

**APPENDIX C: WOMEN'S BUSINESS CENTER PROJECT GUIDE**

**For  
2014 – 2015  
WBC Projects Only**

**Women's  
Business  
Center  
Project  
Guide**

## **Women's Business Center Project Description**

**A Women's Business Center (WBC) Project provides technical assistance to women entrepreneurs, both nascent and established. A representative number of clients served by the WBC project must be socially and economically disadvantaged. The WBC project must provide assistance to women entrepreneurs in the areas of finance, management, marketing, and other areas as defined in the Program Announcement or Work Plan.**

### **Points of Contact**

The points of contact named in the Notice of Award Terms and Conditions (NOA) are the key officials assigned by the Small Business Administration's (SBA), Office of Women's Business Ownership (OWBO) who will monitor Your WBC Project and provide You with guidance and support during the entire project period of your WBC Project.

Each are assigned specific roles and responsibilities as described in the NOA.

### **Governing Authority/Order of Precedence**

Your 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 of the Notice of Award cover page or Block 14 of the SF-30, Amendment of Solicitation/Modification of Contract cover page, including all appendices, and any other relevant, subsequently enacted laws.
2. Program Announcement, Option Year Work Plan and Budget Request, this Women's Business Center Project Guide, and any subsequently issued SBA policy guidance.
3. The NOA terms and conditions.
4. Your accepted application for Your 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 Your Notice of Award will be measured in terms of calendar days. By signing Block 23 of the SBA 1222, Notice of Award cover Page or Block 15B of the SF-30, Amendment of Solicitation/Modification of Contract, You acknowledge Your acceptance of all these requirements.

### **Project and Budget Periods**

WBC's in the **Initial Phase of its WBC Project**, Your funding will consist of a base period of twelve months and four option periods of twelve months each (if exercised) for a total of five (5) years.

WBC's in the **Renewal Phase of its WBC Project**, Your funding will consist of a base period of twelve months and two option periods of twelve months each (if exercised) for a total of three (3) years.

The project and budget periods for Your Award are identified in Blocks 4 and 5, respectively of the Notice of Award cover page and on page 2 of the SF-30, Amendment of Solicitation/Modification of Contract.

The base period and each option period will constitute a separate budget period. Option periods will be exercised at the sole discretion of SBA. Refer to Your NOA for further guidance regarding the exercise of option periods.

### **Cash Match Requirement (Annual Match)**

1. A recipient organization which is in its first and second year of its **Initial Phase** funding is required to match federal funds on a minimum 1:2 ratio (\$1 of non-federal funds for every \$2 of federal funds).

Initial Phase WBC projects in the third, fourth and fifth year, and all Renewal Phase WBC projects are required to match awarded funds on a minimum 1:1 ratio (\$1 of non-federal funds for every \$1 of federal funds).

Matching contributions must come from non-federal sources such as state and local public funds, private individuals, corporations and foundations, and income from program services; at least 50 percent must be cash match. The remainder may be in the form of in-kind match. No portion of the match may be from other federal sources (except applicable Community Development Block Grant (CDBG) funds).

2. Any non-Federal contributions applied to Your award project in excess of the minimum amount required (overmatch) are included in the total budget and must be used in accordance with the cost principles applicable to Your award.

### **Match Certification**

You are expected to expend cash and cash and in-kind resources at the approximate pace of federal fund expenditures (except for the first three month period). Cash match expenditures will be reconciled semi-annually to ensure that the WBC has met its required match for all federal funds expended.

1. Written certification that the matching share has been obtained and expended on Your project must be submitted to OWBO with each SF-425 (Federal Financial Report/FFR).
2. The SBA may withhold payment at any time if the required level of non-federal match has not been obtained. Payment will be withheld unless You have adequately certified that the required amount of non-federal match equal to or greater than the federal funds expended (of which at least half is in the form of cash) has been fully obtained and expended for project activities during each reporting period. Note: Initial Phase WBCs in the first two years of its project must provide non-federal match equal to or greater than 50% of the federal funds expended of which at least half is in the form of cash.
3. Match certification must list the sources, the types, and amounts of match, as well as any designated purpose for the funds specified by the source (must not be for purposes other

than the stated mission of the WBC). The certification must be signed by both the WBC director and the host's financial designee.

4. You must maintain records of all cash, in-kind contributions (including original letters and copies of checks, etc.), and program income. You are **not** required to submit these records with Your reports. Records will be reviewed by the DOTR during the Mid-Year and Year-End Programmatic and Financial Reviews and/or by SBA financial examiners.

All contributions must specify the WBC project and the amount to be allocated for the project. Types of written records acceptable as proof of match are:

a) **Cash Contributions**

- (i) A copy of the document from each non-federal source (which may include the host organization) indicating the amount used (or to be used) for the WBC project (promissory notes are not acceptable).
- (ii) A copy of a check (e.g., personal, certified or cashier's check). The check must indicate the source (contributor) and amount, and that it is a payment to the WBC organization. If the check is not addressed to the WBC, the WBC must indicate on the check the amount to be allocated to the WBC.
- (iii) A copy of a letter that accompanied a cash donation or a copy of the Your acknowledgment or thank you letter to the donor, indicating the donated amount was intended for WBC purposes only and any stated restrictions.

b) **Program Income**

You must maintain records of all program income generated from the award funds and specify how the income was obtained (in terms of type of activity and amount of income earned for each activity). If You earn and expend more than 10% over the amount of program income shown in Your budget, You must request a budget revision from OWBO through Your DOTR. All program income earned and spent must be reported on the SF-425, Federal Financial Report. Your written policies and procedures for determining reasonableness, allowability and allocability of costs must include procedures to monitor the receipt and expenditure of program income.

c) **In-Kind Contributions**

Collaborative efforts with community-based organizations (including faith-based entities) or SBA resource partners must be delineated under written partnership agreements.

