

Contracts and Agreements Training Session

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Session Purpose

- This training will help you understand:
 - The types of contracts we have,
 - The contract process,
 - Compliance requirements,
 - How to satisfy University policies, federal and state laws, and regulations.



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Contract Types

- Standard
 - Uses a basic contract template developed by UH system, with no variation
 - The vendor makes no changes to the terms and conditions
- Non-Standard
 - Uses a vendor's contract template
 - Or a UH template with changes to the terms and conditions

Standard Contract or Agreement - Examples



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Contract/Agreement	Use
* <u>Standard Purchasing Agreement</u>	For any type of services [not goods]
* <u>Performer Agreement</u>	For musicians, DJ's, dancers
* <u>Speaker Agreement</u>	For workshops, presentations or any speaker event
* <u>Professional Services Agreement</u>	For for any medical professionals
* <u>Revenue Contract</u>	For anticipated revenue of \$50k or more

Other Less Common Agreements

- Articulation Agreement
 - Agreement with Jr and Community Colleges
- Interagency Agreement
 - Agreement between two or more Texas agencies
- Interlocal Agreement
 - Agreement between UHCL and local government



Other Less Common Agreements. Cont'd



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- Affiliation Agreement/ Credit & Non-Credit
 - Use for field practicum and internships
- Facility License Agreement
 - Use for campus recreation special events
 - Can be zero-dollar
 - Has strong indemnification/hold harmless terms
- Memorandum of Understanding
 - Formalizes a relationship, arrangement, or understanding between UHCL and another party.
 - May not be legally binding unless so specified in the agreement.

Contract Threshold Tips



Dollar Amount	Tip
\$0-\$15k	No bid required
Over \$15k	Specify procurement method: <ul style="list-style-type: none">• Sole source• Bid Solicitations• Cooperative Contracts• Emergency Purchases
Over \$50k Not Construction	Needs OCA cover sheet (Even if standard contract) Legal review Procurement manages document flow
Over \$100k Construction	Needs OCA cover sheet Legal review Procurement manages document flow

Click Through (CT) Agreements

What is it?

A click through agreement is an online purchase, often for software, where the buyer agrees to the vendor's terms and conditions by clicking a box or "signing" an online form.

How does UHCL Process it?

Click through agreements are contracts, so UH System legal requires a buyer to prepare and sign a memo, acknowledging that they read and understood the click-through agreement, that it is a must-have agreement that must be accepted as-is, and that they would like to proceed.

Please note that click-through agreements should only be used for low-dollar or no-dollar contracts that in practice cannot be negotiated with the vendor.



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Revenue Agreements Over \$50k



- **Allow adequate review time !**
 - UHS Tax office must review prior to execution. Please allow time for this step.
- **Submit a complete packet !**
 - Procurement needs BOTH:
 - Revenue Contract Coversheet and
 - OCA Coversheet.
- UHCL **routes documents** for approval by tax and legal departments

Non-Standard Contracts

- A non-standard contract happens when your vendor has different terms and conditions than our basic contract template contains.
 - Either use a Standard Contract Addendum (SCA) to add their terms to ours.
 - Or, the vendor uses their own template – Procurement then legal review required.



Amendments

- Any change to an existing contract requires the following:
 - Attach the *original contract*.
 - Process it *before* the original contract expires.
 - Same *approval level* or higher as the original contract.
 - Legal review required; allow *adequate time*.
 - Typically, no extensions past *5 years*.



Bids - Summary



- **Informal Bids - \$15,001 - \$25,000 – Not posted to ESBD**
 - Department recommends a vendor in writing
 - Procurement will solicit a minimum of 3 informal bids
 - Two must be “HUB” vendors
 - Historically underutilized businesses
 - Bids are not posted to Texas Electronic State Business Daily
- **Formal Bids – Over \$25,000 – Posted to ESBD**
 - Department recommends a vendor in writing
 - Procurement will solicit a minimum of 3 formal, ***written*** bids
 - Two must be HUB vendors
 - Bid posted to Texas Electronic State Business Daily for 14 days
 - Emergency purchases – contact Procurement for details

