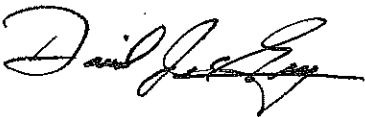




Date: January 28, 2015

From: David J. Gray 

To: John Hanold
Associate Vice President for Research, Director of Sponsored Programs

Re: Delegation of Signature Authority

In accordance with the delegation authority granted by the resolution adopted by the Board of Trustees on May 3, 2013, you are authorized in your capacity as Associate Vice President for Research, Director of Sponsored Programs to sign the research agreements as indicated below.

DELEGATIONS:

A. Associate Vice President for Research, Director of Sponsored Programs (or the Associate Directors of Office of Sponsored Programs for amounts up to \$500,000) – are authorized to approve / accept / acknowledge the following:

- 1. Modifications** - Modifications or amendments to contracts or subcontracts which have been previously executed by an authorized University official. No dollar threshold applies to modifications as long as the modified award amount does not exceed the signing authority of the individual who signed the base award.
- 2. Standard Agreement Formats** - Awards utilizing approved standard University agreements and Sponsored Research Agreements containing provisions acceptable to the University may be signed for awards up to \$1,000,000 per annual award amount.
- 3. Subcontracts** - Standardized University subcontracts/subawards awarded to other entities. No dollar threshold applies to these agreements as long as the award under which the subcontracts/subawards are being issued has been executed by the appropriate university official.

4. **Tuition Payment Awards** - Tuition Payment Awards that conform to standard federal and state government regulations.
5. **Federal and Federal Flow-Through Bi-Lateral Grants, Contracts, Subcontracts, and Cooperative Agreements** - Awards and modifications made using standard agreement formats requiring compliance with standard Federal terms, e.g., Federal Acquisition Regulations (FAR, DFAR, etc.), OMB Circulars (A-21, A-110, and A-133), and the Code of Federal Regulations (CFR), may be signed for awards up to \$1,000,000 per annual award amount.
6. **Commonwealth of Pennsylvania Standard Agreements** - Awards made using standard formats from the various state agencies may be signed for awards up to \$1,000,000 per annual award amount.
7. **Foundation and Non-Profit Agreements** - Awards made using standard terms and conditions that are in compliance with standard University practices may be signed up to \$1,000,000 per annual award amount.
8. **Non-Financial Research and Teaming Agreements** - Teaming agreements, equipment transfer agreements, and academic collaboration agreements using standard terms and conditions that are in compliance with standard University practices.
9. The submission of proposals, bids, quotes, etc., for grants, cooperative agreements, and contracts for research, training, instruction, continuing and distance education and other sponsored programs.
10. Confidential / Proprietary Disclosure Agreements - Agreements made using standard language for confidentiality related to research and training projects.

The Office of Sponsored Programs shall maintain a Master File of standard industrial agreement formats approved by the Corporate Controller. The standard agreement constitutes the "base line" content, and any changes to approved standard agreements that are more favorable or less restrictive to the University are acceptable without further review. As new agreement formats or substantive changes are approved by the Corporate Controller, the most recent agreement or revised clause will be added to the master file and become the new standard after review by the Office of General Counsel.

cc: S. Dunham
R. Huss
N. Sharkey
S. Wiedemer

THE PENNSYLVANIA STATE UNIVERSITY

SECRETARY'S CERTIFICATE

I hereby certify that I am the duly elected Secretary of the Board of Trustees and that in such capacity I am authorized to certify as follows: that at a meeting of the Board of Trustees of The Pennsylvania State University, a corporation existing under and by virtue of the laws of the Commonwealth of Pennsylvania, held on May 3, 2013, at which said meeting a quorum was present and acting throughout, the following was adopted and ever since has been and is in full force and effect authorizing certain University officers and other individuals to sign on behalf of the University:

(i) The President, Vice President, Secretary, Treasurer, Assistant Treasurer, Senior Vice President for Finance and Business, and Corporate Controller of the University, or any one of such officers be and they are hereby fully authorized and empowered on behalf of the University to execute and acknowledge all deeds, agreements and contracts, and to transfer and endorse, sell, assign, set over and deliver any and all shares of stock, bonds, debentures, notes, evidences of indebtedness or other securities now or hereafter standing in the name of or owned by this University, and to make, execute, acknowledge, and deliver, under the corporate seal of this University, any and all written instruments necessary or proper to effectuate the authority hereby conferred.

