

NOTICE OF AWARD

I. THIS NOTICE OF AWARD IS ISSUED PURSUANT TO THE SMALL BUSINESS ACT, §§2(h) AND 29, 15 U.S.C. §§631(h) AND 656, (AS AMENDED BY PUBLIC LAW 110-28) AND YOUR APPROVED TECHNICAL PROPOSAL AND FEDERAL ASSISTANCE APPLICATION DATED JANUARY 24, 2008, WHICH IS HEREBY INCORPORATED BY REFERENCE.

II. REQUIRED SUBMISSIONS (If you have already submitted the following, please go to Section III)

A Within 30 days of issue date of this notice of award, the recipient must submit to the Office of Women's Business Ownership (OWBO) any of the following that were not submitted with the application or that have since changed:

Its organizational chart, list of board of directors and a copy of the organization's non-profit tax exempt status 501©(3).

Résumés for all key personnel listed in the SF 424 Federal Assistance Application dated January 24, 2008, and the duties each key person shall perform under this cooperative agreement.

The name, title, qualifications/experience of the certified public accountant designated to certify that the organization has an established organizational internal financial management system that meets the standards prescribed in 2 CFR §§ 215.21 – 215.28.

A list of all contractors to be used in the performance of this cooperative agreement.

The name, phone number, mailing and e-mail address of each member of the board of directors. Also, the WBC must notify OWBO of any changes in the board membership as they occur.

A client follow-up plan to track clients from year to year and collect follow-up economic impact information from current and past clients, as required by Congress (see Reporting Requirements).

B Within 90 days of issue date of this notice of award, the recipient must submit to the Office of Women's Business Ownership (OWBO) a copy of the recipient's conflict of interest policy (see Section VII Administrative Information, K Conflict of Interest Policy).

C Prior to receiving funds, the recipient must submit to the Office of Women's Business Ownership:

An approved budget based on the actual award amount and a detailed expenditures worksheet with narrative justifications.

Two *original* countersigned copies of this document.

The most recent copy of the organization's audit report.

NOTICE OF AWARD

III. WOMEN BUSINESS CENTER PROGRAM PROVISIONS

A PROJECT DESCRIPTION

The WBC must carry out the services and activities as outlined in the approved proposal for each budget year of the project.

The recipient agrees to make every effort to provide its 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.

The recipient agrees 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.

B PROJECT/BUDGET PERIOD AND EXERCISE OF OPTION YEAR FUNDING

The Women's Business Center Renewable Grant Program was established as part of the U.S. Troop Readiness, Veterans' Care, Katrina Recovery, and Iraq Accountability Appropriations Act of 2007. It provides permanent funding for compliant women's business centers using 3-year, renewable grants. **The start date of an award made under Program Announcement OWBO-2008-028 is April 1, 2008. The project term will run through September 29, 2010 and comprises the initial period and two option years. Option year awards are subject to availability of funds and the WBC's record of performance.**

A WBC will not receive continued funding if there has been a clear showing of poor performance, improper activity affecting the operation and integrity of the WBC or a failure to follow the rules and procedures set forth in the governing legislation, regulations, program announcement, this cooperative agreement and the WBC Operations Guide provided by OWBO and hereby incorporated by reference.

C CASH MATCH REQUIREMENT

Annual Match The recipient organization is 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 indirect and/or in-kind match. No portion of the match may be from federal sources (except applicable Community Development Block Grant [CDBG] funds)

In-Kind Match Up to 50 percent of the non-federal matching assistance may be in the form of in-kind

3 _____

NOTICE OF AWARD

contributions for budget line items only and may include but is not limited to office equipment and office space.

D MATCH CERTIFICATION

1 Written certification that the matching share has been obtained and expended on the project must be submitted to the Office of Women’s Business Ownership (OWBO) with requests for advance or reimbursement, with the exception of the first quarter of the budget period. Certification must list the sources 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 the two people designated to sign financial documents (checks, etc.) on behalf of the WBC.

2 The recipient must maintain records of all cash and in-kind contributions (including original letters and copies of checks, etc.), and program income. Records will be reviewed by the DOTR during the midyear and final programmatic and financial examinations, and/or by SBA financial examiners.

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 parent 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

(iii) A copy of a letter that accompanied a cash donation or a copy of the recipient’s acknowledgement or thank you letter to the donor, indicating the donated amount and any stated restrictions.

b Program Income The recipient must show program income and specify how the income was obtained (in terms of type of activity and amount of income earned for each activity).

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. The recipient must submit a copy of the agreement from the person or the organization donating services, equipment, space or other allowable items. The agreement must identify the contribution(s) and its/their value. *Donations from other SBA resource partners and federal entities may not be claimed as match.*

3 The WBC must provide certification of match related to a prior advance/reimbursement to obtain any additional advance or reimbursement payment under the grant. **If the recipient fails to raise and spend the required match, the recipient will not receive advance or reimbursement payments during the remainder of the project period or for any other**

4

NOTICE OF AWARD

project funded by the SBA. The recipient will be required to return any federal award funds received that exceed the match expended.

E PROGRAM REQUIREMENTS

1 Organization and Structure

a The women's business center may exist within the framework of a larger economic development organization and may make use of the resources provided by that organization, but must operate as a separate, clearly identifiable entity.

b The WBC will employ at least one full-time employee who will serve as the program director or executive director and who is responsible for the day-to-day operations of the WBC. This position cannot be shared between two or more employees.

c The recipient may contract for certain functions as permitted by the terms of this award, but will not expend more than 49 percent of the total project funds on contractors and consultants in conducting the project.

d At least one staff or consultant function must include program data collection and electronic reporting to SBA.

e The recipient must have a board of directors to govern the WBC and raise matching funds for the WBC project (the program director may not fundraise during the 40 hours paid for by the grant). The WBC must notify OWBO of changes in the board membership as they occur.

2 Operations

a The 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 The recipient is encouraged to hold a public outreach event (e.g., grand re-opening or refunding celebration) **within the first quarter 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 will participate in periodic conference calls with OWBO and the program director and appropriate staff will participate in SBA-provided audio-and-web training as needed.

3 Internet and Website Requirements

a The recipient will provide access to the Internet for staff and clients, and will provide training on use of the Internet, including website design and development, and electronic commerce.

b The recipient must have and support a website. If the women's business center is a function of a larger economic development organization, it must have its own page(s)

5

NOTICE OF AWARD

within the organization's website.

c The recipient's WBC website must link to the SBA website (www.sba.gov) and must comply with acknowledgement and graphic requirements as detailed in the WBC Operations Guide.

d In addition to face-to-face training and counseling, the recipient will provide online training and counseling via its website and/or e-mail.

(i) The recipient 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 (see Reporting Requirements and Recordkeeping Requirements), 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 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 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 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. See Client Definitions in Appendix A.

e The recipient agrees 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 SBA. If in doubt, the recipient must clear the advertiser with the DOTR.

f The recipient agrees that prior to using grant funds for developing new website content, distance training or e-commerce materials or courses, it will coordinate with SBA to avoid duplicating existing website content, distance training or e-commerce materials currently available via SBA's Small Business Training Network (SBTN) (www.sba.gov/training/onlinecourses/index.html).

