 - Millennial Entrepreneurs, including emphasis on those aged 18-35
 - Cyber Security
 - “New Energy” or “Green” Businesses, including small business providers and beneficiaries
 - Women Business Owners
 - Veterans and Military Communities
 - Faith and Community-Based Projects
 - Minority Entrepreneurs
 - New Immigrant Entrepreneurs
 - Urban Entrepreneurs
 - Rural Entrepreneurs
 - Encore Entrepreneurs, including emphasis on those aged 50+
 - Disaster affected businesses where appropriate

- SBA Signature Initiatives or Programs:
SCORE will:
 - ❖ Participate in SBA’s initiatives or programs;
 - ❖ Assist small businesses to prepare business continuity/disaster readiness plans;
 - ❖ In accordance to Funding Opportunity Number B2B-2014-03, deliver the Boots to Business Training Program that helps ensure

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that every transitioning service member has access to a standardized entrepreneurship training track and small business resources in their local communities as a direct service of SCORE;

- ❖ Support to the extent practical:
 - Technology assistance -
 - Provide information and assistance to small businesses to increase their use of technology to improve business efficiency.
 - International trade assistance;
 - Collaborative ventures to improve assistance to small businesses;
 - Collaborative ventures to improve assistance to entrepreneurs of all ages, especially encore and youth, i.e. encore partnerships; millennial entrepreneurs;
 - Faith-based and other neighborhood organizations;
 - Contracting and procurement assistance;
 - Veterans with the VBOCs, SBA District Offices to support the Boots to Business training initiative and as a direct service of SCORE.
 - On-line service delivery of SCORE and use of web-based training as part of their service portfolio.
- Legal Services: SCORE will not engage directly in the practice of law. This includes, but is not limited to, providing specific legal advice, representing an individual in litigation or any legal proceeding, or otherwise practicing law as defined by the state in which the Recipient is located. Those members of Recipient's staff who are qualified by experience and training to discuss legal issues may do so in a general way, but they must not engage in conduct that leads to the creation of any attorney-client relationship and must make appropriate disclaimers to that effect when providing such counseling. The Recipient may offer courses on business law issues, provided that legal topics are presented by individuals qualified by experience and training to address such topics.
- Reporting: The national office will maintain appropriate financial and programmatic records, and it reports quarterly to the SBA Office of Entrepreneurship Education (OEE), as well as to the SCORE Board of Directors, per their direction. Reporting includes location/address and

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other point of contact information of individual SCORE chapters which will be updated at least quarterly. The report schedule appears below:

Q1 2016 programmatic and SF-425 financial reports: 1/31/2016

Q2 2016 programmatic and SF-425 financial reports: 4/30/2016

Q3 2016 programmatic and SF-425 financial reports: 7/31/2016

Q4 2016 programmatic and SF-425 financial reports: 10/31/2016

C. SBA Responsibilities

As the awarding agency, SBA will, subject to the availability of funds and continuing authority:

- Provide strategic direction for, and oversight of, project activities.
- Carry out the duties and responsibilities imposed on it by the statutes and regulations governing this program.
- Respond to requests for guidance or information related to the SCORE program.
- Respond to requests for Agency participation and collaboration in project activities, as appropriate.
- Promote the project by referring interested parties to You for assistance and displaying Your printed materials.
- Facilitate cooperation and coordination between You, other SBA resource partners, and other Federal agencies.
- Share any relevant data SBA is authorized to disclose which may aid in Your performance of this project.
- Review and act upon requests for modifications to Your technical proposal, budget, Key Personnel, project/budget period, and other project parameters.
- Review and act upon Your reports and payment requests.
- Where authorized by law, share SBA resources and/or donated materials.
- Allow SCORE to use SBA office facilities and related materials and services, as SBA deems appropriate, including clerical services.
- Assist in the recruitment and training of SCORE volunteers and in the development of SCORE chapters and satellites/branches.
- Coordinate with the senior management of SCORE, (through the Director for Entrepreneurship Education or his/her designee); regarding requests for SCORE involvement in SBA initiatives and programs prior to SBA implementation.

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- Involve, when appropriate, the Director of Entrepreneurship Education or his/her designee, or senior management of SCORE in development and implementing SBA goals.
- Evaluate and recommend changes to the scope of the project, as made necessary due to changing Agency needs, initiatives or requirements.
- Agree to participate in various training seminars and workshops offered by the Recipient, when requested by SCORE.
- Monitor and oversee the ongoing SCORE operations for effective and efficient use of Federal funds.
- Through its Grants Management Officer Technical Representative (GOTR), review and recommend approval to the Grants Management Officer all subcontracts of \$25,000 or more made by SCORE with Federal funds, if such information was not included in the application for assistance upon which this award is based.
- Through its GOTR, reviews resume(s) and recommend approval to the Grants Management Officer, the employment of key personnel, if such information was not included in the application for assistance upon which this award is made.
- Review records, files and procedures relating to the performance of the Recipient's organization.
- Through its GOTR, interview clients, including firms and concerns participating in SCORE programs, to evaluate program effectiveness. The SBA GOTR will review quarterly reports for completeness and adequacy.
- Through local SBA District Offices refer clients for participation in SCORE projects.
- May share donated resources with SCORE.
- May provide such other additional resources as may be needed to assist SCORE in counseling clients in areas affected by disasters as part of the Agency's overall disaster recovery efforts.

