



**FEDERAL DEMONSTRATION PARTNERSHIP**  
Redefining the Government & University Research Partnership

# FDP Contracts Subcommittee

Janette Hannam-Hayes, Emory University  
Elizabeth Peloso, University of Pennsylvania  
Katie Cook, Michigan State University

FDP Meeting – May 2024



# Contracts Subcommittee

## Members

**John Bartlett, University of South Florida**

**Jenny Chavira, University of California, San Diego**

**Alexandra Dennis, Johns Hopkins University**

**Heide Eash, University of Pittsburgh, IT Security Clauses Workgroup Co-Lead**

**Elizabeth Eason, Georgia Tech University: State Requirements Workgroup Lead**

**Gloria Greene, University of Alabama-Huntsville**

**Katherine Kissmann, Texas A&M University**

**Hallie Leavell, University of Alabama**

**Stacia Levy, University of Pennsylvania**

**Brian Lowinger, Duke University, OTA Workgroup Workgroup Lead**

**Andrea Lupu, University of California, San Diego**

**Chrissa Papaioannou, University of Alabama**

**Kathleen Powell, Virginia Commonwealth University**

**Julie Robinson, University of Illinois, Urbana-Champaign: IT Security Clauses Workgroup Co-Lead**

**Bill Schoelwer, University of Virginia: Federal Lab Review & Negotiation Techniques Workgroup Lead**

**Elizabeth Slack, University of Maryland, College Park**

**Mary Sladek, NASA**

**Jamie Sprague, Cornell University**

**Claire Stamm, George Washington University**

**Dena-Rose Wilson, University of South Florida**



# Committee Recap

## **Our main objectives include:**

- Identify common contract processing practices that can be expedited by uniform procedures within FDP VII
- Design, monitor, and evaluate new procedures and concepts that are in response to the legal requirements of the contracts process
- Study the similarities/differences between the grant and contract processes to see if gains in costs and efficiency can be generated by adapting some of the FDP grant procedures for use with contracts
- Provide a forum for discussion of and possible resolutions for contracting issues as they arise for member institutions and agencies

## **Examples of previous Contract Subcommittee Outputs:**

- FAR Guidance Resource Document
- Fundamental Research determination request template
- Discussions with FDP membership and sponsor about contract clauses



# Committee Activities

- Many active workgroups: Federal Lab Review & Negotiation Techniques Working group, IT Security Clause/CMMC Working group, State Requirements Working group, Troublesome Clause 2.0 Requirements Working group, OTA Workgroup (newest workgroup)
- Will be collaborating with FDP Subawards Committee on three workgroups
  - FFRDC Workgroup
  - State Requirements Flowdowns Workgroup
  - OTA Workgroup
- Working with FDP to get Troublesome Clauses 2.0 back on schedule



# Session Topics

- ARPA-H OTA Presentation
- IT Security Workgroup- Term Sheet resource & other work group updates
- Working with Federal Labs



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# ARPA-H OTA Presentation



# IT Security Working Group

- Established 2023
  - Initial meeting held to establish objectives
- Workgroup members:
  - John Bartlett, University of South Florida
  - Katie Cook, Michigan State University
  - Co-Chair: Heide Eash, University of Pittsburgh
  - Janette Hannam-Hayes, Emory University
  - Hallie Leavell, University of Alabama
  - Co-Chair: Julie Robinson, Univ of Illinois at Urban-Champaign
  - Jamie Sprague, Cornell University



# IT Security Working Group

New Resource created: [IT Security Term Sheet](#)

This resource was developed to provide general guidance on IT Security clauses commonly seen in contracts, subcontracts, and Other Transaction Authority agreements. Information is at a high level and proposed solutions will vary by institution.

It has been posted to the Contracts Subcommittee webpage!





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# Working Group Updates



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# Working with Federal Labs



# Structure and Scope

- 46 labs owned by the federal government and operated by:
  - **Universities:** Iowa State, MIT, Princeton
  - **Partnerships:** Triad National Security, LLC and Lawrence Livermore National Security, LLC
  - **Non-profit entities:** MITRE Corp, Brookhaven Science Associates, LLC, Alliance for Sustainable Energy, LLC
- Long term relationship with federal sponsoring agencies
- Affiliated with a variety of federal agencies:
  - DOE, DoD, NSF, DHS, NRC
- 10.5% of Government's \$141.5 billion R&D budget goes to FFRDCs
  - 23.5% to universities



# Agency M&O Prime Contract

- Governed by the Federal Acquisition Regulations (FAR)
  - Far Part 35 dealing with Research and Development Contracting
- Prime Sponsoring Agency Contract – FAR 35.017-1
  - Statement of purpose and mission of the FFRDC
  - Termination, disposition of assets, settlement of liabilities
  - Non-competition with other non-FFRDCs on non-FFRDC solicitations
- M&O Clauses from Sponsoring Agency
  - “an agreement under which the Government contracts for the operation, maintenance, or support, on its behalf, of a Government-owned or -controlled research, development, special production, or testing establishment wholly or principally devoted to one or more major programs of the contracting Federal agency.” (FAR § 17.601)



# Proposal and Award Process

- Reps/ Certs that contain FAR/ Agency Supplement provisions that proposal submitting offices may not have encountered previously
  - Review SOW with PI for limited rights assertions
  - Ensure any reps/certs align with the type of research performed
  - Have to be completed for every project although most are the same (continuing to ask for reps and certs vs. relying on Sam.gov)
- Interpretation of clauses vary between National Labs
- Frequently involve a compressed timeline for contractual review as they require exceptions to their terms and conditions at proposal stage.
  - In many cases, preaward spending is not allowed which puts pressure on negotiator and project staff.
  - Turnaround times from National Labs on clauses that need to be negotiated are not reasonable in many cases



# Proposal and Award Process

- Negotiations are many times conducted with Procurement Specialists who do not understand University research
  - Purchase orders are issued later with additional terms and many times are not expected
- Flowing down terms that are not applicable to the project being conducted at the University and refusing to remove terms (e.g., M&O contract terms)



# What outcomes do we want?

Potential outcomes:

- Standard Terms & Conditions/Templates
- Master contract for all work with a University (with POs for SOWs)
- University position paper



# Questions & Discussion







# Co- Chairs Contact Info

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