6

NOTICE OF AWARD

4 Shared Information

a Access and Rights

(i) 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.

(ii) The recipient agrees 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.

b Surveys or information collection conducted by the recipient as a requirement of this cooperative agreement are subject to the Paperwork Reduction Act, as amended. The SBA agrees that, before requiring the recipient to conduct a survey or information collection, it will comply with the Paperwork Reduction Act. Surveys conducted by the recipient, independent of the SBA, are not subject to the Paperwork Reduction Act.

5 Coordination with SBA and Other Resources

a The recipient will collaborate with the SBA district office on goal-setting each year of the project term, based on projections provided by OWBO. OWBO establishes and approves final goals based on market, resources and client needs.

b The recipient will send the **program director** and at least one other key WBC staff member to the WBC Program annual training conference for administrative and best-practices training. This **must include the person responsible for financial management/pay requests.**

c The recipient 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 SBA programs to the WBC's clients;

(iv) displaying SBA brochures and SBA signage (provided by the SBA) in a prominent area at the women's business center location(s) and

(v) providing its brochures to the district office to market its programs through SBA.

d The recipient will maintain a working relationship with the district director, the DOTR and OWBO program manager throughout the period of this award

(i) The recipient will provide current and updated contact information to the DOTR and the OWBO program manager.

(ii) Key staff will be available for, and responsive to, telephone and written correspondence with SBA.

7 _____

NOTICE OF AWARD

e The recipient agrees that materials produced with program funds (brochures, fliers, annual reports, etc.) will comply with SBA requirements as detailed in the WBC Operations Guide.

f The recipient will encourage women entrepreneurs to register on the Central Contractor Registration (CCR), the federal online procurement network.

g The recipient will coordinate, where appropriate, with SBA and its other resource partners, which include other WBCs, SCORE, small business development centers (SBDCs), SBA Microloan Program lenders and technical assistance providers, and other SBA resource partners, such as mainstream financial institutions, state and/or local governments, chambers of commerce, loan funds, community colleges and women's organizations, under co-sponsorship arrangements and memoranda of understanding.

h The recipient will submit to SBA for approval any partnership agreements between the WBC and other organizations (including faith-based organizations and SBA resource partners) that were not included in the approved proposal. Partnership agreements must state each party's role in planned events or activities and be signed by the recipient and each participant organization.

6 Certifications and Financial Requirements

a A **CPA certification** is needed no later than **ten (10) days after the start of each budget year** to provide assurance that the award recipient's financial management system is currently compliant with the requirements of 2 C.F.R. §§ 215.21 – 215.28. The CPA's state license number must be included on the certification. **This certification must be provided before any funds for the budget period can be released.**

b The recipient will make financial records accessible to at least two WBC staff people (including the program director) and two staff people must approve WBC expenditures, endorse WBC bank drafts and sign certifications of match.

c Project funds must be clearly designated for WBC project activities and services, and financial records must be maintained under a separate accounting code to prevent the appearance of commingling of funds.

7 Mid-Year and Final Programmatic and Financial Examinations

a The WBC consents to semiannual programmatic and financial examinations by the SBA, as required by the Small Business Act (15 U.S.C. § 656(h), as amended).

b Examinations are conducted by the district office technical representative and assess:

(i) Compliance with program legislation, OMB circulars, the program announcement, the WBC Operations Guide and this cooperative agreement;

(ii) Program accomplishments; and

(iii) The stability of the recipient's management and financial infrastructure.

(iv) The DOTR will conduct the mid-year programmatic and financial examination and submit it to OWBO by the 10th of April. The final programmatic and financial examination must be submitted by the 10th of October. The recipient will work with

8

NOTICE OF AWARD

the DOTR to schedule a mutually agreeable time to conduct the reviews within four weeks of the submission date.

8 Reporting Requirements

The recipient must be fully capable of either manually entering data or uploading batch files to the EDMIS II system, a centralized data collection and reporting system that summarizes the data, or other system as designated by the SBA. Mandatory training on EDMIS II is provided at the WBC Program annual training conference.

The recipient must report to the SBA:

- Quarterly data (via EDMIS),
- Quarterly performance narratives,
- Economic impact data from client follow-up (reported via the EDMIS Impact Data Entry Screen), and
- Financial reports (related to advance or reimbursement requests).

The SBA may, at its sole discretion, withhold payments if reports are not received or are deemed insufficient.

a **Data Reports WBC Quarterly Counseling & Training (EDMIS II) Due:** No later than 30 days after the close of each fiscal quarter (October 30; January 30; April 30; and July 30).
Review: The recipient may review and correct data for 5 business days following the 30 day window at the close of the quarter.

(i) The recipient is required to report program data to the SBA's EDMIS II, a centralized data collection system, by either manually entering data or uploading batch files.

(ii) The recipient may use EDMIS II (or other system as designated by the SBA) as their primary MIS if the system meets all of its MIS needs. However, the recipient may also choose to maintain existing or complementary systems if it requires more extensive data collection. The data collection tools are—

- (a) Counseling Information Form, SBA Form 641, Parts I, II and III; and
- (b) Management Training Report, SBA Form 888,
- (c) or their equivalents

(iii) The formats in EDMIS II are based on the above forms. The recipient must use EDMIS II, the above forms, or comparable forms to collect and report data. Copies of these forms must be retained at the WBC and available for review by the SBA (See Recordkeeping Requirements, below).

b **Quarterly Performance Narrative Due: no later than 30 days after the end of each quarterly reporting period,**(i.e., October 30; January 30; April 30; and July 30)

9

NOTICE OF AWARD

The Quarterly Performance Narrative should be submitted electronically using the format provided by OWBO. The narrative section of each performance report must include:

- (i) A comparison of actual accomplishments to the goals negotiated with the SBA 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.
 - (ii) A brief summary of the period's activities, challenges, and accomplishments.
 - (iii) A brief summary of actual financial expenditures under budget cost categories versus the estimated budget, including an explanation of any cost overrun by budget cost category. Financial data furnished in this report is from a *manager's standpoint* and is in addition to the information furnished in the financial reports.
 - (iv) Other pertinent information including—
 - (a) Names of key personnel;
 - (b) Cost(s) of client tuition, if any, and number of economically disadvantaged clients receiving scholarships for client tuition (i.e., waived tuition due to WBC's receipt of program income);
 - (c) 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.
 - (d) Number of mentoring roundtables and a brief description of each; and
 - (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 also submitted to the district office public information officer for clearance** (the SBA is unable to use stories that are not cleared).
- c **Economic impact data** – Within 30 days after the end of the 4th quarter, the WBC must submit the following economic impact data, collected from follow-up with current and former clients, as mandated by Congress. Data are submitted via the EDMIS II Impact Data Entry Screen.
- (i) the number of individuals receiving assistance (current clients);
 - (ii) the number of startup business concerns formed (current and former clients);
 - (iii) the gross receipts of assisted concerns (current and former clients);
 - (iv) the employment increases or decreases of assisted concerns (current and former clients); and

10

NOTICE OF AWARD

(v) to the extent practicable, increases or decreases in profits of assisted concerns (current and former clients).

d Financial Reports Report of Federal Cash Transactions, SF-272; and Financial Status Report, SF-269 The recipient must submit the **original documents signed in blue ink** to OWBO with each pay request after the first quarter advance.