III. GENERAL TERMS AND CONDITIONS

A. Administrative Requirements

This Award is subject to the requirements listed below. For further guidance regarding the administrative requirements applicable to this Award see 2 C.F.R. Part 200.

1. Non-Transferability

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This Award may not be transferred or assigned (either in whole or in part) without prior written approval from SBA. Additionally, no interest in this Award may be conferred upon a third party and the Award may not be pledged as collateral or security. For further guidance regarding the prior approval process, see Part III (A) (13) below.

2. Subgranting/Subcontracting

This Award may not be sub-granted, either in whole or in part, to one or more third parties. You also may not act as a pass-through or fiscal agent channeling award funds to other parties. You may contract with other parties for the performance of project support functions or services. However, You may not contract out any of this project to other parties (as measured by Project Funds). You also may not contract out the overall administration or day-to-day management of this project to any other party.

You may follow your own procurement policies and procedures when contracting with Project Funds, but you must comply with the requirements of 2 C.F.R. § 200.317 – 200.326.

The following additional rules apply to contracts involving less than \$25,000 in Project Funds:

- You do not need to submit copies of the proposed contracts to the GOTR for approval before executing them.
- The contracts are not required to be awarded via competition.

The following additional rules apply to contracts involving \$25,000 or more in Project Funds:

- You must submit copies of the proposed contracts to the GOTR for approval before executing the contract.
- The contracts must be awarded via competition. Non-competitive contracting at this level is only allowed if You can demonstrate to SBA's satisfaction either: (i) there is only one possible source for a particular good or service or (ii) there is an emergency involving the risk of imminent damage to property or injury to people.

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3. Record-Keeping

You must maintain complete and accurate records and supporting documentation of sufficient detail to facilitate a thorough financial, legal compliance, and/or programmatic audit or examination of this project. You must make these records available to SBA, its agents, its Office of Inspector General, and/or Federal investigators on demand and provide them with unrestricted access to review and make copies of all products, materials, and data, including those prepared or stored electronically. At a minimum, the records You must maintain on this project include:

- The time and attendance of employees whose salaries are charged to this Award, with sufficient detail to substantiate the claimed percentage of work performed in support of this project. This documentation must comply with the requirements of 2 C.F.R. §200.430 Compensation—personal services – Standards for Documentation of Personnel Expenses (i)(1-8)
- Contact information for project clients and a log of the type and amount of assistance, training and/or counseling provided will be recorded on SBA Form 641 for counseling and SBA Form 888 (or an equivalent form) for training and will be entered into SBA's official management information system.
- An inventory of equipment purchased, in whole or in part, with award funds. This inventory must comply with the requirements of 2 C.F.R. § 200.313(d).
- Your ledgers and annual A-133 Audit Report.
- Copies of receipts, invoices, contracts, leases, and other supporting documentation for all expenses paid with Project Funds.
- Copies of checks, receipts, letters of donation, and other supporting documentation for all matching contributions related to this Award.
- Copies of judicial and administrative decisions and compliance reviews (as applicable) and other supporting documentation demonstrating your adherence to the legal requirements listed in the SF-424B and Part III(A)(18) below.

Records may be kept in hard copy, electronic, or facsimile form and must be retained for no less than three years from the date the final project report is due.

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4. Protection of Client Information

Except where a Client consents in writing, You are not permitted to disclose any Client Information to a third party (or share such information with other units of Your organization not directly involved in the conduct of this project) without SBA approval. For further guidance regarding the prior approval process, see Part III (A) (12) below.

5. Restrictions on Certain Types of Clients

You may not utilize project resources to provide counseling services to any concern that:

- is other than small;
- is based in a foreign country;
- is engaged in any activity that is illegal under Federal or state law;
- derives more than one-third of its gross annual revenue from legal gambling activities;
- presents live performances of a prurient sexual nature or derives more than a de minimus amount of revenue from the sale of products or services of a prurient sexual nature;
- is not organized for profit (Exception: To the extent it does not negatively impact the goals or milestones established under this Award, detract from its core purpose, or involve the expense of a significant amount of Award funds, You may use project resources to counsel non-profit organizations that devote a significant portion of their activities to assisting entrepreneurs).

For guidance regarding the provision of subgrants or counseling services to individuals and firms that are currently suspended or debarred by the Federal government, see Part III(B)(2) below.