(ii) The Treasurer, or in the absence of the Treasurer, the Senior Vice President for Finance and Business, may delegate in writing to such employees of the University as they may deem appropriate, the authority to execute and acknowledge on behalf of the University standardized agreements and contracts for which those employees have administrative responsibility.

(iii) The Chief Investment Officer, or in such person's absence, the Managing Director, Operations of the Office of Investment Management, is hereby fully authorized and empowered on behalf of the University to transfer and endorse, sell, assign, set over and deliver any and all shares of stock, bonds, debentures, notes or other securities now or hereafter standing in the name of or owned by the University, and to make, execute, acknowledge, and deliver, under the corporate seal of the University, any and all written instruments necessary or proper to effectuate the authority hereby conferred.

(iv) The Associate Vice President for Finance and Business and Controller, or, in his or her absence, the Associate Controller, be and they are hereby fully authorized and empowered on behalf of the University to execute and acknowledge all agreements and contracts related to the affairs of the College of Medicine.

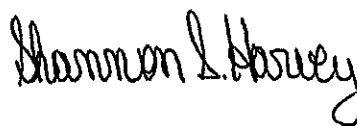
(v) The Associate Secretary and Assistant Secretary of this University, or any one of such officers, be and they are hereby fully authorized and empowered on behalf of this University to make, execute, acknowledge, and deliver, under the corporate seal of this University, any and all written instruments necessary or proper to effectuate the authority hereby conferred.

I further certify that the following is a true and correct list of the officers and such other individuals as authorized by the Board of Trustees and as in full force and effect as of the date hereof:

Chairman	Matthew W. Schuyler
Vice Chairman	David M. Kleppinger
President	Eric J. Barron
Secretary	Frank T. Guadagnino
Associate Secretary	Shannon S. Harvey
Assistant Secretary	Heather B. Wilson
Assistant Secretary	Crystal K. Straw
Assistant Secretary	Kim I. Wright
Treasurer	Sara F. Thorndike
Assistant Treasurer	Kimberly J. Fisher
Assistant Treasurer	Michele M. Spangler
Assistant Treasurer	Susan J. Wiedemer
Associate Vice President for Finance And Corporate Controller	Joseph J. Doncsecz
Associate Vice President for Finance and Business and Controller, College of Medicine Associate Controller, College of Medicine	Kurt Kissinger (Interim)
Chief Investment Officer	Jennifer A. Feeman
Managing Director, Operations of Investment Management	Joseph M. Cullen
	Michael A. Pettit

In witness whereof, I have hereunto set my hand and seal of the University this 22nd day of February.

(Corporate Seal)



Shannon S. Harvey
Associate Secretary

FINANCIAL GUIDELINES

FNG02 Limited Delegation of Contract Approvals

Policy Status:

Active

Subject Matter Expert:

Susan Wiedemer, 814-865-1356, sjw5@psu.edu

Policy Steward:

Associate Vice President for Finance and Corporate Controller

Contents:

- Purpose
- Delegations
 - A. The Associate VP for Research/Director, Office of Sponsored Programs and the Associate Directors of the Office of Sponsored Programs for amounts up to \$500,000
 - B. The Director of the Office of Technology Management
 - C. The Department of Purchasing Services
 - D. Other individuals or titles named specifically by the Senior Vice President for Finance and Business / Treasurer
 - 1. University Standard Entertainment Agreements
 - 2. Affiliation Agreements
 - 3. Athletic Contract
 - 4. Penn State Press
 - 5. Program Funding Memorandum of Understanding
 - 6. "Insertion Orders" in University Publications
 - 7. Revocable Nonexclusive License to Use Certain Indicia of the University
 - 8. Tuition Payment Awards
 - 9. Standardized Licensing Agreements for the Bryce Jordan Center
 - 10. Insurance Documents
 - 11. Contracts for Outside Legal Services
 - 12. Memorandums of Agreement for Continuing Education Training Programs Provided by Commonwealth Campuses
- E. Electronic Agreements
- Questions/Further Information
- Cross References

PURPOSE:

Policy FN11 states the authority for approving contractual documents for the University. In that Policy, there has been limited delegation of this approval authority as follows:

As expressly authorized by the Board of Trustees, the Senior Vice President for Finance and Business / Treasurer has delegated to specific persons the execution of certain standardized agreements and contracts. These delegations (except for the Milton S. Hershey Medical Center) are detailed as follows:

DELEGATIONS:

A. The Associate VP for Research/Director, Office of Sponsored Programs and the Associate Directors of the Office of Sponsored Programs for amounts up to \$500,000 - are authorized to approve / accept / acknowledge the following:

NOTE: The following agreements/awards are reviewed by the Office of Sponsored Programs (OSP) for compliance with the terms of delegation. If the agreement is on the delegated authority list below, it may be signed by the Associate VP for Research/Director, the Office of Sponsored Programs or the Associate Directors of the Office of Sponsored Programs up to the thresholds specified below. Any agreement in excess of the thresholds specified below shall be sent to the Corporate Controller for signature. Any non-standard, substantive changes made to the approved agreement format shall be approved by the Office of General Counsel and sent to the Corporate Controller for signature.

1. **Modifications** - Modifications or amendments to contracts or subcontracts which have been previously executed by an authorized University official. No dollar threshold applies to modifications as long as the modified award amount does not exceed the signing authority of the individual who signed the base award.
2. **Standard Agreement Formats** - Awards utilizing approved standard University agreements and Sponsored Research Agreements containing provisions acceptable to the University. Such agreements may be signed by the Associate VP for Research/Director, the Office of Sponsored Programs up to \$1,000,000 per annual award amount, or by the Associate Directors of the Office of Sponsored Programs up to \$500,000 per annual award amount.
3. **Subcontracts/Subawards** - Standardized University subcontracts/subawards awarded to other entities. No dollar threshold applies to these agreements as long as the award under which the subcontracts/subawards are being issued has been executed by the appropriate university official.
4. **Tuition Payment Awards** - Tuition Payment Awards that conform to standard federal and state government regulations.
5. **Federal and Federal Flow-Through Bi-Lateral Grants, Contracts, Subcontracts, and Cooperative Agreements** - Awards and modifications made using standard agreement formats requiring compliance with standard Federal terms, e.g., Federal Acquisition Regulations (FAR, DFAR, etc.), OMB Circulars (A-21, A-110, and A-133), and the Code of Federal Regulations (CFR). Such agreements may be signed by the Associate VP for Research/Director, the Office of Sponsored Programs up to \$1,000,000 per annual award amount, or by the Associate Directors of the Office of Sponsored Programs up to \$500,000 per annual award amount.
6. **Commonwealth of Pennsylvania Standard Agreements** - Awards made using standard formats from the various state agencies. Such agreements may be signed by the Associate VP for Research/Director, the Office of Sponsored Programs up to \$1,000,000 per annual award amount, or by the Associate Directors of the Office of Sponsored Programs up to \$500,000 per annual award amount.

7. **Foundation and Non-Profit Agreements** - Awards made using standard terms and conditions that are in compliance with standard University practices. Such agreements may be signed by the Associate VP for Research/Director, the Office of Sponsored Programs up to \$1,000,000 per annual award amount, or by the Associate Directors of the Office of Sponsored Programs up to \$500,000 per annual award amount.
8. **Non-Financial Research and Teaming Agreements** - Teaming agreements, equipment transfer agreements, and academic collaboration agreements using standard terms and conditions that are in compliance with standard University practices.
9. The submission of proposals, bids, quotes, etc., for grants, cooperative agreements, and contracts for research, training, instruction, continuing and distance education and other sponsored programs. (All exempt employees in OSP are authorized to submit proposals in accordance with the restrictions specified in this paragraph. In addition, OSP may enter into Memoranda of Understanding with college personnel to submit proposals in accordance with the restrictions specified in this paragraph. If submission of a proposal, bid, quote, etc. will result in a contractual commitment, such proposal must be reviewed and accepted in accordance with Section 2, 5, 6, or 7 above. If a proposal requires comment on contractual terms and conditions, such proposal must be reviewed by appropriate OSP personnel prior to submission. The individual submitting such proposal must include OSP's comments and/or exceptions in the transmittal of such proposal. All individuals submitting proposals on behalf of PSU will sign the Associate VP for Research/Director, the Office of Sponsored Programs's name on the proposal. Prior to doing so, such individuals must sign their own names in the University Authorization section of the Proposal Internal Approval Form.)
10. **Confidential / Proprietary Disclosure Agreements** - Agreements made using standard language for confidentiality related to research and training projects.