Due: No later than 30 days after the close of each fiscal quarter, with the exception of the final report in the final option year, which is due no later than 90 days after the end of the fourth fiscal quarter.

9 Recordkeeping Requirements

a Activity Records WBCs are required to maintain complete and accurate records and supporting documentation to facilitate a thorough programmatic review. All client counseling, training and other activity records must be fully documented. In addition to the performance and program reports already mentioned in the Reporting Requirements, the WBC must maintain the following activity records and make copies available for SBA to review upon request:

(i) **Counseling Activity Reports** WBCs are required to collect all counseling records on SBA Form 641, "Counseling Information Form" or a comparable form.

(ii) **Training Activity Reports** WBCs must use SBA Form 888, "Management Training Report" or a comparable form to report small business management training activities (see definitions section for training). WBCs may use a computerized version of this form.

(iii) **Employee Records** The recipient must maintain time and attendance records of employees whose salaries are charged to this award. The records must be of sufficient detail to create a clear audit and examination trail and to substantiate the percentage of effort expended in support of project objectives.

(iv) **WBC Client Evaluation Forms** The recipient must collect evaluations from WBC clients who receive continuous counseling or attend a WBC training event. The recipient should develop internal procedures to ensure that evaluations are performed and documentation is on file.

F SBA RESPONSIBILITIES The SBA's responsibilities with regard to the conduct of a WBC project include, but are not limited to—

Ensuring that WBC activities conform to the requirements of the law, the program announcement, this cooperative agreement, regulations, and SBA policy.

11

NOTICE OF AWARD

2 Monitoring and oversight of the WBC to ensure that federal funds are used effectively and efficiently. This includes—

a reviewing counseling and training records and files;

b reviewing policies and procedures related to performance under this agreement;

c interviewing WBC clients to determine satisfaction with WBC services.

3 Verifying that the WBC has adequate policies and procedures in place to monitor the receipt and expenditure of program income, and ensuring that program income was used properly.

4 Approving contracts supported by project funds, other than those submitted as part of the proposal.

5 Prior approval of the selection of key personnel (those employees who dedicate 50 percent or more of their time to the project and who are key to its success).

6 Review of performance reports (including narrative and data reports) and financial records for completeness and accuracy.

7 Referring clients to the WBC.

8 Including the WBC in SBA events for women entrepreneurs, including conferences, workshops, speaking engagements, etc.

9 Conducting semi-annual (twice a year) site visits as part of the programmatic and financial review of each WBC.

10 Negotiating annual client goals with the WBC.

11 Providing district office support for proposed collaborative activities between the WBC and other SBA resource partners, as appropriate.

12 Distributing the WBC's brochures and marketing materials from the nearest district office.

IV. FINANCIAL INFORMATION

A BUDGET INFORMATION

1 Following receipt of the notice of award, if there is a change from the proposed funding amount, WBC grant recipients will be required to submit a new budget, for approval, based on the actual amount of funding.

2 All costs identified in the approved budget are subject to change if no previously established indirect cost rate has been submitted.

a Where no definitive approved indirect rate has been established within the last year by a cognizant federal agency, the SBA will determine an acceptable provisional rate (only for SBA grant programs).

b The recipient must provide the updated indirect cost rate agreement to SBA or complete the indirect cost worksheet again if its indirect cost rate has expired.

c The recipient should contact OWBO concerning questions with the indirect rate.

3 All costs approved on this budget must meet the tests of necessity, reasonableness,

12

NOTICE OF AWARD

allowability and allocability in accordance with cost principles applicable to this award. All costs charged to this project are subject to audit and examination. The recipient is responsible for insuring proper financial management and accountability of federal funds to preclude possible cost disallowances.

4 The WBC must submit a certification of match as soon as possible after receipt of the award. Certification of additional match may be submitted with the quarterly financial status reports.

5 Funds will only be available for disbursement after OWBO receives the counter-signed award with an approved budget.

6 If at any time during project period there are changes (one or more) affecting the budget by more than 10 percent (in aggregate), the recipient must submit a revised budget to OWBO for approval.

B PAYMENTS

1 Submitting Pay Requests Payments under this award will be made by advance for the first three quarters and by reimbursement at the end of the fourth quarter through an electronic payment system managed by the Department of Health and Human Services. HHS will provide training online and at the annual WBC conference.

a The WBC may request advance payments in the first, second and third quarters of the budget year only. Requests may be submitted any time during the first three quarters.

b No fourth quarter advances will be allowed. The first advance payment may be requested before matching funds are obtained. **NOTE: No advance may exceed 25 percent of the total award amount.**

c The WBC must submit accurately completed financial information for advance or reimbursement requests to SBA or its designee.

d All requests for payment (reimbursement or advance) must conform to the original approved budget, SF 424A, Budget Information Non-Construction Programs, and the following must be included:

(i) **For Reconciliation of Advance Payment Requests** (*Reconciliation invoices are due no later than 30 days after the end of each quarter*)

(a) SF 269 Financial Status Report

(b) Detailed Expenditures Worksheet (must include narrative justifications of actual expenditures as outlined on the worksheet and must be in accordance with the approved budget)

(c) Personal Services Form SF 272 Federal Cash Transaction Report (submitted later to show how an advance was spent)

(d) Quarterly Narrative Report

(e) Certification of Match (actual documentation of match will be reviewed and reconciled with the certifications submitted during the semi-annual financial

13

NOTICE OF AWARD

reviews conducted by the DOTR)

(ii) **For Reimbursements – 4th Quarter Only**

(a) SF 269 Financial Status Report

(b) SF 270 Request for Advance or Reimbursement

(c) Detailed Expenditures Worksheet (must include narrative justifications of actual expenditures as outlined on the worksheet and must be in accordance with the approved budget)

(d) Personal Services Form

(e) Quarterly Narrative Report

(f) Certification of Match (actual documentation of match will be reviewed and reconciled with the certifications submitted, during the semi-annual financial reviews conducted by the DOTR.)

d Any issues not resolved at the end of the second quarter will delay advance payment for the third quarter.

e No fourth quarter reimbursements will be processed until all prior advance requests are satisfactorily reconciled and the final programmatic and financial examination has been submitted to OWBO.

f *OWBO retains the authority to adjust the amount of pay requests or instruct the recipient to return to the reimbursement method of requesting payments.*

g Federal funds should be drawn only as needed to meet estimated or actual disbursements. The recipient must make every effort to avoid accumulating federal cash balances that earn interest.

h Instructions for each category of expenditures are included on the detailed expenditures worksheets and explain what should be included in the recipient's expenditures information. Details may be submitted on the worksheet or on a separate narrative.

i Advances of federal funds shall be deposited and maintained in insured and interest-bearing accounts (unless the recipient receives less than \$120,000 in federal awards per year).

