

MINUTES OF THE MEETING OF THE
EXECUTIVE AND COMPENSATION COMMITTEE
OF THE BOARD OF TRUSTEES OF THE UNIVERSITY OF LOUISVILLE

March 17, 2022

In Open Session

Members of the Executive and Compensation Committee of the University of Louisville Board of Trustees met in Rooms W116 and W117 of the Student Activities Center, Belknap Campus, both in-person and virtually at 2:34 p.m., with members present and absent as follows:

Present: Ms. Mary Nixon, Chair
Mr. Scott Brinkman
Dr. Raymond Burse
Ms. Diane Medley
Ms. Ugonna Okorie
Mr. Jim Rogers

Other Trustees

Present: Mr. Jerry Abramson
Dr. Larry Benz
Mr. Al Cornish
Ms. Diane Porter
Dr. David Schultz
Mr. John Smith
Ms. Sherrill Zimmerman

From the

University: Dr. Lori Gonzalez, Interim Vice President and University Provost
Dr. Gerry Bradley, Interim Provost
Dr. Gail DePuy, Interim Senior Vice Provost
Mr. Dan Durbin, Executive Vice President for Finance and Administration
Ms. Angela Curry, General Counsel and Vice President for Legal Affairs
Ms. Sandy Russell, Vice President for Risk, Audit, and Compliance
Ms. Mary Elizabeth Miles, Vice President for Human Resources
Dr. Michael Mardis, Vice President for Student Affairs & Dean of Students
Dr. Jasmine Farrier, Vice President for University Advancement
Mr. Rehan Khan, Vice President for Information Technology Services
Dr. Toni Ganzel, Vice President for Academic Medical Affairs
Mr. John Drees, Sr. Assoc. Vice President for Communications & Marketing
Mr. Mark Watkins, Sr. Associate Vice President for Operations, COO
Mr. John Karman, Executive Director of Communications
Ms. Beverly Santamouris, Treasurer
Mr. Jim Begany, Vice Provost for Strategic Enrollment Management
Ms. Sarah Lopez, Deputy Chief of Staff, Provost's Office

Mr. Chris Wooton, Director of Internal Communications
Ms. Kim Adams, Chief Information Security Officer
Ms. Jennifer Mudd, Director of Integrity and Compliance
Ms. Stacie McCutcheon, Privacy Officer
Ms. Cheri Jones, Director of Audit Services
Dr. Allison Ratterman, Director of the Office of Research Integrity
Dr. Avery Kolers, Professor and Interim Chair, Department of Philosophy
Lt. Colonel Jessica Murnock, Deputy Chief of Staff
Mr. Jake Beamer, Dir. of Governance & Strategic Initiatives & Asst. Secretary

From the UofL
Foundation: Mr. Keith Sherman, Executive Director

I. Call to Order

Chair Nixon called the roll. Having determined a quorum present, she called the meeting to order at 2:34 p.m.

Consent Agenda

The chair read the consent agenda as listed:

- **Approval of Minutes, 2-24-2022**
- **From the Governance, Trusteeship, & Nominating Committee, 3-17-2022**
 - **Revised Financial Transactions Policy**
- **From the Audit, Compliance, and Risk Committee, 3-17-2022**
 - **Single Audit Report**
 - **Reconsideration Requests**
 - **DesiCorp – Michael Menze**
 - **EndoProtech – Claudio Maldonado**
 - **FYTT, Inc. – Ernest Rimer**
 - **From the Academic and Student Affairs Committee, 3-17-2022**
 - **Master of Arts in Applied Philosophy**
 - **Personnel Matter**
 - **From the Finance Committee, 3-17-2022**
 - **Amendments to the Irvine and McGowan Endowments**
 - **Agreement with KYTC for Road Improvements**

Mr. Rogers made a motion, which Ms. Medley seconded, to approve the consent agenda.

The motion passed.

II. Executive Session

Dr. Burse made a motion, which Mr. Abramson seconded, to recess to executive session to discuss proposed or pending litigation pursuant to KRS 61.810(1)(c).

The motion passed the open meeting recessed at 2:35 p.m.

III. Open Meeting Reconvenes

The open meeting reconvened at 2:39 p.m. Chair Nixon reported the committee discussed proposed or pending litigation.

No action was taken.

IV. Report of the Chair

Chair Nixon reported that on February 11, the university issued an RFP for executive search firms for consulting services to assist in identifying and recruiting qualified candidates for the position of President of UofL.

A Board of Trustees Ad Hoc RFP Review Committee, comprised of the Executive Committee and the Constituency Representative Trustees, was appointed and received proposals through March 2.

On, March 14, the RFP Review Committee reviewed the submitted proposals and selected firms the board of trustees will interview at special meetings later in March. Following the interviews, a search firm will be selected and awarded a PSC - personal services contract.

The chair noted that presidential search timeline and major milestones for the search process, including listening tours, search committee members, position description, etc., will be determined once the search consultant has been identified.