6. Reporting Requirements

You must submit the reports identified in Parts III (A) (7) and (8) below to the GOTR on a quarterly basis. The required reporting forms may be

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obtained at <http://www.forms.gov>. Reports must be submitted to the GOTR in hard copy or electronic format via standard mail or courier service/fax or email attachment. Quarterly reports must be received by the GOTR no later than 30 days after the conclusion of the applicable reporting period.

The quarterly reporting periods for this Award are as follows:

- Q1 1/31/2016
- Q2 4/30/2016
- Q3 7/31/2016
- Q4 10/31/2016

7. Performance Reports

In accordance with the schedule listed in Part III (A) (6) above, You must submit Your Performance Progress Reports using either Standard Form PPR (SF PPR) or your own custom-designed format that includes all the same information required by the SF PPR.. You must attach a narrative statement to Your SF PPR that details:

- Be a full participant in OED's impact surveys and assessments through cooperation with SBA's contractor(s) – particularly the provision of client data. SBA reserves the right to change requirements for the provision of this section or its equivalent and SBA's Entrepreneurial Development Management Information System (EDMIS) or any SBA official Management Information System;
- All project accomplishments for the reporting period, including a comparison between actual accomplishments and those predicted in the project including, but not limited to goals, milestones, timeline and metrics, You presented in Your Technical Proposal. Where You failed to achieve the predicted accomplishments, You must explain the reason(s) for that shortfall and describe how You will bring project performance back into alignment with the goals, milestones, timeline, or metrics.
- Any lessons learned, best practices identified, notable success stories, problems encountered and steps taken to address those problems.

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8. Financial Reports

In accordance with the schedule listed in Part III (A) (6) above, You must submit Your Federal Financial Reports using Standard Form 425 (SF 425). You must also provide detailed information regarding Your actual expenditures broken down by the same cost category line items identified in Your approved budget. SBA recommends use of the SF 424 A-11 Detailed Expenditures Worksheet for this purpose, but You may present the detailed cost data using Your own format provided that format addresses all the required categories of information. You must include a narrative explanation each time Your actual expenditures exceed the amount You budgeted for a given cost category. For further guidance on varying from budgeted cost category amounts, see Part III (B) (4) below.

You must report the amount of Program Income and matching contributions expended during the reporting period under the "Program Income" and "Recipient Share" blocks, respectively, on Your SF 425, as applicable. SCORE will report a representative amount of Program Income at the mid-year period and no later than 90 days after the conclusion of the budget year. If You did not expend the required level of match for that reporting period, You must include a narrative explanation detailing the extent of, and reason(s) for, the shortfall and describing how and when You will come into compliance with the match requirement. For further guidance regarding matching contributions, see Part III (B) (6) below.

Additionally, You must attach a certification to each annual and final financial report that contains the following statement:

"By signing this report, I certify to the best of my knowledge and belief that the report is true, complete and accurate and the expenditures, disbursements and cash receipts are for the purposes and objectives set forth in the terms and conditions of the Federal award. I am aware that any false, fictitious, or fraudulent information or the omission of any material fact, may subject me to criminal, civil, or administrative penalties for fraud, false statements, false claims, or otherwise (U.S. code title 18, Section 1001 and Title 31, Sections 3729-3730 and 3801-3812)."

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The final financial report must be received by the GOTR no later than 90 days after the conclusion of the budget year. If You fail to submit timely or adequate reports, SBA may withhold funding until this deficiency is corrected.

The certification statement must be signed by an official who is authorized to legally bind Your organization.

9. Additional Data Submission Requirements

- In addition to the quarterly reports discussed in Parts III (A) (7) and (8) above, You must also annually submit a copy of Your most recent audited financial statement. The GOTR must receive Your audited financial statement no later than 120 days after the conclusion of Your organization's fiscal year.
- You will also be a full participant in OED's impact surveys and assessments through cooperation with SBA's contractor(s) – particularly the provision of client data. SBA reserves the right to change requirements for the provision of this section and SBA's Entrepreneurial Development Management Information System (EDMIS) or official Management Information System;

10. Project and Program Integrity

You must avoid engaging in any actions that may harm the integrity of this project or the SCORE Program. In the event key project employees are determined to have engaged in conduct reflecting a material lack of business integrity or honesty, You must immediately remove them from involvement in this project.

You and Your employees must avoid both organizational and individual conflicts of interest in accordance with the principles identified in 2 C.F.R. § 2701.112.

You, Your principals, employees, and agents are obligated to report all instances of fraud, waste, or abuse related to this project or to the

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SCORE Program to the Point of Contact designated in Part I(A)(3) above. If, in Your view, that individual does not satisfactorily address Your allegations of fraud, waste or abuse, You should report the matter to SBA's Office of Inspector General via the online complaint submission system at http://web.sba.gov/oigcss/client/dsp_welcome.cfm or the Fraud, Waste, and Abuse Hotline at 1-800-767-0385.