(i) Interest above \$250 per year must be remitted annually to Department of Health and Human Services, Payment Management System, Rockville, MD 20852. Interest amounts up to \$250 per year may be retained by the recipient for administrative expense.

(ii) Recipients are encouraged to use banks that are at least 50 percent owned by women or minorities.

2 Travel Expenses

The SBA will reimburse travel expenses based on incurred cost.

a All travel must be in accordance with OMB 2 CFR §220.48 or 2 CFR § 225, Appendix

B, ¶ 41.

(i) Upon request, the recipient must provide the SBA with copies of airline tickets, hotel bills, receipts, or other documentation verifying the claimed travel expenses.

(ii) Award funds may not be used to pay per diem, lodging, meals, or other subsistence expenses associated with local travel, but may be used to pay transportation expenses for local travel. For purposes of this award, local travel is defined as being any travel that is performed within a 30-mile radius of the recipient organization's address of record.

b The recipient's budget must include the costs for two annual, 2-to-5 day trips to Washington, D.C. (or another location within the continental United States), for two staff people (the program director and at least one additional staff person, including the person responsible for financial management/pay requests) for training. SBA will specify the dates and locations of these meetings.

C CARRYOVER OF FUNDS

WBC grant recipients may request approval to carry over an unexpended balance of federal grant funds to use within the first quarter of the next budget period. No funds may be carried over in the final year of the grant.

1 A carryover request must be made **at least 60 days prior** to the beginning of the new budget period or the funds may be de-obligated.

2 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.

3 Carryover requests must include:

a SF-424, budget pages, and justification;

b Narrative indicating why the funds were not expended during the period for which they were awarded; and

c Evidence of match. The match for the carryover amount must be shown on the SF 424A budget sheet.

The match requirement for carryover funds can 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 Approved carryover requests involve the issuance of a revised notice of award. The WBC must document that carryover funds will be:

(i) expended as outlined in the carryover request.

(ii) accounted for separately from current year funds.

e Financial reports, pay requests and other correspondence relating to the carryover funds must reference the federal document number assigned to the funds carried

15

NOTICE OF AWARD

forward). The federal document number is indicated on the initial notice of award and any subsequent modifications.

D DISPOSITION OF PROGRAM INCOME

1 Grant recipients must report all program income on financial reports submitted to OWBO and OWBO must approve the WBC's plan for its use. Program income must be accounted for as project funds.

2 Program income may be used as cash match. If not used as cash match, 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 program but not included in the initial budget, subject to the written approval from OWBO; and

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 3-year WBC project, it may 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 entrepreneur's after it discontinues participation in the WBC program, all program income remaining at the conclusion of its last WBC award must be remitted to 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.

V. ADMINISTRATIVE INFORMATION

A ACTIONS REQUIRING PRIOR APPROVAL

1 Refer to 2 CFR § 215.25©, for a list of the actions that require prior approval. Note especially that prior approval is required for changes in the scope or objective of the project, changes in key personnel, and plans for contracting with others to perform work covered by this award.

a SBA reserves the right to approve or disapprove the employment of all key organization personnel working on this project and must be notified of any change in advance.

16

NOTICE OF AWARD

b Prior to employment of a candidate the WBC must submit a résumé with sufficient detail to document the experience, education, and other general and special qualifications of the candidate to SBA for consent.

2 The WBC must submit such requests to the DOTR prior to proposed action. The DOTR will review the request and make a recommendation to the OWBO program manager. OWBO will review the request and approve or deny the request.

B COMPLIANCE WITH FEDERAL REGULATIONS The recipient is required to comply with all applicable legislation regulations published by Congress, as well as with executive orders issued by the President and federal executive agencies, including the SBA. Regulations and policies implementing these laws and executive orders can be found in Title 13, Code of Federal Regulations (CFR), Chapter 1.

The following is a brief summary of the various laws and executive orders that affect the SBA's entrepreneurial development programs:

Paperwork Reduction Act (44 U.S.C. § 3501) The SBA collects record-keeping information on form OMB 83-I to better provide business assistance to its clients and for agency analyses related to operating and managing its entrepreneurial development programs. The SBA may periodically use the information collected on this form to produce summary reports for program and management analysis, as required by law. The SBA will also use the individual client data to select participants for follow-up surveys that evaluate SBA business assistance.

Freedom of Information Act (5 U.S.C. § 552) This law provides, with some exceptions, that the SBA must supply information in its files and records to a person requesting it. This generally includes aggregate statistical data on SBA's business-assistance programs. SBA does not routinely make available a client's proprietary data (without first doing pre-notification, as required by Executive Order 12600) or information that would cause competitive harm or constitute a clearly unwarranted invasion of personal privacy. For information about the Freedom of Information Act, contact Chief, Freedom of Information/Privacy Act Office, U.S. Small Business Administration, 409 3rd St., SW, Suite 5900, Washington, DC 20416.

Privacy Act (5 U.S.C. § 552) Any person may request to see or get copies of any personal information that SBA has in that person's own file when the information is retrievable by individual identifiers, such as name or social security number. Requests for information about another party may be denied unless SBA has the written permission of the individual to release the information to the requestor or unless the information is subject to disclosure under the Freedom of Information Act. Note: Any person concerned with the collection, use and disclosure of information under the Privacy Act may contact the Chief, Freedom of Information/Privacy Act Office, U.S. Small Business Administration, Suite 5900,

409 3rd St, SW, Washington, DC 20416, for information about the agency's procedures relating to the Privacy Act.

17

NOTICE OF AWARD

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C CONTRACTING AND SUBAWARDS

- 1 This project cannot be subgranted to a third party. However, the recipient may contract for certain functions as permitted by the terms of this award.
- b The recipient will not expend more than 49 percent of the total project funds on contractors and consultants in conducting the project.
- c The recipient will provide copies of all contracts and reports furnished by contractors and consultants on request.
- d The recipient shall comply with all applicable procurement laws and regulatory requirements under this award.
- 2 The recipient agrees to furnish copies of financial records, contracts, rental agreements, leases, and pay plans agreed upon between the recipient and other parties involving the performance of this project to OWBO on request., Refer to 2 C.F.R. § 215.25©(8), and §§ 215.40 – 48.

D NON-TRANSFERABILITY

This award may not be transferred or assigned (either in whole or in part) and no interest in this award may be conferred upon a third party without prior written approval from SBA. Failure to abide by this restriction may result in termination of the award.

E LEGAL SERVICES

- 1 No costs associated (either directly or indirectly) with civil, criminal, or administrative litigation are allowable under this award.
- 2 Although award funds may be used to pay the cost of providing non-litigation legal counseling services to either the recipient 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 SBA to the extent necessary for the Agency to perform its monitoring and oversight functions. The recipient must submit a copy of the waiver form that will be used in connection with such services prior to use.