NOTES:

The Office of Sponsored Programs shall maintain a Master File of standard industrial agreement formats approved by the Corporate Controller. The standard agreement constitutes the "base line" content, and any changes to approved standard agreements that are more favorable or less restrictive to the University are acceptable without further review. As new agreement formats or substantive changes are approved by the Corporate Controller, the most recent agreement or revised clause will be added to the master file and become the new standard after review by the Office of General Counsel.

Certain sponsors require the university to accept awards electronically. In such cases, the Associate VP for Research/Director, the Office of Sponsored Programs, the Associate Directors of the Office of Sponsored Programs, or the Corporate Controller's office (as appropriate) will sign an Award Clearance indicating his or her acceptance of the award. Once the Award Clearance is signed, an authorized OSP employee can enter the electronic system and accept the award on behalf of PSU. The Award Clearance will be maintained in the contract file as evidence of Penn State's acceptance of the award.

Some sponsors prefer to see all agreements signed by the same individual (generally the Associate VP for Research/Director, the Office of Sponsored Programs). The Associate Directors of the Office of Sponsored Programs may sign the Associate VP for Research/Director, the Office of Sponsored Programs's name on agreements (or another Associate Directors of the Office of Sponsored Programs's name) only in such cases that the Associate Directors of the Office of Sponsored Programs would be authorized to sign his or her own name on the agreement. In such cases, the

Associate Directors of the Office of Sponsored Programs will sign his or her own name on the Award Clearance, a copy of which will be maintained in the contract file.

B. The Director of the Office of Technology Management -

is authorized to execute the following standardized documents (any adjustments to the formats pre-approved by the Corporate Controller must be processed through the Corporate Controller):

1. Confidential / Proprietary Disclosure Agreements for Penn State Research Foundation (PSRF),
2. Materials Bailment Agreements, commercial or non-commercial,
3. Beta Test Agreements for PSU Software,

The following documents are approved for signature when they have been prepared by patent council acting on behalf of the University, who has been approved by the University's general counsel:

1. Confirmatory Instruments / Licenses to the US Government; and the following Patent related documents:
2. Small Entity Statement,
3. Appointment of Representative, Appointment of Agent, Power of Attorney, and Revocation of Power of Attorney,
4. Terminal Disclaimer, and

NOTE: The Director of the Office of Technology Management will maintain a master file of the standard contractual / agreement formats to compare the contracts to that are being reviewed. Any revisions from the standard must be reviewed and approved by the Corporate Controller.

C. The Department of Purchasing Services -

may approve the following:

1. Vendor Purchase Agreements up to \$1,000,000 according to [Policy BS07](#) when accompanied by an approved Purchase Requisition,
2. All non-financial contractual documents (such as volume buying agreements and other similar contracts) which do not obligate the University to any specific commitment, and
3. Equipment leases and maintenance agreements if the period covered is 12 calendar months or less, or involves a dollar amount up to and including \$25,000. (If over \$25,000 and in excess 12 calendar months, the contract must have a "Non-Funding Clause" [which releases the University from the contract in the event its annual appropriation from the Commonwealth is not forthcoming]).

NOTE: If an equipment lease agreement contains a clause indicating Penn State will comply with information reporting requirements of the Internal Revenue Code Section 149 (e) (mandating that the University file form 8038-G or form 8038-GC with the Internal Revenue Service), specific information is required. In these cases, the following information must be reported to the Tax Manager, 101 James M. Elliott Building, in order for the University to comply with IRS regulations and contract terms:

- Date interest begins to accrue,
- Number of years the lease will be outstanding,
- Effective rate of interest being paid,
- The item being leased,
- The purchase price of the item being leased, and
- Date lease was entered into.

If the issue price of the leased equipment is \$100,000 or more, such information must be reported to the Tax Manager by the end of the calendar **quarter** during which the lease was issued. If the issue price of the leased equipment is less than \$100,000, such information must be reported to the Tax Manager, 101 James M. Elliott Building, by the end of the calendar year during which the lease was issued.

D. Other individuals or titles named specifically by the Senior Vice President for Finance and Business / Treasurer -

to approve the following documents (a record of the delegation must be on file in the Office of the Corporate Controller). Any revisions to the standard formats must be reviewed by the Office of General Counsel and all other appropriate University offices, including Risk Management, and submitted to the Corporate Controller for final resolution and signature.