You must maintain a copy of the agreement between the person or the organization donating services, equipment, space or other allowable items.

The agreement must identify the contribution(s) and their/its value.

Donations from other SBA resource partners and federal entities may not be claimed as match.

4. If You fail to raise and spend the required match, You will not receive payments during the remainder of the project period. You will be required to return any federal award funds received that exceed the match expended.

### **Grant Recipient Responsibilities**

You must comply with the requirements and authorities set forth in the NOA and conduct Your project funded under Your Award in accordance with Your approved Technical Proposal, milestones, and budget. Changes to these guiding documents must be submitted to SBA for pre-approval.

Promptly advise SBA of any difficulties You encounter or anticipate encountering that may affect the conduct of Your project.

### **SBA Responsibilities**

As the awarding agency, SBA will, subject to the availability of funds and continuing authority, carry out the duties and responsibilities imposed on it by the statutes and regulations governing the WBC Program and all other responsibilities as outlined in the NOA.

### **Program Requirements**

#### **1. Service Delivery**

- a) You must carry out the services and activities as outlined in Your approved proposal.
- b) You agree to make every effort to provide the WBC's services to all women and to conduct outreach to those who are socially and economically disadvantaged, individuals currently and formerly receiving public assistance, individuals in low- and moderate-income urban and rural areas, as well as special-emphasis groups such as minorities (including Native Americans), 8(a) firms in all stages, veterans and service-disabled veterans, reservists called to active duty, and people with disabilities.
- c) You agree to explore opportunities for collaborating with community and/or faith-based organizations on initiatives that encourage the establishment and growth of women-owned small businesses.

#### **2. Organizational Structure**

- a) Your WBC may exist within the framework of Your non-profit host organization and may make use of the resources provided by Your organization, but must operate as a separate, clearly identifiable entity.
- b) You will employ a full-time (40 hours per week) program director whose time is dedicated 100 percent to managing the day-to-day operations of the WBC.

The program director may not function in any other capacity for the host organization during the 40 hours paid for by this cooperative agreement.

Costs for this position may not be shared by any additional awards received by You which require the program director to function in any other capacity during the 40 hours required by this cooperative agreement.

This position may not be shared between two or more employees.

- c) You may contract out for certain functions as permitted by the terms and conditions of Your Award, but will not expend more than 49 percent of the total project funds on contractors and consultants in conducting the project.

You are responsible for ensuring compliance with all applicable laws and regulatory requirements regarding such contracting.

- d) At least one staff or consultant function must include program data collection and electronic reporting to the SBA.
- e) You must have a board of directors or advisory board to govern the WBC. The board of directors is responsible for raising matching funds for the WBC project. The WBC program director may not fundraise during the 40 hours paid for by the grant.

You may not charge the board of director's or advisory board's time or expenses (incurred or donated) to the award (federal or non-federal).

### **3. Operations**

- a) Your WBC must have a readily accessible location in its service area, with facilities and administrative infrastructure sufficient to operate. The facility must be available to clients at least 40 hours per week, including evening and weekend hours to accommodate the schedules of working women and women with children. If there is an additional location, the 40 hours may be divided between the two; however, no more than two locations may be counted toward compliance with the 40-hour requirement.
- b) You are encouraged to hold a public outreach event (e.g., grand re-opening or refunding celebration) within the first three months of the project period. The event should inform the public and media about specific plans or accomplishments of the project and must be coordinated with the SBA district office and OWBO.
- c) The WBC program director and other appropriate WBC staff (as needed) will participate in periodic conference calls and SBA-provided audio-and-web training with the OWBO program manager or other OWBO staff.

- d) You must immediately inform OWBO and the DOTR, via e-mail, of any changes to the WBC (or its host organization) address, telephone or facsimile number, e-mail address and/or website address.

#### **4. Internet and Website Requirements**

You must maintain a 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 the NOA. In addition, project websites are subject to the prior approval requirements of the NOA.

- a) You will provide access to the Internet for staff and clients, and will provide training on use of the Internet, including electronic commerce and the importance of website design and development.
- b) You must have and support a website. If the WBC is a function of a larger economic development organization, it must have its own page(s) within the organization's website.
- c) The WBC website must link to the SBA website ([www.sba.gov](http://www.sba.gov)) and must comply with acknowledgment and graphic requirements as detailed in NOA.
- d) In addition to face-to-face training and counseling, You will provide online training and counseling via Your website and/or e-mail.
  - (i) You must maintain a system to track individual users of online training and the time spent on the training.
  - (ii) The tracking system must include SBA intake and tracking information for online clients to be counted toward the center's goals using the SBA Forms 641 and 888 forms or their equivalent that includes the following language:

“I request business management counseling from a Small Business Administration resource partner, the [name of the women's business center]. I agree to cooperate should I be selected to participate in surveys designed to evaluate the SBA assistance services. I understand that any information received by an SBA resource partner counselor will be held in strict confidence by the counselor to the extent allowable by law.

I further understand that the SBA resource partner counselors have agreed not to: (1) recommend goods or services from sources in which the individual counselor has

an interest; and (2) accept fees or commissions developing from any SBA resource partner counselors. In consideration of the provision of management and/or technical assistance by a resource partner counselor, I agree to waive all claims arising out of this assistance, against SBA personnel, the resource partner from whom I sought assistance, its host organizations, and the counselor(s) arising from this assistance.”