11. Exercise of Option Periods

In deciding whether to exercise an option period under this Award SBA will consider, among other things, the continuing SCORE Program authority, the availability of funds, and Your record of past performance. SBA will notify You in writing of the Agency's decision to exercise or decline an option period no later than 30 days prior to the end of the current Budget Period. If SBA exercises an option period, You must submit an updated Standard Form 424 – Application for Federal Financial Assistance (SF 424) covering the Budget Period for that option to the GOTR. SBA must receive that updated SF 424 no later than 30 days prior to the end of the current Budget Period.

If You fail to submit Your updated SF 424 before this deadline ends, SBA may reverse its prior decision and decline to exercise the option period. Disputes regarding SBA's decision to exercise or decline an option period will be handled in accordance with Part III (A) (19) below.

12. Project Closeout

For general guidance regarding project closeout procedures, see 2 C.F.R. § 200.343-200.344.

At the end date of this Award (i.e., after the base period concludes and all available option periods have been exercised or declined and any no cost extension has expired, as applicable), this project will cease and You may not incur any new reimbursable expenses. You must submit Your final performance and financial reports and Your final requests for payment within 90 calendar days of the project end date. If You do not submit Your final payment requests within 90 days of the project end date, all remaining, undisbursed Federal funds will be de-obligated and will no longer be available to You. If You have received a follow-on award under the SCORE Program, You may request permission from SBA to carryover

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any unexpended Project Funds remaining under this Award to that follow-on award in accordance with Part III(B)(8) below.

If you have not received a follow-on award, you must include a list of all equipment purchased with Project Funds along with your final performance and financial reports. That list must describe each piece of equipment and identify its purchase price, the percentage of that purchase price paid with Project Funds, and its current, depreciated value. You must also ask the GOTR how to should dispose of that equipment. For further guidance regarding the disposition of equipment purchased with Project Funds, see 2 C.F.R. § 200.313(e). Where you have unexpended Program Income remaining at the end date of this Award, you must either remit that money to SBA or obtain approval from SBA to use it to fund further activities consistent with the objectives of this Award. For further guidance regarding Program Income, see Part III (B) (7) below.

Where SBA has designated another organization as Your successor for purposes of the SCORE Program, You must turn over all equipment, materials (including top-level domains and web content), and unexpended supplies purchased with Project Funds, as well as copies of all project records (including client files), to Your designated successor in accordance with the procedures and timeline provided by SBA. You must make a good faith effort to facilitate the smooth transition of the Project to Your designated successor.

13. Actions Requiring Prior Approval

Before taking any of the following actions, You must obtain advance approval from SBA:

- Changing the scope of the project (including increasing or reducing the number of any category of approved activities, adding new activities, or altering the project service area), or amending the approved project with respect to goals, milestones, timeline, or /metrics;
- Changing the amount of Project Funds allocated funds when the cumulative amount of such transfers exceeds or is expected to exceed 10 percent of the total budget as last approved by the Federal awarding agency. ;
- Changing Your Key Personnel;

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- Entering into a contract calling for the expenditure of \$25,000 or more in Project Funds, or entering into a contract that, when combined with other contracts held by a single individual or organization (including affiliates, subdivisions, and subsidiaries), would result in that entity receiving \$25,000 or more in aggregated Project Funds;
- Implementing a project website, posting new categories or types of information or assistance to an existing project website, or producing new project-related publications;
- Purchasing or disposing of a piece of equipment with an acquisition cost of \$5,000 or more;
- Disclosing or sharing Client Information;
- Establishing new sources of Program Income; and

You must submit requests for prior approval to the GOTR 30 calendar days prior to the date of the proposed action. For further guidance regarding prior approval requirements, see 2 C.F.R. § 200.407.

14. Acknowledgment of SBA Support/Use of SBA's Logo/Publication Requirements

It is important that Your clients and the general public are aware of the SCORE Program and SBA's role in this project, as well as the taxpayer funded support the Agency is providing under this Award. Therefore, You must include the following acknowledgment of support statement on all materials produced in whole or in part with Project Funds:

“Funded in part through a Cooperative Agreement with the U.S. Small Business Administration.”

For purposes of this requirement, the term “materials” includes, but is not limited to, press releases, brochures, pamphlets, handouts, reports, advertisements, books, curricula, websites, video or audio productions, and similar items regardless of the medium employed. The term “materials” does not include stationery or business cards and SBA's logo may not be used on such items.

Where You use Project Funds to produce materials featuring editorial content, You must use the following alternate acknowledgment of support statement (either independently or in conjunction with the SBA logo):

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“Funded in part through a Cooperative Agreement with the U.S. Small Business Administration. All opinions, conclusions, and/or recommendations expressed herein are those of the author(s) and do not necessarily reflect the views of the SBA.”