NOTE: The Office of Risk Management is to be involved with the formulation of the standard formats of the following contracts because of the potential liabilities faced by the University.

1. **University Standardized Entertainment Agreements** - Standardized contract forms that must be the only contract used for amounts of \$10,000 and under. These standard contract forms include the Master Entertainment Agreement, Instructor/Referee Agreement, Speaker Agreement, Disc Jockey Agreement and Stage, Sound and Lighting Agreement. The dollar limit for designated signers is \$10,000. However, regardless of the dollar amount of the Agreement, if one of the following conditions apply, there shall be no designated signers, the Agreement must be submitted to the Office of Risk Management for review and approval, and the Corporate Controller or one of the Assistant Treasurers must approve and sign the Agreement:
 - a. The Artist has attached an addendum/rider which impacts on or changes the meaning/wording of the Agreement in regards to the legal sections such as the Artist's Status As An Independent Contractor, Liability, Law/Ordinances, Security, Audience Participation, and Governing Law. In addition, any added wording that the University or Sponsor will provide individuals to assist the Artist in the performance itself or in the handling of the Artist's equipment.
 - b. An Agreement involves fireworks, lasers, or wild (or unusual) animals. All of these activities must first be cleared by the University's Office of Environmental Health & Safety (EHS) before the Agreement is sent to the Office of Risk Management.
 - c. An Agreement which involves the use, or presence on University premises, of equine animals. These activities must also first be cleared by the University's Office of Environmental Health & Safety (EHS) before the Agreement is sent to the Office of Risk Management. All pony rides are specifically prohibited for health reasons.
 - d. An Agreement for the performance of a hypnotist.

For the following agreements, there is no dollar limit for designated signers. However, regardless of the dollar amount of the agreement, if there are changes to

the Agreement or any addendums/riders attached by the presenter/artist, then the Agreement must be submitted to the Office of Risk Management for review and approval, and the Corporate Controller or one of the Assistant Treasurers must approve and sign the Agreement:

- **University Scholar Agreement** - standardized contract form used to formalize arrangements with individuals who will be speaking or presenting at Penn State - whether in the classroom, seminars or conferences. It provides protections for the University and the individual and also explicitly indicates permission or not to record or broadcast a presentation.
- **HUB-Robeson Exhibition Agreement** – standardized contract form used for artists displaying artwork in the HUB-Robeson galleries.
- **Music at Penns Woods Musician Agreement** – standardized contract form used for musicians performing with Music at Penns Woods.

2. **Affiliation Agreements** - These agreements are generally non-financial in nature and serve the purpose of facilitating relationships with community service organizations (e.g., hospitals, educational institutions, etc.) for student internships, student teaching, technical preparatory programs, etc. These agreements frequently address standard terms, such as liability, insurances, supervision, scope of activities, etc., often using standard contract language. Delegation of authority is possible to the cognizant University administrator (a College Dean for example), so long as Penn State University-supplied standard agreement forms are used which have been approved by the Senior Vice President for Finance and Business / Treasurer and are on record with the Corporate Controller. Any alterations made by the Host Site to the University-supplied form must be submitted to the Office of General Counsel who will then send the form to the Corporate Controller for final signature. If the Host Site insists on using its own agreement rather than the University's, then the individual Host Site agreement must be submitted by the Academic or Administrative Department to the Office of General Counsel for review and they will forward the form to the Corporate Controller for final signature. The address for the Office of General Counsel is as follows: Office of General Counsel

The Pennsylvania State University
108 Old Main
University Park, PA 16802

3. **Athletic Contracts** -

- a. **Athletic Competitions** - Routine contracts for athletic competition between Penn State and other institutions where there are no financial obligations (i.e. guarantees or cancellation penalties) or liability related clauses (i.e. indemnification, insurance, governing law, legal venue, limitation of liability), may be signed by the Athletic Director or his or her designee for University Park events. At all other campuses, the Athletic Director may sign a non-financial agreement for an athletic competition with another University using the standard format pre-approved by the Corporate Controller. All financial and other business related changes to the standard format must be reviewed by the Office of Risk Management and submitted to the Corporate Controller for signature.
- b. **Concession Agreements** - Athletic Concession Agreements for football games at Beaver Stadium, using the standard format pre-approved by the Corporate Controller, may be signed by the Athletic Director. If there are any changes to the agreement, the agreement must be processed through Risk Management for review and submitted to the Corporate Controller for signature.