F PAYMENTS TO SUSPENDED/DEBARRED INDIVIDUALS AND FIRMS

No funds provided under this award may be used to pay salaries of employees or costs of consultants, contractors, or other service providers (e.g., accountants, lawyers, janitors, etc.) where such individuals or the firms which employ them are currently under suspension or debarment by a federal agency.

The recipient is responsible for verifying that all employees, consultants, and contractors paid with award funds are not suspended or debarred.

G DISPUTES

All written communications relating to disputes under this cooperative agreement must be transmitted to OWBO with copies of such transmittal provided simultaneously to the DOTR.

2 Dispute Resolution Procedures

a Any recipient that wishes to resolve a dispute concerning one or more elements of its cooperative agreement must submit a written statement describing the subject of the dispute with supporting evidence, to OWBO.

(i) The recipient must also send copies of the statement and evidence to the DOTR.

(ii) OWBO must respond to such dispute by letter within 30 calendar days of receipt of the descriptive statement.

b If the recipient receives an unfavorable decision regarding the dispute from OWBO, it may make a final appeal to the SBA Grant/Cooperative Agreement Appeals Committee.

(i) The appeal must be received within 30 calendar days from the date of the grants management officer's letter.

(ii) The appeal should be mailed to:

Chairman SBA Grant/Cooperative Agreement Appeals
Committee, 8th Floor 409 3rd Street, SW, Washington, DC 20416

(iii) Copies of the appeal should also be sent to OWBO and the DOTR.

(iv) There is no prescribed form of submission of an appeal. Formal briefs and other technical forms of pleading are not required. However, appeals must be in writing and should be concise and logically arranged. Appeals are required to contain the following:

(a) name and address of applicant;

(b) identity of the SBA office/program and grant;

(c) a statement of the grounds for appeal, with reasons why the appeal should be submitted;

(d) any documents or other evidence in support of the appeal not previously furnished to the grants management officer;

(e) a request for the specific relief desired on appeal; and

(f) whether or not a hearing is requested, and if so, reasons why a hearing is needed to resolve the dispute.

(v) The case will be presented to the committee for discussion and decision as to whether a request for hearing should be granted.

(vi) Any final decision on appeal requires the supporting vote of two members of the committee. The chairman, with advice from the Office of General Counsel (OGC), will prepare a written final decision to be transmitted to the appellant with a copy to OWBO.

c Expedited Dispute Appeal Process When a dispute which may affect refunding arises within 120 days of the end of the

19 _____

NOTICE OF AWARD

budget period, the committee, in consultation with OWBO, may agree, by an affirmative vote of two members, to expedite the appeals process as necessary to reach final resolution of the dispute before the timely issuance of a new grant. At any time during the appeal process, either the appellant or OWBO may submit a written request to use an expedited process.

H TERMINATION, ENFORCEMENT, SUSPENSION AND NON-RENEWAL

If the recipient materially fails to comply with the terms and conditions of the award, SBA will take appropriate action to remedy the non-compliance.

SBA will not suspend, terminate or not renew the award without the consent of the recipient unless it provides the recipient with written notification setting forth the reasons for such action and affords the recipient an opportunity to be heard as provided in the termination, suspension and non-renewal procedures set forth in Appendix B. See also 2 CFR §§ 215.61 and 215.62, and § 29 (j) of the Small Business Act.

I AUDIT PROCEDURES Refer to OMB Circular A-133.

J ANTI-LOBBYING CERTIFICATION

1 Pursuant to Public Law 101-121, the recipient is restricted from using appropriated funds for the purpose of lobbying. **The recipient must have a signed SF-LLL on file with the SBA.**

2 Disclosure of lobbying activities and certification regarding lobbying are to be provided by recipients in receipt of funds exceeding \$100,000 on Standard Form LLL (Appendix III: Forms). Reports of lobbying activities are due at the end of each quarter in which an event requiring disclosure occurs. Forward completed forms to the grants management officer.

3 By signing this notice of award, the recipient certifies that:

a No federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of Congress, or an employee of a member of Congress in connection with the awarding of any federal contract, the making of any federal grant, the making of any federal loan, the entering into of any cooperative agreement, and the extension, continuation, renewal, amendment or modification of any federal contract, grant, loan or cooperative agreement.

b If any funds other than federal appropriated funds have been paid or will be paid to any person for influencing or have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a member of Congress, an officer or employee of any agency, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress in connection with this federal contract, grant, loan or cooperative agreement, the undersigned shall complete and submit Standard Form LLL, "Disclosure form to Report Lobbying," in accordance with its instructions.

2 The recipient shall require that the language of this certification be included in the documents for all subs at all tiers (including subcontracts, and contracts under grants, loans and

20

NOTICE OF AWARD

cooperative agreements) and that all subrecipients shall certify and disclose accordingly.

3 This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by 31 USC §1352. Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.

4 An Indian tribe or organization that is seeking an exemption from certification and disclosure requirements must provide the SBA with an attorney's opinion citing the provision or provisions of "other federal law" upon which it relies to conduct lobbying activities that would otherwise be subject to the prohibitions in and to the certification and disclosure requirements of § 319 of Public Law Number 101-121.

K CONFLICT OF INTEREST POLICY The WBC must have a written conflict-of-interest policy that is signed annually by all employees, consultants, instructors and volunteers of the WBC, and must submit a copy to OWBO within 30 days of notice of award. The policy must include enforceable elements safeguarding the WBC Program from the actual or apparent conflict that could result from:

Personal gain from, remuneration by or pecuniary interest in a past or current WBC client(s).

The solicitation or acceptance of any gift, loan, reward, equity in a business, compensation or other monetary remuneration or promise of future employment.

A compensated recommendation for any goods or services to a WBC client.

Soliciting or accepting a compensated position for services which are part of the WBC.

Disclosing any private or confidential business or personal information to a third party other than the SBA without written consent of the client.

L TRAFFICKING IN PERSONS

1 Provisions applicable to a recipient that is a private entity

a The recipient, its employees, subrecipients under this award, and subrecipients' employees may not—

(i) Engage in severe forms of trafficking in persons during the period of time that the award is in effect;

(ii) Procure a commercial sex act during the period of time that the award is in effect; or

(iii) Use forced labor in the performance of the award or subawards under the award.

b The SBA, as the federal awarding agency, may unilaterally terminate this award, without penalty, if the recipient or a subrecipient that is a private entity—

(i) Is determined to have violated a prohibition in paragraph a.1 of this award term; or

(ii) Has an employee who is determined by the agency official authorized to terminate

21

NOTICE OF AWARD

the award to have violated a prohibition in paragraph 1.a of this award term through conduct that is either—

(a) Associated with performance under this award; or

(b) Imputed to the recipient or the subrecipient using the standards and due process for imputing the conduct of an individual to an organization that are provided in 2 CFR part 180, “OMB Guidelines to Agencies on Governmentwide Debarment and Suspension (Nonprocurement),” as implemented by the SBA at 2 CFR Part 180.