- (iii) Online clients must meet the SBA client definition requirements to be counted toward the WBC’s goals. If the WBC is part of a larger organization, only clients of the WBC may be counted.
- e) You agree not to accept advertising, cross selling or promotions from any advertiser promoting, offering, or selling alcoholic beverages, tobacco products; sexual products (including dating services and pornographic materials); illegal or controlled substances or materials; gambling and gaming devices, products or services; or any other products, services or materials inimical to the mission of this cooperative agreement or that do not assist small businesses and entrepreneurs, as determined by the SBA. If in doubt, the You must clear the advertiser with the DOTR.

**5. 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 Women’s Business Center Program and SBA’s role in this project, as well as the taxpayer funded support the Agency is providing under Your Award. Therefore, You must use SBA’s logo and include the acknowledgment of support statement as detailed in the NOA on all materials produced in whole or in part with Project Funds.

**6. Access and Rights**

- a) The SBA will have unlimited license and all rights to use products, materials, and data (excluding private client data), including those prepared or stored electronically, generated either partially or fully under this cooperative agreement, including copyrighted materials.
- b) You agree to make all training and/or informational materials (e.g., publications, training guides, online courses, online tools, websites, etc.) developed or funded under this project readily available to the SBA and all its other resource and information partners.
- c) Surveys or information collection conducted by You as a requirement of this cooperative agreement is subject to the Paperwork Reduction Act, as amended. The SBA agrees that, before requiring You to conduct a survey or information collection, it will comply with the Paperwork Reduction Act. Surveys conducted by You, independent of the SBA, are not subject to the Paperwork Reduction Act.

**7. SBA Annual Economic Impact Survey**

Each year, the SBA undertakes an economic impact survey of all of its resource partners conducted by an outside contractor. This survey is the instrument by which our external and internal stakeholders evaluate the performance of all SBA Entrepreneurial Development grant programs. **Participation in this survey is required as part of this cooperative agreement and failure to participate could jeopardize future funding.**

**8. Coordination with the SBA and Other Resources**

- a) You will collaborate with the SBA district office on the local level, with OWBO input, on goal-setting each year of the project term.
- b) You will send the WBC program director and the person responsible for financial management/pay requests to annual training provided by the SBA or any other training as deemed necessary by the SBA.
- c) You will use the SBA as a resource partner by:
  - (i) Participating with the SBA in conferences and special programs for women.
  - (ii) Including the SBA in outreach activities and events.
  - (iii) Promoting the SBA programs to the WBC's clients.
  - (iv) Displaying the SBA brochures and the SBA signage (provided by the SBA) in a prominent area at the women's business center location(s).
  - (v) Providing its brochures to the district office to market its programs through the SBA.
- d) The WBC program director will maintain a working relationship with the district director and DOTR in the nearest SBA district office as well as the OWBO program manager throughout the period of Your Award.
  - (i) The WBC program director will be available for, and responsive to, telephone and written correspondence with the SBA.
  - (ii) The WBC program director is responsible for the dissemination of information to key staff received from the DOTR and OWBO, where appropriate.
  - (iii) You will provide current and updated contact information to the DOTR and the OWBO program manager. You must immediately inform OWBO and the DOTR, in writing, of any changes to Your (or Your host organization) address, telephone or facsimile number, e-mail and/or website address.

- e) 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 must 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, refer to your NOA Terms and Conditions.

**9. Certifications and Financial Requirements**

- a) You must have and certify each year that You have an established organizational infrastructure with an internal financial management system that meets the standards prescribed in 2 C.F.R., §§ 215.21 - 215.28 (“Uniform Administrative Requirements for Grants and Agreements with Institutions of Higher Education, Hospitals, and Other Non-Profit Organizations”). This written statement may be provided by a staff person or other outside entity with financial expertise sufficient to make such a determination (i.e., CFO, financial/accounting specialist, etc.). Include the name, title and qualifications/experience of this certifying individual.

This certification must be provided before any funds for the budget period can be released.

- b) You must make financial records accessible to the WBC program director so that the program director has the information necessary for a complete understanding of the financial information, especially as it relates to the detailed expenditures. The WBC program director and the WBC financial representative must approve all expenditures related to the WBC project, endorse WBC bank drafts, purchase requests, ledgers and/or invoices and co-sign financial reports, the request for reimbursement and certifications of match. The WBC program director is responsible for reviewing and approving project expenses prior to submitting financial reports to OWBO for support of payment.
- c) Project Funds (federal cash, non-federal cash, in-kind and program income) must be clearly designated for WBC project activities and services, and financial records must be maintained under a separate accounting code to ensure a clear audit trail and prevent the commingling of funds.
- d) Financial records for Project Funds must be reconcilable to the detail expenditure information submitted to support charges to the WBC project.

**10. Mid-Year and Final Programmatic and Financial Reviews**

- a) You consent to Mid-Year and Year-End programmatic and financial reviews of the WBC, as required by the Small Business Act (15 United States Code (U.S.C.) § 656(h), as amended).
- b) Mid-Year and Year-End Programmatic and Financial Reviews are conducted by the DOTR and assess:
  - (i) Compliance with all program legislation, Office of Management and Budget (OMB) circulars, the program announcement, and this cooperative agreement.
  - (ii) Program accomplishments.
  - (iii) The stability of Your management and financial infrastructure.
- c) You must provide the DOTR with access to all records, including but not limited to, counseling, training, and financial records. This request may also be sought in advance within a reasonable amount of time and must be adhered to by the WBC.
- d) The DOTR will conduct the Mid-Year Programmatic and Financial Review and submit it to OWBO by March 15th. The Year-End Programmatic and Financial Review must be submitted by August 15th. You will work with the DOTR to schedule a mutually agreeable time to conduct the reviews within four weeks of the submission date.

**Administrative Requirements**

The Award is subject to the requirements listed in the NOA. For further guidance regarding the administrative requirements applicable to Your Award see 2 C.F.R. Part 215.