Chair Nixon thanked the review committee members for their due diligence.

V. Adjournment

Having no other business to come before the committee, Mr. Abramson made a motion, which Ms. Zimmerman seconded, to adjourn.

The motion passed and the meeting adjourned at 2:42 p.m.

Approved by:


Signature on file _____
Assistant Secretary

MINUTES OF THE MEETING OF THE
EXECUTIVE AND COMPENSATION COMMITTEE
OF THE BOARD OF TRUSTEES OF THE UNIVERSITY OF LOUISVILLE

March 17, 2022

In Executive Session

Present: Ms. Mary Nixon, Chair
Mr. Scott Brinkman
Dr. Raymond Burse
Ms. Diane Medley
Ms. Ugonna Okorie
Mr. Jim Rogers

Other Trustees

Present: Mr. Jerry Abramson
Dr. Larry Benz
Mr. Al Cornish
Ms. Diane Porter
Dr. David Schultz
Mr. John Smith
Ms. Sherrill Zimmerman

From the
University: Dr. Lori Gonzalez, Interim Vice President and University Provost
Dr. Gerry Bradley, Interim Provost
Ms. Angela Curry, General Counsel and Vice President for Legal Affairs
Mr. Jake Beamer, Dir. of Governance & Strategic Initiatives & Asst. Secretary

I. Call to Order

Chair Nixon called the executive session to order at 2:35 p.m.


II. Proposed or Pending Litigation

Vice President Curry discussed with trustees proposed or pending litigation.

III. Adjournment

Ms. Okorie made a motion, which Mr. Brinkman seconded, to adjourn the executive session. The motion passed and session adjourned at 2:38 p.m.

Approved by:


Signature on file _____
Assistant Secretary

RECOMMENDATION TO THE BOARD OF TRUSTEES OF THE UNIVERSITY OF LOUISVILLE REGARDING UNIVERSITY FINANCIAL TRANSACTIONS

Governance, Trusteeship, and Nominating Committee – March 17, 2022
Executive and Compensation Committee – March 17, 2022

RECOMMENDATION:

The President recommends the adoption of the following amendments to board’s Financial Transactions (Spending) Policy, which defines the University financial matters that must be brought before the Board of Trustees.

- II. Approval of Financial Transactions: Consistent with the President’s responsibility under Section 2.1.2 of the *Redbook* for recommending major actions to the Board of Trustees for final action, the President is responsible for recommending to the appropriate Board of Trustees committees and, as appropriate, to the full Board of Trustees for review and approval the following financial transactions:
 - (a) Any bank or bond sourced financing transaction in the amount of \$500,000 or greater and a duration of five (5) years or greater.
 - (d) The acquisition or disposition of property by lease/purchase arrangement when the transaction involves an annual rental of over \$250,000 per year and a duration of five (5) years or more. Any such transactions will be reported to the appropriate Board of Trustees Committee at its next regular meeting.

BACKGROUND:

Redlined and clean copies of the policy are attached.

The proposed amendments allow for continued governance and transparency of significant transactions that involve debt while providing flexibility to enter into lease/purchasing arrangements that arise during the normal course of business.

COMMITTEE ACTION:

Passed X
Did Not Pass _____
Other _____

____ Signature on file _____
Assistant Secretary

BOARD ACTION:

Passed X
Did Not Pass _____
Other _____

____ Signature on file _____
Assistant Secretary

REDLINED

RECOMMENDATION TO THE BOARD OF TRUSTEES OF THE UNIVERSITY OF LOUISVILLE
REGARDING UNIVERSITY FINANCIAL TRANSACTIONS

Governance, Trusteeship, and Nominating Committee – April 18, 2019
Board of Trustees – April 18, 2019

RECOMMENDATION:

The Chair of the Ad Hoc Committee on Board Governance recommends adoption of the following Board policies defining University financial matters that must be brought before the Board of Trustees:

- I. Approval of Annual Budget: The President is responsible under Section 2.1.2 of the Redbook for preparing and recommending to the appropriate Board of Trustees committees and, as appropriate, to the full Board of Trustees an annual University budget for review and approval.