NOTES:

Contracts for the use of facilities are non-routine, even if no fee is charged by the owner, and must be forwarded to the Office of Risk Management for processing.

Arrangements for use of non-Penn State facilities must be reviewed by the Office of Risk Management before approval by the Corporate Controller.

4. **Penn State Press** - Contracts using the standard formats pre-approved by the Corporate Controller may be approved by the Director of the University Press. If any non-technical business terms, including the liability / insurance language, are changed, the contracts must be processed through Risk Management for review, and the Corporate Controller for approval.

5. **Program Funding Memorandums of Understanding** - Standardized Program Funding Memorandums of Understanding between the local County Extension Associations and the University that involve individual awards of \$10,000 or less may be approved by the Director of Cooperative Extension together with the Financial Officer for the College of Agricultural. Any agreements which are non-standard or exceed \$10,000 are to be processed through the Office of Sponsored Programs. Additionally, any adjustments to the formats of the standardized documents must be reviewed and approved by the Office of the Corporate Controller.
NOTE: The Office of Risk Management need not be involved with the formulation of the standard formats of the following contracts, except as noted:
6. **"Insertion Orders" in University Publications** - and all advertising contracts or agreements between departments or offices of the University and clients who wish to purchase space to display advertisements in University publications must be signed only by the Office of the Executive Director of University Relations. This represents a delegation of such authority for only this specific type of contract. In addition, the original language of all such contracts or agreements must be approved through the Corporate Controller. For information regarding the content of the advertising material, see University [Policy AD08](#). All other advertising contracts are to be sent to the office of the Corporate Controller for signature.
NOTE: Insertion orders to publications OUTSIDE the University must be reviewed by Risk Management and comply with Policies [AD08](#), [AD61](#), and [HR33](#).

7. **Revocable Nonexclusive License To Use Certain Indicia of the University** - When licensees desire to capitalize on the various indicia of the University in the production of their respective products, and use the standardized format approved by the Corporate Controller, these contracts may be approved by the Coordinator of the Licensing Program.
NOTE: Each year that these are renewed, new insurance certificates are required from the licensee. These insurance certificates must be reviewed by Risk Management before the license can be renewed.

8. **Tuition Payment Awards** - Standard agreements awarded under a Non-Financial Master Training Agreement approved by the Office of Sponsored Programs, other standard tuition payment awards which have been previously approved by the Office of Sponsored Programs, or modifications to the above which amend or supplement the award amounts, change time periods, alter course numbers, or other non-substantive changes.

9. **Standardized Licensing Agreements for the Bryce Jordan Center** - May be approved by the General Manager of the Bryce Jordan Center. Any agreements which do not match the approved standardized version must be approved by the Corporate Controller.

10. **Insurance Documents** - Standardized insurance documents may be approved by the University Risk Officer. Such authority shall include insurance applications, endorsements, and coverage option elections.
11. **Contracts for Outside Legal Services** - General Counsel is authorized to sign contracts for legal services provided by outside counsel.
12. **Memorandums of Agreement for Continuing Education Training Programs Provided by Commonwealth Campuses** - Standardized Memorandums of Agreement, pre-approved by the Office of the Corporate Controller in Consultation with the Office of General Counsel, may be signed by the Continuing Education Director or the Chancellor of the respective campus. If there are any changes to the agreement, the agreement must be processed through Risk Management for review and submitted to the Corporate Controller for signature.

E. Electronic Agreements

Any agreements that are required to be accepted online must be reviewed by the Office of Risk Management and submitted to the Corporate Controller for the signature process. The Corporate Controller or Assistant Treasurer will approve acceptance of the agreement and instruct the appropriate individual to accept the agreement electronically on behalf of the University. This one-time approval from the Office of the Corporate Controller to electronically accept the agreement must be made in writing and will be maintained in the contract file as evidence of the University's acceptance of the agreement.

Subject to the exclusions below, employees are hereby delegated the authority to accept electronic terms and conditions of software/software-as-a-service and application (referred to as "Software") agreements, whether free or procured through use of the Purchasing Card or otherwise where, as defined within University Policy [AD71](#), to the extent that only "Public" or "Internal/Controlled" data will be used or stored within the Software. If an employee accepts such terms, and there is a breach of data or other claim/damages which cause expense to the University, all such resulting expenses shall be borne by the unit whose employee accepted the software/application's terms.