**1. Non-Transferability**

Your Award may not be transferred or assigned (either in whole or in part) without prior written approval from SBA. Additionally, no interest in Your 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 refer to Your NOA.

**2. Subgranting/Subcontracting**

The 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 more than 49 percent 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. § 215.40 - 215.48.

Refer to the NOA for additional rules which apply to contracts involving \$25,000 in Project Funds.

### **3. Record-Keeping**

In addition to the performance and financial reports, You must maintain complete and accurate records and supporting documentation of sufficient detail to facilitate a thorough financial and/or programmatic audit or examination of this project. All client counseling, training and other activity records must be fully documented You must make these records available to SBA, its agents, and/or Federal investigators on demand. At a minimum, the records You must maintain on this project include:

#### **a) Employee Records**

You must maintain time and attendance records (to include signed timecards, work-logs, etc.) of employees whose salaries are charged to Your Award. The records must specify the WBC project and be of sufficient detail to substantiate the claimed percentage of work performed in support of this project.

The records are an after-the-fact determination by the employee or an official having first-hand knowledge of the actual daily activity and the total activity of the time worked on the WBC project.

#### **b) Counseling Activity Reports**

You are required to collect all counseling activities of the WBC on SBA Form 641, Counseling Information Form (or an equivalent form). Data gathered by this form must meet the minimum requirement as stipulated by the Office of Entrepreneurial Development's (OED) EDMIS database. SBA Form 641 must be signed by the client and retained by the WBC either electronically or in hard copy.

#### **c) Training Activity Reports**

You must use SBA Form 888, Management Training Report (or a comparable form) to report small business management training activities of the WBC (see definitions section for training). You may use a computerized version of this form. Hard copies of these forms must be retained by the WBC.

#### **d) Client Evaluation Forms**

Evaluations of WBC services or client satisfaction surveys must be collected from clients who received continuous counseling or attend a WBC training event. Hard copies of these evaluations must be retained by the WBC. You should develop internal procedures to ensure that evaluations are performed and documentation is on file.

- e) **Equipment Inventory**  
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. § 215.34(f).
- f) **Ledgers and Audit Report**  
If You are not subject to the requirements of the Single Audit Act, You must have an annual audited financial statement. Unaudited financial statements are not an acceptable substitute.
- g) Copies of receipts, invoices, contracts, leases, and other supporting documentation for all expenses paid with Project Funds.
- h) Copies of checks, receipts, letters of donation, and other supporting documentation for all matching contributions related to Your Award.
- i) Copies of judicial and administrative decisions and compliance reviews (as applicable) and other supporting documentation demonstrating your adherence to the laws, regulations and policies listed in the NOA as well as the requirements listed in the SF-424B.

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. In case of litigation, audit, or any other legal action, no files may be destroyed until after resolution.

#### **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)(15) below.

In addition, You cannot disclose a Client's name, address, or telephone number to any party (including SBA), except where:

- the Client consents in writing;
- a court orders such disclosure; or
- SBA determines it is necessary for the purpose of conducting programmatic or financial examinations or Client surveys.

#### **5. Reporting Requirements**

You must submit reports identified below no later than 30 days after the conclusion of the applicable reporting period as outlined below with the exception of the annual Economic Impact Data which is due 30 days after the end of the 4th quarter only.

Performance Reports – Due Semiannually

- September 30 – March 31
- April 1 – September 29

Financial Reports – Due Semiannually

- September 30 – March 31
- April 1 – September 29

OWBO retains the authority to increase the frequency of reporting to a quarterly basis based upon performance and compliance risk factors as deemed appropriate.

Your final reports must be received by no later than 90 days after the conclusion of the budget year. If You fail to submit timely or adequate reports, Your funding is subject to de-obligation and/or SBA may withhold funding until this deficiency is corrected. The reporting forms may be obtained at: <http://www.sba.gov/content/wbc>

HHS Payment Management System – Due Quarterly

- September 30 – December 30
- January 1 – March 30
- April 1 – June 30
- July 1 – September 29

EDMIS Reports – Due Quarterly

- September 30 – December 30
- January 1 – March 30
- April 1 – June 30
- July 1 – September 29

Economic Impact Data – Due by October 30

- September 30 – September 29

**6. Performance Narratives**

- a) In accordance with the schedule listed above, You are required to e-mail the report, simultaneously, to Your OWBO program manager and DOTR using the format provided by OWBO. The narrative section of each performance report must include the following:
- b) If You have been approved to carryover funds from the prior budget year, You must report a separate narrative detailing those activities. The carryover performance narrative reports have the same reporting due dates as these current year's funds.
  - (i) A brief summary of the period's activities, challenges, and accomplishments.

- (ii) A comparison of actual accomplishments to the goals established for the reporting period.
  - (a) If goals were not met, reasons why and a plan of action to overcome the identified difficulties, or
  - (b) A detailed statement of how women business owners will be better served if the goals are revised.
- (iii) A brief summary of actual financial expenditures of budget cost categories versus the quarterly advance and final reimbursement, including an explanation of any cost overruns by more than 10% of the respective cost category.

Financial data furnished in this report must contain complete and accurate information based on the approved budget and actual financial expenditures for the respective reporting period. The report is from a manager's standpoint and is in addition to the information furnished in the financial reports.

Expenditures may not be applied to the grant outside of an approved cost category or for unapproved key personnel without an approved budget and/or key personnel revision from OWBO.

- (iv) Other pertinent information including—
  - (a) Changes in approved key personnel; (Note: this information is used for reporting only and not as a method for requesting approval for key personnel.
  - (b) Cost(s) of client tuition, if any.
  - (c) Number of economically disadvantaged clients receiving scholarships for client tuition.
  - (d) Activities assisting other small-business and community economic-development organizations, such as providing counseling, training and outreach to faith-based and community organizations that devote a significant portion of their activities to supporting the needs of small businesses.
  - (e) Success stories in Word or RTF (rich text format) suitable for inclusion in SBA's reports to Congress, speeches or testimony by SBA officials, or press releases or media advisories, etc. that the center has submitted to the district office public information officer

for clearance. (Note: the SBA is unable to use success stories that have not been cleared.)