Legal Review



- When is it required?
 - Any change in contract terms and conditions
 - Exceeding threshold limits [see slide 8]
- Submit a complete packet !
 - OCA Coversheet
 - Fill in editable areas (vendor name, address, cost center, amount, a brief description of scope of work, etc.)
 - Initial first five lines under certification (left side)
 - Indicate if request is a rush
 - Authorized Signatory
 - Procurement Method (if applicable)
 - All contract documentation (Agreement, T&C's, COI, Etc.)
- **Do NOT sign the agreement before legal review.**

After Legal Review



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Office of the General Counsel
Standard Purchasing Agreement
OGC-S-2010-06 Revised 04.29.2019
Page 1 of 4

APPROVED AS TO FORM BY:


OFFICE OF THE GENERAL COUNSEL
UNIVERSITY OF HOUSTON SYSTEM

- Department steps
 - Reviews documentation / obtain corrections if needed
 - See slide 20 for review checklist
 - **DO NOT SIGN YET**
 - Sends to vendor for review/approval
 - Vendor returns signed contract
 - UHCL authorized signatory signs contract
 - Sends fully executed copy to Procurement
 - Has final stamp (pictured above)

Risk Management



- Certificate of Insurance (COI)
 - Required for any vendor providing services on campus.
 - Limits must match contract or addendum insurance clauses
 - Services are intangible benefits, not tangible goods.
 - List UHCL as Certificate Holder and Additional Insured.
 - Waiver of subrogation required
 - Endorsement required from vendors to avoid being held liable for claims that occur on their jobs here.
- UHS reviews any/all insurance waivers
 - Allow 7-14 days

Summary for Purchases Exceeding \$100,000

- Use this form with any service or good purchase that exceeds \$100,000 that will be reviewed by OGC.

UNIVERSITY of HOUSTON SYSTEM
Summary for Purchases Exceeding \$100,000
UH ___ UHCL ___ UHD ___ UHV ___

Requisition #: _____ Department Name: _____

1. Describe commodities or services to be purchased, the proposed use, benefits to the University, procurement method, and other pertinent information. (Use a separate page if additional space is needed.)

2. Estimated purchase or contract amount including all possible extensions: \$ _____
3. Cost Center: _____
4. Selected Vendor Name: _____
5. Purchases by Athletics Department >\$100,000 AND/OR Other Purchases >\$300,000 _____
6. Purchases \$1,000,000 or greater _____

Sequential Review and Approvals:

Purchasing Director or Designee	Signature	Date
Dean/Director/College Division Administrator	Signature	Date
Responsible Vice President	Signature	Date

Note: For all Athletics Department purchases that exceed \$100,000 and for all other purchases that exceed \$300,000, the approval of the Executive Vice Chancellor/Vice President for Administration and Finance is required unless already signed as Responsible Vice President.

Senior Vice Chancellor/Vice President for Administration & Finance	Signature	Date
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If the purchase exceeds \$1,000,000, the approval of the Board of Regents is required, in which case the signature of the Chancellor will indicate the Board's approval.

Board of Regents Approval Date: _____

Please attach the original purchase requisition, supporting documentation, contract (if applicable), and Board approval certification (if applicable).

Effective: 09/01/2022



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Information Security Hosted Services Contract Checklist



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This form is an assessment of information security items to be completed for contracts that include hosting of University information on non-UHS servers.

- This includes information specific to individual persons.
- This sheet should be submitted along with the proposed contract to the procurement department.
- After assessment by UHS Information Security, this completed checklist will be included in the packet submitted to the Office of Contracts Administration (OCA)

Message from Associate Vice Chancellor of Legal Affairs



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The quality control on all contracts and agreements starts at the department.

It is the responsibility of the department to read the terms of the contract for accuracy.

FAQs

- Checklist
- Sample Coversheet
- Tip sheet
- Time Required
- Delegation of Authority
- Information Security Hosted Services Contract Checklist



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Checklist

- Determine the type of contract / agreement
 - SPA SCA MOU Affiliation Articulation vendor provided
 - Is amount >50K yes no, (if yes fill out OCA Coversheet to legal)
 - Is the contract a service yes no, if yes need COI
- Is the contract >15K yes no, if yes, need Procurement Method
 - Sole Source Emergency COOP Bid
- Has UHCL contract been changed/redlined yes no, if yes need OCA
- Typical contract packet to legal should include:
 - OCA Coversheet
 - Procurement Method (if applicable)
 - Contract / Agreement
 - COI (if applicable)
 - Additional Documentation (terms & conditions, policies, proposal/quote, etc.)