EXCLUSIONS: Employees are not permitted to accept such electronic terms and conditions without a full review by the Risk Management Office pursuant to the requirements of paragraph above if any of the following situations will occur:

1. If the Software or related support documentation or files are expressly identified by the vendor/provider as controlled under U.S. or foreign export laws or regulations;
2. If the Software, support documentation and/or associated data files will be installed or reside on any portable electronic device, such as a laptop or tablet computer, which will be taken on trips outside of the United States or such Software, support documentation and/or associated data files will be accessed remotely by the user while outside of the United States;
3. If foreign nationals will require access to the software for more than mere operational use of the Software (such as access to installation files and/or source code);
4. If the user intends to use the Software to manipulate, store or manage "Restricted" data (per University Policy [AD71](#));
5. If the use of the Software will generate revenue, regardless of method, for the University; or,
6. If the Software will exchange data with or integrate into any other existing University Information Technology resources or systems.

In order to assist faculty and staff in determining how Software Agreements should be processed, a [Software Agreement Decision Tool](#) has been developed which includes questions to determine if any of the above exclusions apply to the Software Agreement.

QUESTIONS/FURTHER INFORMATION:

Questions concerning any part of the above should be directed to the Office of the Corporate Controller, 408 Old Main, University Park. Telephone 814-865-1357.

CROSS REFERENCES:

[AD08](#) - Purchase of Advertising

[AD61](#) - University Marketing and Communications

[AD71](#) - Data Categorization

[ADG07](#) - Data Categorization Examples

[BS07](#) - Authority and Procurement

[FN11](#) - Contracts and Leases

[HR33](#) - Help Wanted Advertising

Most Recent Changes:

- November 8, 2018 - Subject Matter Expert added.

Revision History (and effective dates):

- April 17, 2018 - Corrected presentation of list items six and nine through twelve under part C. Upon migration the HTML anchors made these items appear as links.
- November 2, 2015- Under DELEGATIONS the "Other individuals or titles names specifically by the Senior Vice President for Finance and Business/Treasurer" has been updated to reflect current handling of applicable agreements. Likewise, the "Electronic Agreements" section has been updated to reflect the proper authority delegation and exceptions pertaining to agreements accepted online. A CROSS REFERENCE section has also been added.
- September 27, 2013 - Editorial changes. Addition of policy steward information, in the event that there are questions or requests for changes to the policy.
- July 25, 2013 - Editorial change; references to the Intellectual Property Office have been changed to the Office of Technology Management, as the Industrial Research Office (IRO) and the Intellectual Property Office (IPO) have merged to form the new Office of Technology Management.
- April 14, 2010 - Revisions to "Affiliation Agreements" in part D (Other Individuals or Titles Named Specifically by the Senior Vice President for Finance and Business / Treasurer) of the DELEGATIONS section, making the appropriate reference to the newly-created Office of

General Counsel and its role in the review of these agreements. In addition, part D has been expanded to include the category "Contracts for Outside Legal Services," authorizing the Office of General Counsel to sign contracts for legal services provided by outside counsel.