## **7. Electronic Data Management Information System (EDMIS) Report**

### Data of Counseling & Training Activities

- a) In accordance with the schedule listed above, You must either manually enter performance data or upload batch files to the EDMIS system, the Office of Entrepreneurial Development's (OED) centralized data collection system (or other system as designated by the SBA) as their primary Management Information System (MIS) if the system meets all of its MIS needs. However, You may also choose to maintain an existing or complementary system if it requires more extensive data collection.
- b) You may review and correct data for 5 business days following the 30 day window at the close of the quarter.
- c) The data collection tools are:
  - (i) Counseling Information Form, SBA Form 641, Parts I, II and III; and
  - (ii) Management Training Report, SBA Form 888 or their equivalents. You must complete the SBA Form 888 in its entirety and include all program income generated.

The formats in EDMIS are based on the above forms. You must use EDMIS, the above forms, or comparable forms to collect and report data. Copies of these forms must be retained at the WBC and made available for review by the SBA.

## **8. Financial Reports**

(i.e., Federal Financial Report (SF-425), Detailed Expenditures Worksheet (Summary and A10C-A16), and Certification of Match Worksheet)

- a) In accordance with the schedule listed above, You must submit the financial report to Your Grants Management Specialist/Officer via e-mail.
- b) If You have been approved to carryover funds from the prior budget year, You must report those funds on separate forms and worksheets. The carryover financial reports have the same reporting due dates as these current year's funds.
- c) The e-mail must contain all documents required by the financial report. (Do not send multiple e-mails containing partial reports.)
- d) Financial data furnished in each report must contain complete and accurate information based on the approved budget and actual expenditures and match for the respective reporting period.

- e) Expenditures may not be applied to the grant outside of an approved cost category or for unapproved key personnel without an approved budget and/or key personnel revision from OWBO.
- f) The financial reports must include the following:
  - (i) SF-425, Federal Financial Report (SF-425) (signed using blue ink).
  - (ii) Detailed Expenditures Worksheets (Summary and A10C–A16) providing a breakout of all “actual” federal and non-federal expenses charged to the award for the reporting period.

The Detailed Expenditures Worksheet (Summary & A10C-A16) **must** be submitted in its original Excel format; and

All other documents and worksheets required by the financial report may be submitted in either Excel or .pdf formats.
  - (iii) Certification of Match (signed using blue ink). This worksheet must reflect actual match that has been received and expended, the funding source, the type of non-federal match (i.e., cash, in-kind, or program income), and the amount spent for the WBC project for the reporting period.

(Note: Do not include actual documentation of match (i.e., checks, letters, agreements, etc.) which must be retained for review at the Mid-Year and Year-End Programmatic and Financial Examinations, etc.).
- g) Do not copy financial reports to the OWBO program manager or DOTR.
- h) Unsigned financial reports are unacceptable and will not meet the requirements of this Notice of Award.
- i) You may include a request to carryover funds not expended in this current budget year along with the final financial report.
- j) You may not include resumes and/or position descriptions of new key or non-key personnel or revised budgets with the financial report.

## **9. HHS Payment Management System**

- a) You must submit the electronic PSC 425 as instructed by HHS no later than 30 days after each quarter. You should not confuse the PSC 425 report with the SF-425. Do not email a copy of Your PSC 425 report to OWBO.

- b) For technical assistance regarding the HHS Payment Management System, You may contact the Accounts Representative at (301) 492-4917 or for general questions and passwords resets contact the Payment Management System Help Desk at (1-877) 614-5533. The hours of operation are weekdays 5:00 a.m. – 11:00 p.m. EST/EDT (excluding federal holidays) and weekends 9:00 a.m. – 9:00 p.m. EST/EDT.

## **10. Economic Impact Data**

- a) You must submit the economic impact data to OWBO via the EDMIS Impact Data Entry Screen no later than 30 days after the end of the 4th quarter only.
- b) You must follow up with current clients from only the awarded budget period (the current fiscal year) to gather and report the following economic impact data mandated by Congress:
  - (i) the number of individuals receiving assistance.
  - (ii) the number of startup business concerns formed.
  - (iii) the gross receipts of assisted concerns.
  - (iv) the employment increases or decreases of assisted concerns.
  - (v) to the maximum extent practicable, increases or decreases in profits of assisted concerns.

## **11. Additional Data Submission Requirements**

In addition to the reports discussed above, You must also submit Your annual A-133 Audit Report (if You are not subject to the requirements of the Single Audit Act, submit Your annual audited financial statement) to Your DOTR, Program Manager, and Grants Management Specialist no later than 120 days after the conclusion of Your organization's fiscal year.

## **12. Project and Program Integrity**

You must avoid engaging in any actions that may harm the integrity of this project or the Women's Business Center 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 must avoid both organizational and individual conflicts of interest and Your organization may not assist clients with whom it or its principals have business relationships, or in which it or its principals hold financial interests, whether based on debt or equity. Furthermore, You must not permit Your employees or agents to assist clients in which they or their immediate family members have financial interests. Your organization, principals, employees, and agents also must not take advantage of any

involvement in this project to direct or refer clients to outside business endeavors in which they or their immediate family members have financial interests.

You, Your principals, employees, and agents are obligated to report all instances of fraud, waste, or abuse related to this project or to the OWBO Program Point of Contact designated in Part I(A)(4) above. If, in Your view, that individual does not satisfactorily address its 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](http://web.sba.gov/oigcss/client/dsp_welcome.cfm) or the Fraud, Waste, and Abuse Hotline at 1-800-767-0385.