2 Provision applicable to a recipient other than a private entity The SBA, as the federal awarding agency, may unilaterally terminate this award, without penalty, if a subrecipient that is a private entity—

a Is determined to have violated an applicable prohibition in paragraph 1.a of this award term; or

b Has an employee who is determined by the agency official authorized to terminate the award to have violated an applicable prohibition in paragraph 1.a of this award term through conduct that is either—

(i) Associated with performance under this award; or

(ii) Imputed to the subrecipient using the standards and due process for imputing the conduct of an individual to an organization that are provided in 2 CFR part 180, “OMB Guidelines to Agencies on Governmentwide Debarment and Suspension (Nonprocurement),” as implemented by the SBA at 2 CFR Part 180

3 Provisions applicable to any recipient

a The recipient must inform the SBA immediately of any information received from any source alleging a violation of a prohibition in paragraph 1.a of this award term.

b The SBA’s right to terminate unilaterally that is described in paragraph 1.b or 2. of this section:

(i) Implements section 106(g) of the Trafficking Victims Protection Act of 2000 (TVPA), as amended (22 U.S.C. 7104(g)), and

(ii) Is in addition to all other remedies for noncompliance that are available to us under this award.

c The recipient must include the requirements of paragraph 1.a of this award term in any subaward made to a private entity.

4 Definitions. For purposes of this award term

a “Employee” means either:

(i) An individual employed by the recipient or a subrecipient who is engaged in the performance of the project or program under this award; or

(ii) Another person engaged in the performance of the project or program under this

22

NOTICE OF AWARD

award and not compensated by the recipient including, but not limited to, a volunteer or individual whose services are contributed by a third party as an in-kind contribution toward cost sharing or matching requirements.

b “Forced labor” means labor obtained by any of the following methods: the recruitment, harboring, transportation, provision, or obtaining of a person for labor or services, through the use of force, fraud, or coercion for the purpose of subjection to involuntary servitude, peonage, debt bondage, or slavery.

c “Private entity”

(i) Means any entity other than a state, local government, Indian tribe, or foreign public entity, as those terms are defined in 2 CFR 175.25.

(ii) Includes:

(a) A nonprofit organization, including any nonprofit institution of higher education, hospital, or tribal organization other than one included in the definition of Indian tribe at 2 CFR 175.25(b).

(b) A for-profit organization.

d “Severe forms of trafficking in persons,” “commercial sex act,” and “coercion” have the meanings given at section 103 of the TVPA, as amended (22 U.S.C. 7102).

23

NOTICE OF AWARD

VI. APPENDIX A: DEFINITIONS

Budget period – The period in which expenditure obligations are incurred by the WBC. For the purposes of this announcement, the initial budget period will be from April 1 to September 29, 2008.

Client – The client is the business, if it exists. In the case of a prospective business, the client is the individual.

In-business: A business that has completed the required registration(s), if applicable, with the local, state, and/or federal governments (e.g., DBA registration, business license, agency-issued tax identifications, etc.).

AND

At least one of the following:

Has documented a transaction from the sale of a product or professional or personal service for the purpose of gain or profit;

Has contracted for or compensated an employee(s) or independent contractor(s) to perform essential business functions;

Has acquired debt or equity capital to pursue business operations (e.g., to purchase inventory, equipment, building, business, etc.); or

Has incurred business expenses in the operation of a business.

Nascent (pre-venture) entrepreneur: An individual who has taken one or more active steps to form a business. This includes individuals seeking assistance from the SBA and/or one of its resource partners.

Start-up: A business that has been in operation up to 12 months.

Contributions/donations – Funds received by the WBC with no conditions and that may be used as match or overmatch in the year expended. Federal funds or amounts reported as match may not be used as contributions to others.

Contact hours – The amount of time spent directly interacting with a business or individual client.

Co-hosted training (collaborative) – See Training.

Counseling – Services provided to an individual and/or business that are:

Substantive in nature and require assistance from a resource partner or district office personnel in the formation, management, financing, and/or operation of a small business enterprise

Specific to the needs of the business or individual; and

24

NOTICE OF AWARD

Require a signed SBA Form 641 or equivalent form that supports the SBA's management

Face-to-face counseling – Meets the definition of “counseling” *and* should be no less than one hour initially (preparation time may not be included in this initial calculation) and includes any counseling session thereafter regardless of time.

Long-term counseling – Meets the definition of “counseling” *and* includes 5 or more hours of contact time per individual or business during the federal fiscal year or any prior year.

Online or telephone counseling – Meets the definition of “counseling” *and* the recipient of the counseling must acknowledge, through an SBA Form 641 or an SBA-approved “electronic substitute,” the requirements imposed by accepting counseling assistance from the SBA or its resource partner(s). (In states that accept electronic signatures, it may contain an electronic signature. In states that do not accept electronic signatures, the form must have an original signature.) Online or telephone counseling should be no less than 30 minutes initially (preparation time may be included in the initial consultation and the total time may include several electronic questions and responses that cumulatively add up to 30 minutes).

Distance learning - The process of connecting learners with remote and multiple resources. Such learning uses communication technologies to stimulate continuous and lifelong learning. The technologies used include video, audio, computer, satellite, audio-graphic and print technologies.

Electronic commerce (eCommerce) - Electronic commerce refers to all aspects of business and market processes enabled by the Internet and other digital technologies.

Face-to-face counseling – See Counseling.

Goals and initiatives - WBC goals are those established in collaboration with OWBO and the SBA district office.

Grants management officer (GMO) - The SBA official with delegated authority to obligate federal funds by signing the notice of award

In-kind contribution - A non-cash match contribution based on the value of goods and services that are provided to the project.

Key personnel – An employee who devotes at least 50 percent of her/his time to the project and who serves in a position/role that is vital to the successful operation of the WBC (e.g. program director, etc).

Long-term counseling – See Counseling.

Nascent (pre-venture) entrepreneur: see Client.

Online or telephone counseling – See Counseling.

Online training – See Training.

Other personnel – Any employee who provides services that support the WBC Program but whose role is not vital to the project.

Preparation time (hours) - The amount of time spent preparing and researching information for a business or individual client. **25**

NOTICE OF AWARD

Program director (or executive director) – A full-time employee (required by statute) who manages the day-to-day operations of the WBC. The program director’s responsibilities include but are not limited to:

Ensuring that WBC program and services are delivered in accordance with the program announcement, notice of award, regulations and statute.

Ensuring that The WBC is compliant with the program announcement, notice of award, regulations, statute and OMB circulars.

Ensuring that all communications from the Office of Women’s Business Ownership are provided to the appropriate parties of the WBC.

Program funds - Includes all SBA/WBC federal and non-federal funds (including cash and in-kind contributions) reported on the approved budget, and all matching and overmatch expenditures reported on the SF-269. It does not include other funds under the grant recipient’s umbrella.

Program income - Gross income earned by the recipient that is directly generated by an activity supported with project funds or earned as a result of the award. Program income includes, but is not limited to, income from fees for services performed, the use or rental of real or personal property acquired under federally-funded projects, the sale of commodities or items fabricated under an award, license fees and royalties on patents and copyrights.