In addition, where it is within Your ability to do so, You must display signage featuring the SBA logo at all facilities that are open to the public and which are being used for project activities. Such signage must prominently feature the acknowledgment of support statement identified above.

Where used, the acknowledgment of support statement must be presented in a legible typeface, font size, and (where applicable) color contrast and must appear verbatim and may not be altered or replaced with substitute language.

However, on materials with severe space constraints such as signs and banners, You may use “SBA” in the acknowledgment of support statement instead of “U.S. Small Business Administration.”

You may elect to use SBA’s logo on materials produced with Project Funds. You may contact the GMO in order to obtain a high resolution copy of SBA’s logo and a copy of SBA’s Graphic and Use Guide. Where used, the SBA logo may be positioned in close proximity to Your organization’s logo or may be placed in a prominent location elsewhere in the material. However, SBA’s logo may not be placed in close proximity to any third party’s logo, or used in such a way as may imply that a relationship exists between SBA and any third party (Note: Your organization’s parent entity is not considered a third party). Additionally, in each instance where You use the SBA logo, You must also include the acknowledgement of support statement in reasonably close proximity to the logo.

Neither the SBA logo nor the acknowledgment of support statement may be used in connection with activities outside the scope of this Award. In particular, **UNDER NO CIRCUMSTANCES may the SBA logo or acknowledgment of support statement appear on items used in conjunction with fundraising, lobbying, or the express or implied endorsement of any goods, service, entity, or individual.** Additionally, You may not use the SBA logo on any social media sites or services without obtaining prior approval from SBA. For further guidance regarding the prior approval process, see Part III (A) (13) above.

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15. Project Website

You must maintain a website, or a clearly defined subsection of an existing website, for the purpose of publicizing and conducting project activities. The project website must make reasonable accommodations for access by persons with disabilities and must feature the SBA logo and acknowledgement of support clause in a prominent location in accordance with Part III (A) (14) above. In addition, project websites are subject to the project closeout requirements of Part III (A) (12) above.

You may not use the project website to advertise, promote, or endorse alcoholic beverages; tobacco products; sexual products (including dating services and pornographic materials); illegal or controlled substances or materials; gambling or gaming products or services; or any other products, services, or materials which may be harmful to the image or reputation of this project, the SCORE program, or SBA.

16. Co-Sponsored Activities

Your organization may collaborate with SBA and other current SBA grant recipients for the purpose of co-hosting activities within the scope of this Award without the need for a separate written agreement. SBA's logo may be used in conjunction with such co-hosted activities. However, where a proposed activity includes contributors, co-hosts, or co-sponsors that are not current SBA grant recipients or involves undertakings that are outside the scope of this Award, the parties must work with SBA to execute a separate written co-sponsorship agreement. For further guidance regarding the use of SBA's logo, see Part III (A) (14) above.

17. Accessibility of Facilities and Events

In accordance with the Americans with Disabilities Act of 1990 (42 U.S.C. § 12101 et seq.) and § 504 of the Rehabilitation Act of 1973 (29 U.S.C. § 794), all facilities You use to provide services to the public in connection with this project must be accessible by persons with disabilities. In addition, all notices, promotional items, brochures, publications, and media announcements informing the public of events, programs, meetings, seminars, conferences and workshops conducted pursuant to this project must include the following accessibility/accommodations notice:

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Reasonable accommodations for persons with disabilities will be made if requested at least two weeks in advance. Contact [insert contact information for the person who will make the arrangements].

18. **Applicable Law**

Except for circumstances in which Federal law defers to State or local law – such as zoning matters, building and business permits, and recording requirements – or where You have been specifically excepted from doing so, this Award will be governed by and construed under Federal law. Specifically, this Award is subject to the following laws, regulations, and policies in addition to those enumerated in the SF 424B (Assurances: Non-Construction Programs) You submitted as part of Your approved application:

- 5 U.S.C. App. 1 (Inspector General Act of 1978);
- 15 U.S.C. § 631 et seq. (Small Business Act);
- 22 U.S.C. § 7101 et seq. (Trafficking Victims Protection Act of 2000);
- 41 U.S.C. § 701 et seq. (Drug-Free Workplace Act of 1988), as implemented by 2 C.F.R. Part 182;
- 41 U.S.C. § 6306 (Prohibition on Members of Congress making contracts with Federal Government);
- 42 U.S.C. § 12101 et seq. (Americans with Disabilities Act of 1990), as implemented by 28 C.F.R. Parts 35 and 36;
- 48 U.S.C. § 1469a (Waiver of Matching Fund Requirements for Awards to Insular Areas);
- 49 U.S.C. App. 1517 (Fly America Act);
- 2 C.F.R. Parts 180 and 2700 (Nonprocurement Debarment and Suspension);
- 13 C.F.R. Parts 112, 113, and 117 (Civil Rights Compliance);
- 13 C.F.R. Part 146 (Restrictions on Lobbying);
- 37 C.F.R. Part 401 (Rights to Inventions Made by Nonprofit Organizations and Small Business Firms Under Government Grants, Contracts, and Cooperative Agreements);
- Executive Order 13166 (Improving Access to Services for Persons with Limited English Proficiency); and