Contract Coversheet and Approval Form

Office of Contract Administration
4802 University Drive, Room 311 • Ezekiel W. Cullen Building
Houston, Texas 77204-2028 • Phone (832) 842-7078

General Information

Campus: [Click Here To Select](#) College/Division/Dept. Name:
Contact Person/Title: Telephone: Email:
Business Administrator: Telephone: Email:

Summary of Contract Terms

Contract with: Contractor Contact Person:
Contractor Address:
City: State: Zip Code:
Contractor Phone: Contractor Email:
Contract Description:

Provide a clear synopsis of the goods/services/events/etc. that will result by entering into this agreement
Contract Term: Start Date: End Date:
Total Amount of Contract: \$ If Amended: Original Amt \$ + Amended Amt \$

Source of Funds

(if multiple cost centers are being utilized, please attach a supplemental page listing the appropriate codes)
Expense Cost Center: Fund Dept ID Prog Proj Acct Amt \$
Revenue Cost Center: Fund Dept ID Prog Proj Acct Amt \$
Official Authorized to Sign:

Identify, by name and title, the official authorized to sign the contract on behalf of the University of Houston System pursuant to MAPP, SAM, and Board Policies.

Certifications

Initial the certifications below (or put "NA" if not applicable) indicating compliance before submitting the agreement and required supporting documentation to the Office of Contract Administration.

- Responsibility I have primary responsibility for the contract, from inception to completion of the transaction.
- Complete Contract Packets The contract and all documents that are incorporated by reference in the agreement, including exhibits and appendices are included for review by Contract Administration.
- Dept. Acceptance All contract documents have been read and the business aspects have been agreed to in their entirety by the originating department and any employees who have obligations under this contract, or a memorandum has been included describing the department's concerns with the business aspects that they do not agree with.
- Contracting Party The name of the contracting party is stated as the University of Houston System or its component institutions (e.g., University of Houston, University of Houston - Victoria), and is not a department, program, or person.
- Procurement The proper procurement method has been used providing the best value to UH. The Recommendation for Award Form is required for all contracts regardless of the source of funds.
- Standard Form of Agreement If a UH standard agreement is being used, I certify that no changes have been made, including additional attachments or addenda. If changes have been made, I have indicated those portions of the agreement in the attached memorandum.
- Risk Management Approval All changes to the contract insurance provision **MUST BE** approved by Risk Management prior to submission.

Yes No RUSH Justification NEEDED BY:

NOTE: If the contract is valued at \$1 million or more (revenue or expense), or otherwise requires Board of Regents approval, then the contract packet must include Board of Regents approval. The UH Office of the Controller will request a Certificate of Interested Parties form to be filled out online by the contractor or vendor and notify the department when signatures can be obtained on the contract.

Certification of University Employee(s) With Responsibility for Ensuring Contract Terms and Conditions are Met

I have read this contract entirely. I am satisfied with its description of the goods and services to be provided to the University (including, for example, warranties, delivery terms, acceptance period, and maintenance terms). I am also satisfied with the description of the University's obligations (including, for example, scope of work, payment due dates, late charges, taxes, charges, insurance, and confidentiality requirements) and all other provisions of this contract. A memorandum is, is not, (select one) attached. I acknowledge responsibility to ensure that all good faith efforts are employed in seeing that all terms, conditions and responsibilities of the contract are met.

Name/Title: Signature: Date:
(Originator of contract who certifies that the requirements listed above have been met)

Name/Title: Signature: Date:
(Official with delegated authority to enter into contracts on behalf of the University)

Note: Modification of this Form requires approval of OGC



CONTRACT PROCESS

Contract Document Flow

STEP 1	✓ Vendor - Dept works with vendor/doesn't sign yet
STEP 2	✓ Legal - Legal reviews contract, signs
STEP 3	✓ Department - Signs/executes contract
STEP 4	✓ Procurement - Obtains copy of fully executed contract
STEP 5	✓ Legal - Receives final executed copy from procurement