Recipient organization - An applicant organization for which funding is approved and that enters into a cooperative agreement with SBA. The recipient organization receives the federal funds and is responsible for establishing the WBC.

SBA resource partner - Organizations that provide services through SBA funding or through another recognized relationship with the SBA. Resource partners include, but are not limited to, SBDCs, SCORE, veterans business outreach centers (VBOCs), WBCs, U.S. export assistance centers (USEACs), SBA Microloan Program intermediaries and non-lender technical assistance providers, and SBA co-sponsorship and memorandum of understanding partners.

Socially and Economically Disadvantaged

Socially Disadvantaged

Socially disadvantaged individuals are those who have been subjected to racial or ethnic prejudice or cultural bias because of their identity as members of a group. Social disadvantage must stem from circumstances beyond their control. In the absence of evidence to the contrary, individuals who are members of the following designated groups are presumed to be socially disadvantaged:

physical handicap

Black Americans

Hispanic Americans

Native Americans (American Indians, Eskimos, Aleuts, and Native Hawaiians) Asian Pacific Americans (persons with origins from Japan, China, the Philippines, Vietnam, Korea, Samoa, Guam, U.S. Trust Territory of the Pacific Islands [Republic of Palau], Commonwealth of the Northern Mariana Islands, Laos, Cambodia [Kampuchea],

Taiwan; Burma, Thailand, Malaysia, Indonesia, Singapore, Brunei, Republic of the Marshall Islands, Federated States of Micronesia, Macao, Hong Kong, Fiji, Tonga, Kiribati, Tuvalu, or Nauru; Subcontinent Asian Americans (persons with origins from India, Pakistan, Bangladesh, Sri Lanka, Bhutan, the Maldives Islands or Nepal),

Economically disadvantaged individuals – For WBC Program purposes

Economically disadvantaged individuals are socially disadvantaged individuals whose ability to compete in the free enterprise system has been impaired due to diminished capital and credit opportunities. Persons whose household income is at or below 80 percent of the area median income (AMI)

Economically disadvantaged communities – for WBC Program purposes

Based on the New Markets Tax Credit (NMTC) Program definitions: NMTC program supports activities in eligible low-income communities (LICs), which are defined by statute as population census tracts with a poverty rate of 20 percent or greater or a median family income at or below 80 percent of the applicable area median family income.

Start-up business – See Client

Success Story – A story about a client who has benefited from assistance provided by the WBC and who has an established business (preferably three years or more). Stories should be approximately two pages long (double spaced) and should include –

Contact information (name, address, phone, e-mail, fax, website)

Who, what, where, when

Why the subject is a success story

How she was assisted by the WBC

Anecdotes about the subject, location, obstacles overcome, etc.

Quotes from the subject, if available

NOTE: Success stories are used for media, speeches, congressional testimony, etc. SBA cannot use the story unless it has been through the clearance process, which begins at the district office with the local public information officer.

Training - An activity or event in which counselors, staff or external trainers from a resource partner, district office, or SBA co-sponsor deliver a structured program of knowledge, information or experience on an entrepreneurial or business-related subject. The training must last for a minimum of one hour.

Co-hosted training (collaborative) - Meets the definition of “training” and further defined as an activity where each host organization actively participates and contributes substantially to the training.

Online training - Online training is a structured program of knowledge, information or experience on an entrepreneurial or business-related subject. It must be of a quality and substantive nature, and must include a registration process as well as an evaluation process (e.g. 27

NOTICE OF AWARD

1-5 star ranking). The training must be for a minimum of 30 minutes and a course evaluation must be made available. Online training may be synchronous or asynchronous:

Synchronous - A group of clients proceed through the training module(s) or program as a group.

Asynchronous - A client individually proceeds through the training module(s) or program individually and is self-paced.

Travel hours - The amount of time spent traveling to and from a location (separate from assigned post-of-duty) to meet with businesses or individual clients. If meeting with more than one client, travel time is counted only once.

Total hours of training - The total number of hours the trainer spends teaching the training session.

Underserved market(s) - CRA designated areas (12 CFR 228.12)

Section 228.12 Definitions Defines key terms used in the regulation, the section sited here is the definition:

- (i) Low-or moderate-income geographies;
- (ii) Designated disaster areas; or
- (iii) Distressed or underserved non-metropolitan middle-income geographies designated by the Board, Federal Deposit Insurance Corporation, and Office of the Comptroller of the Currency, based on—
 - (A) Rates of poverty, unemployment, and population loss; or
 - (B) Population size, density, and dispersion. Activities revitalize and stabilize geographies designated based on population size, density, and dispersion if they help to meet essential community needs, including needs of low- and moderate-income individuals.

Eligibility may be confirmed by going to <http://www.ffiec.gov/Geocode>. Then type: Get Census Demographic: Underserved or distressed Tract response should be: Yes

Women’s business center – An SBA women’s business center is an organization funded, in part, by a grant from the SBA to provide technical assistance, such as training, counseling, and mentoring to women entrepreneurs, both nascent and existing businesses. The WBC may exist within the framework of a larger economic development organization and may make use of the resources provided by that organization, but must operate as a separate entity.

The WBC clients reported to the SBA must be those receiving services from the WBC, not from the larger organization.

The WBC finances must be accounted for separately from the parent organization.

Budgeted WBC funds must only be used for WBC Program purposes.

As a WBC grant recipient, the primary client focus must be women. The WBC cannot exclude male clients, but must target women.

Woman Owned Business – A small business concern that is not less than 51 percent owned by one or more women and the management and daily business operations of which are controlled by one or more women.²⁹

NOTICE OF AWARD

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VII. APPENDIX B: PROCEDURES FOR THE TERMINATION, SUSPENSION AND NON-RENEWAL OF COOPERATIVE AGREEMENTS WITH WOMEN'S BUSINESS CENTERS

§1 TERMINATION, SUSPENSION AND NON-RENEWAL ACTIONS

After entering into a cooperative agreement with a recipient organization, the SBA may take, as it determines appropriate, any of the following actions based upon one or more of the circumstances listed in § 2 below.

- (a) *Termination.* SBA may terminate a cooperative agreement with a recipient organization at any point during the course of the WBC's current budget period. The effects of a termination action are addressed in §3(e) below.
- (b) *Non-Renewal.* SBA may elect not to renew a cooperative agreement with a recipient organization by declining to accept or consider any application for renewal it submits or by declining to exercise an option year for the cooperative agreement. SBA may commence an action for non-renewal at any time. The effects of a non-renewal action are addressed in §3(e) below.
- (c) *Suspension.* The SBA may suspend a cooperative agreement with a recipient organization at any point during the budget period. The period of suspension will begin on the date of the final Agency decision affirming the intent to suspend the cooperative agreement and will last no longer than 6 months. At the end of the period of suspension, or at any point during that period, the SBA will either reinstate the WBC or commence an action for termination or non-renewal. If the WBC is reinstated, the SBA may in its discretion make award funds available for obligations incurred by the WBC during the period of suspension.