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- Executive Order 13513 (Federal Leadership on Reducing Text Messaging While Driving).
- Executive Order 13333 (Amending Executive Order 13257 to Implement the Trafficking Victims Protection Reauthorization Act of 2003);
- 22 USC § 7104 (Prevention of Trafficking)
- Title 13, Code of Federal Regulations (CFR), Chapter 1, or SBA's Standard Operating Procedures (SOPs);
- Title VI of the Civil Rights Act of 1964;
- 44 USC § 3501 (Paperwork Reduction Act);
- Executive Order 12600 (Pre-disclosure notification procedures for confidential commercial information);
- 5 USC § 552 (Freedom of Information Act);
- 15 USC § 637 (SB Act, SCORE Program)

19. Dispute Resolution

If a dispute arises between Your organization and SBA regarding one or more elements of this Award, You may appeal the matter to SBA's Grant Appeals Committee. To be considered timely, Your appeal petition must be received by the Committee within 30 calendar days of the date of the GMO's decision. Your appeal petition must be mailed to the following:

Chairman, Grant Appeals Committee
U.S. Small Business Administration
Office of Grants Management
5th Floor, 409 3rd Street, SW
Washington, DC 20416.

You must also send copies of Your appeal petition to the GMO and GOCR.

There is no prescribed format for the submission of an appeal petition. Formal briefs and other technical forms of pleading are not required, nor

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are You required to obtain legal representation. However, Your appeal petition must be in writing and must be concise, factual, and logically arranged. In addition, Your appeal petition must contain the following:

- a. Your organization's name and address;
- b. Identification of the relevant SBA program office and the Award number;
- c. A statement of the facts underlying the dispute and the basis for the appeal (i.e., a specific explanation as to why You believe SBA's decision was incorrect);
- d. Copies of any documents or other evidence supporting the appeal;
- e. A request for the specific relief desired on appeal; and
- f. A statement as to whether an oral hearing is being requested, and if so, the reasons why such a hearing is necessary.

The Committee will first rule on a request for an oral hearing before proceeding to consider the merits of an appeal petition. Within 60 calendar days of receiving Your appeal petition, the Committee will present its decision in writing to You, the GMO, and the GOTR. The Committee's ruling will represent the final Agency decision on the subject of the dispute and will not be further appealable within SBA.

20. Termination/Suspension/Enforcement

If you materially fail to comply with the terms and conditions of this Notice of Award, or with any requirement imposed by statute, regulation, executive order, or other source of law or policy, SBA will take whatever enforcement measures it deems appropriate to remedy that non-compliance. For further guidance regarding the enforcement measures that apply to this Award, see 2 C.F.R. § 200.339-342 SBA may also institute suspension or debarment proceedings against your organization as it deems necessary.

B. Financial Requirements

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This Award is subject to the requirements listed below. For further guidance regarding the cost principles applicable to this award see 2 C.F.R. Part 200, Subpart E.

1. Charging Costs to this Award

All costs charged to this Award are subject to audit and examination. You are responsible for ensuring proper management and accounting of Project funds in order to avoid cost disallowances. All direct costs charged to this Award must be reasonable given the relevant market and industry area and the nature of the goods or service involved. Direct costs claimed by Your organization must also be allowable under the relevant cost principles and be clearly and specifically allocable, either in whole or in part, to the project funded by this Award. In addition, You are not permitted to charge costs associated with any of the following items or activities to this Award:

- Transactions with suspended or debarred entities, as discussed in Part III(B)(2) below;
- Construction or renovation of facilities or acquisition of real estate;
- Litigation, whether civil, criminal, or administrative;
- Providing matching contributions to any other Federal awards;
- Meals, lodging, per diem, or other subsistence expenses associated with local travel (however, Project Funds may be used to pay transportation expenses for local travel). Local travel is any travel conducted entirely within a 50-mile radius of Your organization's address of record; and

2. Transactions with Suspended or Debarred Entities

You cannot use Project Funds or Project Resources to provide services to individuals or firms that are currently under suspension or debarment by a Federal agency. In addition, You cannot use Project Funds to pay salaries of employees or costs of consultants, contractors, or other service providers (e.g., accountants, lawyers, etc.) where such entities are currently suspended or debarred.