**13. Exercise of Option Periods**

In deciding whether to exercise an option period under Your Award SBA will consider, among other things, the continuing Women's Business Ownership Assistance 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 60 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 OWBO. SBA must receive that updated SF 424 no later than the date requested in OWBO's Option Year Work Plan and Budget Request.

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 the disputes resolution procedures in the NOA.

**14. Project Closeout**

For general guidance regarding project closeout procedures, see Subpart D of 2 C.F.R. Part 215.

At the end date of Your 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 Women's Business Center Program, You may request permission from SBA to carryover any unexpended Project Funds remaining under Your Award to that follow-on award in accordance with Your NOA.

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 DOTR how to should dispose of that equipment. For further guidance regarding the disposition of equipment purchased with Project Funds, see 2 C.F.R. § 215.34. Where You have unexpended Program Income remaining at the end date of Your 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 Your Award. For further guidance regarding Program Income, refer to Your Award.

Where SBA has designated another organization as Your successor for purposes of the Women’s Business Center 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.

**15. Actions Requiring Prior Approval**

- a) You must submit, by e-mail, all prior approval requests as described below to the DOTR at least thirty (30) calendar days prior to the date of the proposed action and receive approval from OWBO prior to executing the proposed action.

All prior approval requests must be in writing and include justification and a proposed effective date for the change as well as all required signed forms and worksheets as described below.

The DOTR will review and e-mail Your requests along with all required forms and worksheets to the OWBO program manager.

OWBO reserves the right to approve or disapprove any changes requested by You.

- b) The SBA Program office reserves the right to require prior approval of the following activities, based on Your record of performance.

Note especially that prior approval is required for the following changes under the award.

- (i) Changing the scope or objective 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 goals/milestones.

E-mail the following as described above.

- Correspondence requesting scope or objective change.

- Revised cost and technical proposal (if deemed necessary by the SBA).
  - Revised milestone chart
- (ii) 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;

E-mail the following as described above.

- Correspondence requesting to subcontract or an agreement. If this is a sole source subcontract, You must include a justification.
  - Copy of the proposed subcontract or agreement.
  - Revised SF-424 package and budget worksheets if the cost of the subcontract or agreement exceeds 10% of the total Project Funds or if the contractual budget category was not a budget category approved for spending.
- (iii) Transferring Project Funds between individual cost categories where the cumulative amount involved equals 10 percent or more of Your total approved budget OR adding a budget category not approved for spending.

E-mail the following as described above.

- Correspondence requesting a budget revision.
  - SF-424 (marked “Revision”); SF-424A; SF-424B.
  - Budget Detail Expenditures Worksheet (Annual Budget Summary and B10A-B16). Budget must breakout the total amount of the award (federal and non-federal match).
  - Certification of Match Worksheets (including sources of match)
- (iv) Changing Your Key Personnel (i.e., those employees who are key to its success and/or dedicate 50% or more of their time to the project).

E-mail the following as described above.

- Correspondence requesting a new hire. If requesting approval of a new WBC program director, request must include executive director approval.
  - Resume with sufficient detail to document the experience, education, and other general and special qualifications of the candidate.
  - Position description bearing same title as the position.
  - Revised key personnel worksheet (B10A) and fringe benefits worksheet (B10E), if change impacts fringe benefits.
  - Updated organizational chart reflecting the WBC within the host organization and including the new hire's name and title along with all other names and titles of existing WBC personnel.
  - Revised SF-424 package and budget worksheets (if applicable).
- (v) Implementing a new project website or the addition of new categories of web content or services that are not required by the program legislation or described in Your proposal (including amendments);

E-mail the following as described above.

- Correspondence requesting the website change.
- Website address and screenshot of the proposed website change (if applicable).
- Any additional information to support the requested change.

- (vi) Disclosing or sharing Client information.

E-mail the following as described above.

- Correspondence requesting and justifying the need to disclose or share the information.
- List of information to be disclosed or shared.
- Any additional information deemed necessary to support the request.

- (vii) Incurring more than 10% program income budgeted **OR** establishing new sources of program income that You have not previously utilized and did not describe in Your proposal (including amendments).

E-mail the following as described above.

- Correspondence requesting approval of the use of the additional program income.
  - SF-424 (marked “Revision”); SF-424A; SF-424B.
  - Budget Detail Expenditures Worksheet (Annual Budget Summary and B10A-B16). Budget must breakout the total amount of the award (federal and non-federal match).
  - Certification of Match Worksheet (including sources/activity(ies) of program income)
- (viii) For further guidance regarding prior approval requirements, refer to 2 C.F.R. Part 215 Section.25 and 2 C.F.R. Part 230, Appendix B, as applicable.

## **16. Applicable Laws**

Except for circumstances in which Federal law defers to State or local law – such as zoning matters, building and business permits, and recording requirements – Your Award will be governed by and construed under Federal law. Refer to Your NOA for specific 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.

## **Financial Requirements**

Your Award is subject to the requirements listed below. For further guidance regarding the cost principles applicable to Your Award see 2 C.F.R. Part 230, Appendix B.

### **1. Charging Costs to Your Award**

All costs charged to Your Award are subject to audit and examination. You are responsible for insuring proper management and accounting of Project funds in order to avoid cost disallowances. All direct costs charged to Your Award must be reasonable given the relevant market and industry area and the nature of the good 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 Your Award. In addition, You are not permitted to charge costs associated with any of the following items or activities to Your Award:

- a) Transactions with suspended or debarred entities;

- b) Construction or renovation of facilities or acquisition of real estate;
- c) Litigation, whether civil, criminal, or administrative;
- d) Providing matching contributions to any other Federal awards;
- e) 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
- f) Equipment valued at \$5,000 or more per piece.