	GET/DO THIS	CHECK FOR THESE
D E P T	Is Vendor set up in Payment Works with Vendor ID? *** If yes, proceed *** If not, send Payment Works INVITE to vendor *** If unsure contact AccountsPayable@UHCL.edu for assistance Obtain current quote/proposal: *** If for goods *** If quote has T&C's If >\$15k, show procurement method: *** Sole *** Emergency *** Co-op *** Bid *** \$15K to 25K *** Above \$25K If for services, fill out SPA *** Is it a Speaker? *** Is it a Performer? If for services, obtain COI or waiver of COI	Quote must be current (not older than 30 days) Check for terms & conditions (T&C's) Send Standard Contract Addendum (SCA) to vendor to sign Must be a justifiable sole source Submit ER acquisition form & notify DBA & Procurement Enter coop information on the requisition Informal bid, contact procurement Formal bid, contact procurement Standard Purchasing Agreement (SPA) Use Speaker Agreement https://www.uhcl.edu/about/administrative-offices/procurement-contracts/contracts Use Performer Agreement https://www.uhcl.edu/about/administrative-offices/procurement-contracts/contracts Certificate Of Insurance requirements are on SPA
P R O C U R E	Requisition Secondary departmental approval needed? Account code correct? Category code correct? Requisition details present? *** Term dates *** Vendor information *** Department contact *** Delivery information Is backup documentation attached? If for goods, shipping & handling, freight shown? Gets risk management approval	Brand guide, OIT, OSP, FMC Check account list for fund code restrictions Check commodity code list For contracts, licenses, subscriptions, etc. Contact name, phone and email Contact name, phone and email Contact person Quote, SCA or SPA, COI, Procurement Method, Information Security Checklist Show shipping on a separate line if using ledger 1 funds If agreements/ contracts have insurance language
U H S L E G A L	Office of the General Counsel /Contract Administration Reviews and Looks for the following: OCA Coversheet *** If contract >\$50k *** If contract >\$100k for construction *** Vendor will not sign SCA or SPA OCA Coversheet must have *** Contact information *** Description of work *** Amount/scope of work *** Cost center *** Begin & end date *** Initials under certification lines *** Check yes or no for RUSH *** Authorized signatures Must provide Procurement Method Backup documentation	Procurement must submit to OGC for review Sole Source, Emergency Justification, COOP, Bid (if applicable) MOU, Affiliation & Inter-Agency Agreements, Contracts, T&C's, etc..

* Services: Any intangible experience

Time Required

TIME REQUIRED FOR CONTRACT PROCESSING BY UHCL OFFICE OF CONTRACTS	
AGREEMENT TYPE	# BUS. DAYS REQUIRED
Standard contract	13
Non-standard contract	18
Requiring Chancellor/Pres. signature	Add 10 days to above
Requiring Board approval	90

* Leases may require additional time, depending upon complexity



Delegation of Authority List

President – Up to \$300,000, **Dr. Richard Walker**

Academic – \$25,000 to \$300,000, **Dr. Christopher Maynard**, Sr. VP for Academic Affairs and Provost

Delegated by Christopher Maynard

Dr. Kathryn Matthew, Assoc. Vice President Academic Affairs – Up to \$300,000

Delegated by Christopher Maynard

Dr. Timothy Richardson, Assoc. Vice President Student Success & Initiatives – Up to \$25,000

Delegated by Christopher Maynard

Dr. Robert Phalen, Interim Dean, College of Science and Engineering – Up to \$25,000

Delegated by Christopher Maynard

Dr. Miguel Gonzalez, Dean, College of Science and Engineering – Up to \$25,000

Delegated by Christopher Maynard

Dr. Joan Pedro, Dean, Dean College of Education – Up to \$25,000

Delegated by Christopher Maynard

Dr. Glenn Sanford, Dean, Human Sciences and Humanities – Up to \$25,000

Delegated by Christopher Maynard

Dr. Ed Waller, Dean, College of Business – Up to \$25,000

Delegated by Christopher Maynard

Dr. LeeBrian Gaskins, Sr. Assoc. Vice President of OIT/CIO – OIT Contracts Up to \$50,000

Admin. & Finance – Up to \$300,000, **Mark A. Denney**, VP, Admin. and Finance

Delegated by Mark Denney, **Dr. Sherry Hawn**, Associate VP, Business Operations – Up to \$300,000

University Advancement – Up to \$300,000, **Joe Staley**, VP, University Advancement