You are responsible for verifying that entities paid or assisted with Project Funds or Project Resources are not suspended or debarred in order to avoid subsequent disallowance of costs under this Award. To determine if

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an individual or firm is suspended or debarred, You may consult the System for Award Management (<https://www.sam.gov/>). For further guidance regarding suspension and debarment, see 2 C.F.R. Parts 180 and 2700.

3. Liability/Indemnification

Except where otherwise provided by law, any liability arising from the conduct of this project, except as it directly relates to SBA employees or facilities, is solely your responsibility. SBA will not indemnify you or your employees or officers and, with the exception of insurance, no Project Funds may be used to cover costs related to liabilities arising under this Award. For further guidance regarding insurance costs, see 2 C.F.R. § 200.447.

SBA is not a party to any contracts, subgrants (where permitted), or other agreements between Your organization and third parties. SBA will have no involvement in any disputes arising from such agreements. You are liable to SBA for any amounts paid from Project Funds to third parties which are subsequently determined to have been unallowable or otherwise improper.

4. Adherence to the Approved Budget

You must expend Project Funds in accordance with Your approved budget. However, You have the discretion to vary from the amount budgeted under the cumulative budget by +/-10 percent. Before incurring any expenses that would cumulatively result in changes in excess of 10 percent of the total budget, or which involve charging costs under a previously unbudgeted, unapproved cost category, You must obtain approval from SBA. Failure to adhere to the approved budget or obtain the necessary prior approval will result in denial of payment by SBA. For further guidance regarding the prior approval process, see Part III(A)(13) above.

5. Funds from Multiple SBA Awards

If Your organization holds any other current financial assistance awards from SBA, You must avoid commingling of funds and overlapping or double-claiming of costs among those awards. You must treat each

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project as separate and discrete with individual reporting, accounting, and audit trails.

6. Matching Contributions

Your organization is not required to provide any matching contributions under this Award.

7. Disposition of Program Income

Program Income generated under this Award must be added to the Project Funds and used to further eligible project or program objectives. In addition, on the mid-year and final SF 425 you must make a best effort to note Program Income earned and expended during that reporting period. On SBA Form 2113-Program Income and worksheet you must submit and make a best effort to note Program Income earned and expended during that reporting period. A self-populating excel worksheet to the SBA Form 2113-Program Income may be obtained from SBA. SCORE will report Program Income at the mid-year period and no later than 90 days after the conclusion of the budget year. For further guidance regarding Program Income, see 2 C.F.R. § 200.307.

8. Refunds of Award Expenses

If You receive a refund of FICA/FUTA taxes or other project costs previously paid under this Award, You must immediately report such refund to SBA, regardless of whether the Project Period has ended.

The amount of the refund must be remitted to SBA if the cost was paid with Federal funds. If the refunded cost was paid using matching contributions, You must either use the refund to support activities consistent with the objectives of this Award or remit it to SBA.

9. Financial Stability

In order to continue being entrusted with public funds, Your organization must maintain a sufficient level of financial stability. Examples of failure to maintain sufficient financial stability include, but are not limited to, excessive and/or unresolved indebtedness (whether to the Federal government or other parties), repeated failure to make payroll, and/or operating at a deficit for an extended period of time. Your lack of financial stability may lead SBA to suspend, terminate, or decline to renew this and

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any other Awards You receive from the Agency and may also lead to Your debarment by SBA.

For further guidance regarding enforcement actions SBA may take under this Award, see Part III (A)(20) above. For further guidance regarding debarment, see 2 C.F.R. Parts 180 and 2700.

10. Payment

For general guidance regarding payments under this Award, see 2 C.F.R. § 200.305. You must draw down Federal funds only as needed to meet actual or estimated expenditures for the relevant reporting period. You must avoid accumulating Federal funds in excess of current disbursement needs.

To request payment, You must provide SBA with Your bank routing number and account information and submit a signed Standard Form 270 – Request for Advance or Reimbursement (SF 270) and an SF 424 A-11 Detailed Expenditures Worksheet identifying the actual/proposed use for all requested funds to the GOTR, who will review it before forwarding it to the GMO with a recommendation for payment. The GOTR and/or GMO may require You to provide additional information or documentation before payment is made. Any failure by You to properly complete and submit the required forms will cause substantial delay in processing Your payment request.

Additionally, You must attach a certification to each SF 270 that contains the following statement:

“By signing this report, I certify to the best of my knowledge and belief that the report is true, complete and accurate and the expenditures, disbursements and cash receipts are for the purposes and objectives set forth in the terms and conditions of the Federal award. I am aware that any false, fictitious, or fraudulent information or the omission of any material fact, may subject me to criminal, civil, or administrative penalties for fraud, false statements, false claims, or otherwise (U.S. code title 18, Section 1001 and Title 31, Sections 3729-3730 and 3801-3812).”

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The certification statement must be signed by an official who is authorized to legally bind Your organization.