## **2. Budget Information**

- a) You must have written policies and procedures for determining reasonableness, allowability and allocability of costs to include the receipt and expenditure of program income, and ensuring that program income is used properly. You are responsible for insuring proper financial management and accountability of federal funds to preclude possible cost disallowances.
- b) Your use of the Detailed Budget Worksheets (Annual Budget Summary and B10A-B16), provided by OWBO, is strongly suggested which will simplify and automate the budget process.
- c) Indirect costs may not exceed 20% (regardless of the amount stipulated in Your indirect cost rate agreement, if applicable) of the total Project Funds for purposes of this WBC project. Indirect costs at this percentage (or lower) will be accepted without negotiation if all costs included meet the test of reasonableness, allowability, allocability.
- d) All costs identified in the approved budget are subject to change if costs do not meet the above requirements.
- e) If You have a current approved indirect cost rate agreement provided by Your cognizant agency, You must provide a copy to SBA.
- f) If You are in need of an indirect cost rate to be used for other grant programs, and if SBA, OWBO is Your cognizant agency/office (the agency/office providing the largest dollar value of awards), or if no definitive approved indirect rate has been established within the last year by Your cognizant federal agency, SBA/OWBO will determine an acceptable provisional rate (to be used for the SBA grant programs only).

The SBA will also request You to include in Your annual audit a review for indirect rate determination by Your auditors. In doing this, a rate will be established by an auditor for the organization and can therefore be used by the SBA and other federal agencies.

However, until such time the audit and indirect rate determination are complete, the SBA will approve a provisional rate to be used for the SBA grant programs only.

### **3. Travel Expenses**

Travel costs must be accordance with 2 C.F.R. Part 230, Appendix B and based on incurred costs for travel related to the delivery of WBC services and for SBA travel requirements as stated below:

- a) Travel costs are the expenses for transportation, lodging, subsistence, and other official items incurred by employees who are in travel status on official business of the WBC. Travel costs are allowable when they are directly attributable to specific work performed under Your Award project.
- b) Travel costs (mileage reimbursement) are not allowed for commuter travel (employee travel to and from the WBC's place of business and home). Additionally, subsistence expenses are not allowed for local travel (i.e., travel within 50 miles of an employee's assigned work location).
- c) Upon request, You must provide the SBA with copies of airline tickets, hotel bills, receipts, or other documentation verifying the claimed travel expenses.
- d) Your budget must include the costs for the WBC program director and the host's financial representative responsible for financial management/pay requests (or other personnel deemed necessary by the WBC) to attend annual training to be held over 2-4 days at a location within the continental United States. The SBA will specify the dates and locations of these meetings.

### **4. Payments**

- a) Payments may not be authorized for drawdown until the SBA has countersigned Your NOA with an approved budget.
- b) You are expected to expend cash and in-kind resources at the approximate pace of federal funds expenditures (except for the first three month period). Cash match expenditures will be reconciled semi-annually to ensure that the WBC has met its required match for all federal funds expended.
- c) Payments are provided electronically through the Department of Health and Human Services Payment Management System (PMS).

- d) Payments will be made by advance, not to exceed 25% of the federal share of the award, for the first, second and third quarters, and by reimbursement at the end of the fourth quarter. No fourth quarter advance will be allowed.
- e) Payments will be reduced, withheld, or may request the return of funds received in excess of the match expended if the required non-federal match has not been applied or if there is a balance of cash on hand present.
- f) OWBO retains the authority to adjust the amount of payments or instruct You to return to the reimbursement method of requesting payments.
- g) 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. § 215.22. NOTE: If You do not fully expend an advance payment within the period for which it was provided, OWBO may: (1) request you to promptly refund any remaining amount to SBA; or (2) reduce or withhold Your subsequent payment.
- h) You must register Your organization's banking institution information used for depositing grant funds under this award under Your SAM.gov account.
- i) The WBC Director will receive an e-mail notification from OWBO authorizing the drawdown of funds for each quarter.
- j) The contact information for the person authorized to draw down funds for Your WBC project must be kept up-to-date and any changes must be provided to OWBO immediately using the HHS Division of Payment Management - Payment Management System Access Form. The revised form must be mailed to OWBO to the attention of the SBA/HHS Liaison.

**5. Advance payment process is as follows:**

For all Federal funds disbursed under Your Award, You must retain copies of receipts, invoices, subcontracts, evidence of matching contributions, and similar items providing documentary support in accordance with Your NOA. All payments will be made based on Your demonstrated, bona fide disbursement requirements, consistent with the approved budget and project milestones.

- a) First Quarter Advance  
Your first quarter advance will be authorized after SBA has countersigned the Notice of Award with an approved budget and closed out Your prior year award, as applicable.

- b) Second Quarter Advance  
OWBO will authorize the second quarter advance simultaneously with the first quarter advance; however, the second quarter advance may not be drawn down until January 1.
- c) Third Quarter Advance  
OWBO will authorize drawdown of the third quarter advance after receipt and after reconciliation of Your semi-annual financial report.
- d) Fourth Quarter Reimbursement  
You must submit the SF-270, Request for Reimbursement, along with Your final financial report for the budget period, as instructed in the Reporting Requirements of Your NOA.

The fourth quarter reimbursement will not be authorized if prior advance requests have not been satisfactorily reconciled or prior performance reports (including the programmatic and financial reviews) have not been received by OWBO.

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, refer to Your NOA.

- e) Carryover of Funds  
A written request to carry over funds not expended during this budget year may be included with the final financial report and reimbursement request package. A carryover of funds request not received in proper order will delay the fourth quarter reimbursement.