§2 Grounds for Commencing Termination, Suspension or Non-Renewal Actions

The SBA may terminate, decline to renew, or suspend a cooperative agreement with a recipient organization for good cause. Good cause may include but is not limited to the following:

- (a) Non-performance;
- (b) Poor performance;
- (c) Unwillingness or inability to implement changes to improve performance;
- (d) Willful or material failure to comply with the terms of the cooperative agreement, including relevant OMB circulars;
- (e) Conduct reflecting a lack of business integrity or honesty on the part of the recipient organization, the WBC director, or other key employee(s), which has not properly addressed;
- (f) A conflict of interest on the part of the recipient organization, the WBC director, or other key employees causing real or perceived detriment to the small business concern, a contractor, the WBC or SBA;
- (g) Improper use of federal funds;
- (h) Failure of a WBC to consent to audits, examinations, or to maintain required documents or records; **30**

___ NOTICE OF AWARD

- (i) Failure to implement recommendations from the audits or examinations within one year of their receipt;
- (j) Failure of the WBC director to work at the WBC on a full-time basis;
- (k) Failure to promptly suspend or terminate the employment of a WBC director, or other key employee upon receipt of knowledge or written information by the recipient organization and/or SBA indicating that such individual has engaged in conduct which may result or has resulted in a criminal conviction or civil judgment which would cause the public to question the WBC's integrity. In making the decision to suspend or terminate such an employee, the recipient organization must consider such factors as the magnitude and repetitiveness of the harm caused and the remoteness in time of the behavior underlying any conviction or judgment.
- (l) Any other action that materially and adversely affects the operation or integrity of a WBC or the WBC Program.

§3 Administrative Procedure for suspension, termination and non-renewal

The same procedures apply to termination, non-renewal, and suspension of Cooperative Agreements with Recipient Organizations.

(a) Action Initiated by the District Office(s).

- (i) *Letter of Intent.* When a district office with oversight responsibility for a WBC believes there is cause to terminate, not renew, or suspend a cooperative agreement with a recipient organization, the district director, with the legal concurrence of the district counsel, will send a letter of intent to an appropriate official within the recipient organization and the WBC director, setting forth the specific facts and legal authority underlying the district office's findings. The letter of intent will inform the recipient organization that it has 60 days from the date of issuance of the letter to remedy the circumstances giving rise to the proposed termination, suspension or non-renewal action and to submit a written response along with any relevant evidence to the district office explaining how the identified circumstances have been remedied and/or why the identified ground(s) do not justify such an action.
- (ii) *Recommendation for action.* Following the 60-day response period, the district director will consider the proposed termination, suspension or non-renewal action and any information submitted in response by the recipient organization. The district director will act in a timely manner in processing the proposed action and may request additional information from the recipient organization.

If, based upon a review of the relevant information, there is a determination that the proposed action is not warranted, the district director will notify the associate administrator for the Office of Women's Business Ownership (AA/OWBO), the appropriate official in the recipient organization and the WBC director in writing of that determination.

If the circumstances supporting the proposed action have not been remedied and the district office, after consultation with district counsel, still believes there is cause to take the proposed action, the district director will make such recommendation to the 31

AA/OWBO. The recommendation must be in writing and accompanied by a written description of the factual and legal issues, with all relevant documentary evidence attached, including any responsive information submitted to the district office by the recipient organization. Within 5 days of the district director's determination to recommend the proposed action to the AA/OWBO, the district office will notify the recipient organization and the WBC director in writing of its recommendation.

(iii) *Initial Decision.* Based upon a review of the documentation submitted by the district office, the AA/OWBO will make an initial decision whether to terminate, not renew, or suspend the cooperative agreement. The AA/OWBO will act in a timely manner in processing the proposed action and may request that the recipient organization provide additional arguments or evidence in support of its position.

(iv) If the AA/OWBO decides not to proceed with the proposed action, the district director may request in writing that a three member panel conduct a *de novo* review of the AA/OWBO's determination not to proceed. The three members of the panel shall be the associate general counsel for general law, the assistant administrator for administration, and the associate administrator for the Office of Small Business Development Centers. If the panel concurs with the AA/OWBO's determination not to proceed, the action will be returned to the AA/OWBO not later than 10 days after the panel's concurrence. The AA/OWBO shall notify the district director, the recipient organization and the WBC director in writing of this determination. A determination to discontinue a termination, suspension or non-renewal action does not preclude the AA/OWBO from electing to impose special conditions in the cooperative agreement pursuant to applicable OMB circulars.

(v) If the panel determines, after consultation with the Office of General Counsel, that there is cause warranting termination, suspension or non-renewal, the panel will issue a notice of termination, suspension or non-renewal in accordance with §3(c).

(b) *Action Initiated by the AA/OWBO.* When the AA/OWBO has reason to believe there is cause to suspend, terminate or non-renew a cooperative agreement with a recipient organization, the AA/OWBO may initiate such action without a recommendation from the district office(s).

(c) *Notice requirements.* Upon deciding that a proposed action is warranted, the AA/OWBO (or where appropriate the chairperson of the panel) will issue, with the advice of the Office of General Counsel, a notice of termination, non-renewal, or suspension. The notice will set forth the specific facts and reasons for the decision, including appropriate legal authority, and will advise the recipient organization and the WBC that it may request a hearing with the Office of Hearings and Appeals in accordance with the provisions of part 134 of this title. If a recipient organization does not request a hearing on the notice of termination, non-renewal, or suspension within 45 days of the date of service (as defined in §134.204), the decision of the AA/OWBO (or where appropriate, the determination of the panel) is the final agency decision effective on the date the right to request a hearing expired.

(d) *Hearing at the Office of Hearings and Appeals.* If a request for a hearing is timely filed, the recipient organization must comply with SBA's OHA procedures governing termination, suspension and non-renewal actions as set forth in 13 CFR Part 134.

Hearings at OHA are subject to the Administrative Procedures Act, 5 U. S. C. 555 et seq. OHA's decision on the **32**

NOTICE OF AWARD

merits is the final agency decision and not subject to any further review or appeal within the administration.

(e) *Effect of termination and non-renewal.* After the effective date of a termination or non-renewal, a recipient organization may not incur further obligations under the cooperative agreement, unless expressly authorized in the notice of termination or non-renewal. See OMB Circular A-110 § 62 and 13 CFR 143.43. Available funds remaining under the grant award may be utilized to satisfy financial obligations the WBC incurred prior to the date of termination for termination actions or the end of the budget period for non-renewal actions. Award funds will not be available for obligations incurred subsequent to the effective date of termination or for non-renewals, at the end of the current budget period. A WBC subject to termination will have 120 days to conclude its operations and submit closeout documents to the appropriate SBA district office. A WBC subject to non-renewal will have until the end of the current budget period or 120 days, which ever is longer, to conclude its operations and submit close-out documents to the appropriate SBA district office. Close out procedures shall conform to applicable OMB circulars.

(f) *Relationship to Debarment and Suspension.* The termination, suspension or non-renewal of a WBC cooperative agreement does not preclude a recipient organization from being subject to debarment and suspension under E. O. 12549 and SBA's implementing regulations (13 CFR 145).