- March 18, 2010 - Editorial changes made to "Notes" in part A (The Associate VP for Research/Director, Office of Sponsored Programs and the Associate Directors of the Office of Sponsored Programs for amounts up to \$500,000)and part D (Other individuals or titles named specifically by the Senior Vice President for Finance and Business / Treasurer) of the DELEGATIONS section, making the appropriate reference to the newly-created Office of General Counsel and its role in the review of changes to agreement formats.
- December 21, 2009 - Revisions to the DELEGATIONS section: (1) major changes were made in section A, discussing the approval authority of those contracts/agreements delegated to the Associate VP for Research/Director and the Associate Directors of the Office of Sponsored Programs; (2) changes made in section D (Other individuals or titles named specifically by the Senior Vice President for Finance and Business / Treasurer), clarifying contract authority for Athletic Contracts; and (3), new section E, Electronic Agreements, was added to clarify the proper protocol for the approval of electronic agreements.
- August 3, 2009 - Revisions to DELEGATIONS section: (1) references to Assistant VP for Research/Director, the Office of Sponsored Programs have been changed to Associate VP for Research/Director, the Office of Sponsored Programs; (2) amounts changed from \$300,000 to \$500,000; (3) time frame for award changed from "per year or contract period" TO "per annual award amount."
- December 21, 2007 - Revisions have been made to Section D, Other individuals or titles named specifically by the Senior Vice President for Finance and Business/ Treasurer, to reflect that 3 separate agreements have been derived from the Master Entertainment Agreement for use as appropriate to their particular purpose.
- August 18, 2005 - Editorial changes to reflect that cross references to former policy AD10, "University Publications Program," have been replaced with the correct policy, that being policy AD61, " University Communications Through Advertising, Publications and Media Relations."
- August 15, 2005 - In accordance with the delegation authority granted by the resolution adopted by the Board of Trustees, the University Risk Officer has been added to the "Delegations" section of the policy, given authority to sign standardized insurance documents.
- August 25, 2004 - Program Funding Memorandums of Understanding in Agricultural Extension are now covered by this policy under the section D. OTHER INDIVIDUALS OR TITLES NAMED SPECIFICALLY BY THE SENIOR VICE PRESIDENT FOR FINANCE AND BUSINESS / TREASURER
- April 20, 2004 -
 - The limit for the use of the University Master Entertainment Agreement, and the limit for delegated persons to sign the document, have been increased from \$5,000 to \$10,000.
 - Restrictions that rescind approval delegation of the University Master Entertainment Agreement and require special review and Corporate Controller approval regardless of dollar amount of the Agreement under certain conditions have been changed.
 - "Assistant VP for Research/Director, Office of Sponsored Programs" changed to "Associate VP for Research/Director, Office of Sponsored Programs."
- September 17, 2001 -
 - Title of "Director of Office of Sponsored Programs" changed to "Assistant VP for Research/Director, Office of Sponsored Programs."

- The Associate Directors of Office of Sponsored Programs now allowed to approve/accept/acknowledge agreements/awards up to \$300,000.
- The responsibilities of the Associate Treasurer in this policy now performed by the Corporate Controller.
- Under Section B - The Director of the Intellectual Property Office: added the involvement of patent counsel to certain documents.
- Under Section C - The Department of Purchasing Services: the Tax Manager replaces the Assistant Manager of Financial Reporting for processing equipment lease agreements containing an IRS compliance clause.
- Under section D1 (University Master Entertainment Agreement), the dollar limit for designated signers was raised from \$3,000 to \$5,000.
- September 29, 2000 - Under the provisions for the University Master Entertainment Agreement, "wild animals" was added to the list of contracts requiring special review, AND the University Office of Environmental Health and Safety must now review in addition to Risk Management.
- January 24, 2000 -
 - Limit under Federal and Federal Flow-Through Bi-Lateral Grants, Contracts, Subcontracts, and Cooperative Agreements raised from \$300,000 to \$1,000,000.
 - Limit under Commonwealth of Pennsylvania Standard Agreements raised from \$150,000 to \$1,000,000.
 - Limit under Foundation and Non-Profit Agreements raised from \$150,000 to \$1,000,000.
 - Confidential / Proprietary Disclosure Agreements added to authority of the Director of Office of Sponsored Programs.
 - Title 'VP for Finance' changed to 'Senior VP for Finance and Business / Treasurer'.
 - Under section D, changed routing for revisions to the standard agreement formats.
 - Term 'entertainment industry contracts' changed to 'University Master Entertainment Agreement'.
 - University Master Entertainment Agreement must now be only contract used for amounts of \$5,000 and under Dollar limit for designated signers set to \$3,000 within specific conditions.
 - Any contracts for fireworks or involving the use of lasers must be reviewed by Risk Management.
 - Method for processing Affiliation Agreements has changed.
 - Minor editorial changes to approvals of athletic contracts.
 - Under 'Insertion Orders in University Publications,' approval changed from Office of the Assistant Vice President and Director to the Office of the Executive Director of University Relations.
 - Authority granted for approval of Tuition Payment Awards and for the Standardized Licensing Agreements for the Bryce Jordan Center.
 - Miscellaneous minor editorial changes.
- January 17, 2000 - Reference to PC02 changed to BS07.
- March 29, 1994 - New guideline.

Date Approved:

November 2, 2015

Date Published:

November 2, 2015

Effective Date: November 2, 2015