## **6. Carryover of Funds Request**

You may request approval to carry over an unexpended balance of federal grant funds to use within the next budget year – not to exceed 12 months.

- a) A carryover request must be submitted along with Your final financial report or the funds may be deobligated.
- b) Carryover of unexpended funds is permissible only if the funds are to be used for an allowable project or activity and the request is in the best interest of the SBA.
- c) A carryover of funds request not received in proper order will delay the fourth quarter reimbursement.

**Carryover requests must include:**

- a) Correspondence requesting the carryover, which includes narrative justification indicating why the funds were not expended during the period for which they were awarded and the time frame needed to expend the carryover funds. You are encouraged to expend all funds within the approved carryover period.
- b) SF-424 (marked “Continuation”), SF-424A, SF-424a, and Detailed Budget Worksheets (Annual Budget Summary and B10A-B16). The amount detailed on these forms must reflect only the amount being carried over and the appropriate non-federal match.
- c) Evidence of match. The match for the carryover must be broken out on the SF-424A using block 6, columns (2)-(4), to reflect non-federal cash, in-kind, and program income (if any), respectively. The match requirement for carryover of funds may be met by using overmatch from the current budget year, an increase in funds pledged by the WBC, overmatch from the year funds were carried over, or a combination of any of these.
- d) Revised milestone chart for the carryover period.

You must track the carryover funds separately from the subsequent year funding. Therefore, You must submit a separate performance report and a separate financial report to OWBO detailing the activities and expenses under the approved carryover funding in accordance with the performance and financial reporting schedule listed above.

Performance and Financial reports and other correspondence relating to the carryover funds must reference the federal document number assigned to the funds carried forward. The federal document number is indicated on the initial Notice of Award and/or any subsequent modifications.

Approved carryover requests involve the issuance of a revised notice of award.

**Disposition of Program Income**

- 1. You must report all program income earned and spent from these current (or carryover) funds on Your financial reports submitted to OWBO. Program income must be accounted for separately as project funds. OWBO with the assistance of the DOTR must approve the WBC’s plan for program income use and must approve all program income earned over 10% of the amount shown in the approved budget.
- 2. Program income may be used in conjunction with the non-federal cash (or solely) to fulfill the requirement of cash match. If not used as stated above, it must be used to further eligible program objectives in the following order of priority:
  - a) To waive tuition or other fees otherwise required for participation in WBC activities by economically and socially disadvantaged clients.

- b) For reasonable costs related to the WBC project but not included in the initial budget, subject to the written approval from OWBO.
  - c) For continuation of WBC activities after exhaustion of the federal and matching funds, and expiration of the current budget period.
3. Discontinuing Participation in the WBC Program
- a) If an organization does not apply for and/or receive a renewal award after the conclusion of its WBC project period, it must request from OWBO to retain any remaining program income derived from that project provided it agrees to use such funds for the purpose of continuing to assist women entrepreneurs. If an organization does not intend to continue assisting women entrepreneurs after it discontinues participation in the WBC Program, all program income remaining at the conclusion of its last WBC award must be properly accounted for and remitted to the SBA.
  - b) An organization leaving the WBC Program is prohibited by law from receiving a no-cost extension of the final project period of its award. As such, an organization whose award is not selected for renewal or that does not intend to remain in the WBC Program must expend all grant funds prior to the conclusion of the final project period of its award or any remaining amounts will be returned to the U.S. Treasury.

### **Disputes**

If a dispute arises between Your organization and SBA on any matter not involving the suspension, termination, or non-renewal of Your 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 DOTR.

There is no prescribed format for the submission of an appeal petition. Formal briefs and other technical forms of pleading are not required, nor are You required to obtain civil 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 GMS/GMO, and the DOTR. The Committee's ruling will represent the final Agency decision on the subject of the dispute and will not be further appealable within SBA

#### **Termination, Enforcement, Suspension and Non-Renewal**

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 Your Award, see Appendix B, Procedures for the Suspension, Termination, and Non-Renewal or Cooperative Agreements for Women's Business Center Projects. SBA may also institute suspension or debarment proceedings against Your organization as it deems necessary.

#### **Transactions with Suspended or Debarred Entities**

You cannot use Project Funds or Project Resources 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. In addition, You cannot use Project Funds to provide counseling services related to Federal contract, grant, or loan opportunities to individuals or firms that are currently under suspension or debarment by a Federal agency. Training may be provided on these three topics without regard to an individual's suspension or debarment status.

You are responsible for verifying that entities paid or (where applicable) 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 an individual or firm is suspended or debarred, You may consult the System for Award Management (<https://www.sam.gov>). Additionally, in cases involving counseling, You may require clients to certify they are not currently suspended or debarred prior to receiving assistance relating to Federal contract, grant, or loan opportunities. For further guidance regarding suspension and debarment, see 2 C.F.R. Parts 180 and 2700.

### **Liability/Indemnification**

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 Your Award. For further guidance regarding insurance costs, see 2 C.F.R. Part 230, Appendix B, ¶ 22, as appropriate.

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.

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

### **Refunds of Award Expenses**

If You receive a refund of FICA/FUTA taxes or other project costs previously paid under Your 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 Your Award or remit it to SBA to avoid being undermatched.

### **Legal Services**

No costs associated (either directly or indirectly) with civil, criminal, or administrative litigation are allowable under Your Award.

Although award funds may be used to pay the cost of providing non-litigation legal counseling services to either You or project beneficiaries (where contemplated under the technical proposal submitted with the grant application), all parties receiving such services must agree in advance in writing to waive any claims of privilege over such services with regard to the SBA to the extent necessary for the agency to perform its monitoring and oversight functions. You must submit a photocopy of the waiver form that will be used in connection with such services prior to use.