You are responsible for submitting all payment requests in a timely manner. **SBA will not process any payment request You submit more than 90 calendar days after the conclusion of the relevant Budget Period.** For further guidance regarding project closeout procedures, see Part III(A)(12) above.

For all Federal funds disbursed under this Award, You must retain copies of receipts, invoices, subcontracts, evidence of matching contributions, and similar items providing documentary support in accordance with Part III(A)(3) above. All payments will be made based on Your demonstrated, bona fide disbursement requirements, consistent with the approved budget and project including goals, milestones, timeline, and metrics.

When requesting payment in advance, You must justify why an advance is necessary, and detail how the advance funds will be expended over the specified period covered by the request. Advances are limited to the minimum amounts needed and must be timed to be in accordance with Your actual, immediate disbursement requirements. You must deposit and maintain advances of Federal funds in interest-bearing, FDIC-insured accounts. You are encouraged to use banks that are at least 50 percent owned by women or minorities. For further guidance regarding interest earned on advances of Federal funds, see 2 C.F.R. § 200.305(b)(9).

11. Request for Carryover of Funds

If SBA has notified You in writing that You will receive a follow-on award at the conclusion of this Award, You may request permission to carryover any unexpended funds remaining under this Award to Your follow-on award. SBA reserves the right to offset the amount of the follow-on award by the amount of carryover, as it deems appropriate. Carryover funds may not be commingled with follow-on award funds and must be reported and accounted for separately with their own audit trail. Funds made available under this Award may not be carried over more than once and must be fully expended before You will be permitted to draw down any Federal funds provided under Your follow-on award.

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You must submit any carryover request to the GOTR in writing at least 60 days prior to the end of the Project Period for this Award. Carryover requests must include the following:

- Revised cost proposal (SF 424, SF 424A and Budget Justification); and
- Narrative explaining why the funds were not expended during the period in which they were awarded.

12. Request for a No-Cost Extension

You may request that SBA grant a one-time extension of the expiration date of this Award for up to 12 additional months if You can demonstrate more time is necessary for the adequate completion of specific project objectives.

A request for an extension must be in writing (with supporting justification) and must be received by the GOTR at least 45 calendar days prior to the scheduled expiration of this Award. SBA **will not** approve any extension request that:

- Is solely for the purpose of expending remaining funds;
- Is for a project that previously received an extension;
- Is more than 12 months in length;
- Requires the commitment of additional Federal funds; or
- Involves any change in the objectives or scope of the project.

Because a project may only be extended once, you are encouraged to request a full 12-month extension even if you believe less time is necessary for the completion of this project. For additional guidance regarding extensions, see 2 C.F.R. § 200.308(d)(2).

13. Financial Examinations and Program Reviews

As part of its management and oversight responsibilities, SBA and those agents and contractors operating under its direction have the right, after providing such notice as is fair and reasonable under the circumstances, to conduct financial examinations or program reviews visits to verify project costs, assess project accomplishments, examine management control systems, and/or evaluate technical assistance provided by Your

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organization. You must cooperate fully with all such financial examinations and program reviews, whether performed remotely or on site and whether regularly scheduled or necessitated by circumstances. SBA agrees to conduct all financial examinations and program reviews in such a manner as will not be unduly burdensome or unreasonably delay any work being performed by You or Your agents or contractors.

For all financial examinations or program reviews that occur on premises controlled by You or Your agents or contractors, You agree to provide (or require Your agents or contractors to provide) such access and assistance as is reasonably necessary for the safety and convenience of SBA representatives in the performance of their duties. Additionally, You agree You will promptly address and act upon all findings regarding Your project made as part of any such examination or review.

IV. DEFINITIONS

The following definitions apply to this Award. For additional definitions relating to the SCORE Program, see Program Announcement number SCORE-2013-01:

Award – a conferral of Federal financial assistance to support a specific public project, whether in the form of a grant or cooperative agreement.

Client – an entity receiving technical assistance under this Award. A Client may be an existing small business concern or an individual interested in owning and operating a small business concern.

Client Information – files and records concerning a Client, as well as any information that could be used to identify, contact, or locate a Client. Does not include statistics or similar data that is not attributed to a particular Client.

Key Personnel – those individuals who play a crucial role in the conduct of a project. Examples include directors, managers, counselors, and instructors, but not support staff.

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Program Income – additional funds generated through the conduct of project activities. Includes, but is not limited to, income derived from service or event fees, sales of commodities, repayments of interest or principal on loans made with Project Funds, and usage or rental fees. Does not include interest earned on advances of Federal funds.

Project Funds – all funds covered by the project budget. Includes both Federal funds and matching contributions (cash and in-kind) dedicated to the project.

Project Resources – non-monetary items such as facilities, equipment, supplies, and staff time that are utilized to further project objectives and whose costs are supported (in whole or in part) with Project Funds.

You – the recipient organization for this Award.