Delegated by Joe Staley

Elbby Antony, Executive Director University Advancement - Up to \$100,000

Delegated by Jose Staley

Daniel Ramirez, Asst. Vice President Marketing & Communications – Up to \$100,000

Strategic Enrollment Mgmt. – Up to \$300,000, **Dr. Matt Aschenbrener**, VP Strategic Enrollment Mgmt

Student Affairs – Up to \$300,000, **Dr. Tina Powellson**, VP, Student Affairs

Delegated by Tina Powellson

David Rachita, Dean of Students - Up to \$100,000

Delegated by Tina Powellson

Dr. Andrew Wiemer, Asst. Vice President Student Engagement – Up to \$100,000

Strategic Partnerships –Affiliation Agreements, **Dr. Natalie Pecknold**, Executive Dir. of Strategic Partnerships

Construction and Facilities – Up to \$100,000, **Bubba Jones**, Interim Associate VP for FMC

Purchasing – Up to \$100,000, **Debra Carpenter**, Executive Dir. Auxiliary Services & Procure

Purchasing - Up to \$100,000, **Kimberly August**, Procurement Specialist II

Purchasing up to \$100,000, **Lidia Quiroga**, Assoc. Director Procurement & Contract Administration

Above \$300,000 - Below \$500,000, **Raymond S. Bartlett**, UH Senior Vice Chancellor/VP for Admin. & Finance

\$500,000 – Below \$1,000,000, **Dr. Renu Khator**, UHS Chancellor & UH President

Information Security Hosted Services Contract Checklist

This assessment of information security items is to be completed for contracts that include hosting of university information on non-UHS servers. This sheet should be submitted along with the proposed contract to UHS Information Security at the campus address - security@* (*uh.edu, uhcl.edu, uhd.edu, uhv.edu). After assessment by UHS Information Security, this completed checklist will be returned to the requesting department to be included in the packet submitted to the Office of Contracts Administration (OCA).

General Contract Information - to be completed by requesting department

Department: _____

Contact Person: _____ Title: _____

Campus Mail Code: _____ Telephone: _____ Email: _____

Business Administrator: _____ Title: _____

Campus Mail Code: _____ Telephone: _____ Email: _____

Summary of Contract Terms

Contract with: _____

Federal Tax ID: _____ Contractor Contact Person: _____

Contractor Address: _____

Contractor Phone: _____ Contractor Email: _____

Contract Description: _____

Provide a clear synopsis of the goods/services/events/etc. that will result by entering into this agreement

Brief description of the UHS information to be stored at the hosted services site * Required*: _____

Contract Term: Start _____ End _____

Total Amount of Contract: \$ _____

Does the UHS data to be hosted include Level 1 data as defined in SAM 07.A.08?
 Yes No Comments: _____

Does the UHS data to be hosted include information specific to individual persons?
 Yes No Comments: _____

Texas state law requires cloud computing services used by state agencies are certified based on criteria provided by the TX-RAMP program (note, the definitions in SAM 07.A.08 differ from the definitions in TX-RAMP). The requesting department should check with the vendor regarding the certification criteria listed below.

The cloud computing service listed above has the following certifications, as defined by TX-RAMP, StateRAMP or FedRAMP (Select all that apply):

- TX-RAMP: Identify status: Level 1 Level 2 Provisional
- StateRAMP: Identify status: Ready Provisional Authorized
- FedRAMP: Identify status: Ready Provisional Authorized
- The cloud computing service listed above does not currently have any required certifications according to TX-RAMP.
- The cloud computing service listed above does **not** require certifications according to TX-RAMP.

Assessment of Information Security Items - to be completed by UHS Information Security

Yes No The cloud computing service is not TX-RAMP certified but meets the requirements for TX-RAMP Provisional Certification.

Ownership of UHS Data – University of Houston retains ownership of all data and associated intellectual property.
 Yes No Comments: _____

Access to UHS Data – Will anyone outside of hosted service employees have access to UHS data?
 Yes No If yes, who? _____

A blue-tinted photograph of a modern building with a courtyard and fountain. The building has large glass windows and a flat roof. In the foreground, there is a circular fountain with water spraying upwards. The sky is clear and blue. The overall scene is a well-maintained campus area.

Questions Discussion

UHCL