- II. Approval of Financial Transactions: Consistent with the President's responsibility under Section 2.1.2 of the Redbook for recommending major actions to the Board of Trustees for final action, the President is responsible for recommending to the appropriate Board of Trustees committees and, as appropriate, to the full Board of Trustees for review and approval the following financial transactions:
 - (a) Any bank or bond sourced ~~long-term debt~~ financing transaction in the amount of \$500,000 or greater and a duration of five (5) years or greater.
 - (b) Capital projects that involve University-owned land or which are for the University's use when the estimated cost of acquisition, construction, reconstruction, improvement, or structural maintenance is estimated at \$500,000 or more, regardless of fund source, except in the case of an expenditure determined by the President to be necessary because of an emergency (e.g., natural disaster or unforeseen mechanical, electrical, or structural breakdown that makes a facility or structure unusable.) Expenditures over the \$500,000 threshold that are made in response to an emergency shall be initiated in consultation with the Board Chair, when circumstances make that possible, and shall be reported to the Board at its next meeting.
 - (c) Changes in scope of an approved University capital project that exceed five percent (5%)
 - (d) The acquisition or disposition of property by lease/purchase arrangement when the transaction involves an annual rental of over \$250,000 per year and a duration of ~~or a term longer than~~ five (5) years or more. Any such transactions will be reported to the appropriate Board of Trustees Committee at its next regular meeting.
 - (e) Disposition of an interest in University real property, other than via lease, for a total amount in excess of \$500,000.
 - (f) The award of any compensation, including base salary; bonuses; housing, car, club or similar allowances or stipends; or deferred compensation to the University President and Executive Vice Presidents.
 - (g) Financial transactions not provided for in the annual operating budget with a value in excess of \$250,000, including loans, guarantees, or fund transfers of any kind from the University to another person or organization, including an affiliated or related entity.

The President or the President's designees shall have the authority to approve all financial transactions not requiring prior approval by the Board of Trustees. Any question about whether a particular transaction requires Board approval should be directed to the Board Chair and the University's General Counsel.

REDLINED

III. Periodic Reporting Regarding Financial Matters: The President or his designee(s) shall report to the appropriate Board of Trustees committees and, as appropriate, to the full Board no less than quarterly on the University’s financial status, including a budget-to-actual analysis.

The full Board of Trustees and appropriate Board of Trustees committees shall receive a report annually on: (a) the University’s audited annual financial reports; (b) a budget-to-actual analysis; (c) the financial support provided by the University of Louisville Foundation, Inc. and its affiliates; (d) the status of the University’s long-term debt obligations; (e) any change in the rating or outlook assigned to the University’s debt by any rating agency; (f) the receipt of gifts and pledges; (g) the total compensation (including all fund sources) of the top fifty highest paid employees of the University, excluding faculty members in the School of Medicine; (h) the total compensation (including all fund sources) of: (i) the President, (ii) any Vice President reporting directly to the President, or (iii) any Dean reporting directly to the Executive Vice President and Provost, to the extent such individuals are not already included in the report required by subparagraph (g); (i) the University’s strategies for managing cash and short-term investment funds; and (j) the status of those matters approved by the Board pursuant to Section II above during the prior twelve months.

The Board shall request from the Chair of the Foundation Board a report no less than quarterly on: (I) the Foundation’s primary activities in support of the University; (II) the Foundation’s financial status, (III) a budget-to-actual analysis; and (IV) the Foundation’s investment performance.

BACKGROUND:

The Board of Trustees is a body corporate, under the name of Board of Trustees of the University of Louisville, with the usual corporate powers, and possessing all the authorities, immunities, rights, privileges, and franchises usually attaching to the governing bodies of Kentucky public higher educational institutions. It may receive, retain and administer, on behalf of the University, subject to the conditions attached, all revenues accruing from endowments, appropriations, allotments, grants or bequests, and all types of property, pursuant to KRS 164.830.

This resolution responds to SACSCOC Core Requirement 2.2 and Comprehensive Standard 3.10.3 and recommendations offered by the Kentucky Auditor of Public Accounts in the December 14, 2016 Report on the Examination of the Governance of the University of Louisville Foundation and its Relationship to the University of Louisville.

COMMITTEE ACTION:

Passed _____
Did Not Pass _____
Other _____

BOARD ACTION:

Passed _____
Did Not Pass _____
Other _____

Assistant Secretary

Assistant Secretary

*Approved March 16, 2017

*Revised and approved April 18, 2019

*Revised and approved March 17, 2022

RECOMMENDATION TO THE BOARD OF TRUSTEES OF THE UNIVERSITY OF LOUISVILLE
REGARDING UNIVERSITY FINANCIAL TRANSACTIONS

Governance, Trusteeship, and Nominating Committee – April 18, 2019
Board of Trustees – April 18, 2019

RECOMMENDATION:

The Chair of the Ad Hoc Committee on Board Governance recommends adoption of the following Board policies defining University financial matters that must be brought before the Board of Trustees:

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 - (a) Any bank or bond sourced financing transaction in the amount of \$500,000 or greater and a duration of five (5) years or greater.
 - (b) Capital projects that involve University-owned land or which are for the University's use when the estimated cost of acquisition, construction, reconstruction, improvement, or structural maintenance is estimated at \$500,000 or more, regardless of fund source, except in the case of an expenditure determined by the President to be necessary because of an emergency (e.g., natural disaster or unforeseen mechanical, electrical, or structural breakdown that makes a facility or structure unusable.) Expenditures over the \$500,000 threshold that are made in response to an emergency shall be initiated in consultation with the Board Chair, when circumstances make that possible, and shall be reported to the Board at its next meeting.
 - (c) Changes in scope of an approved University capital project that exceed five percent (5%)
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 - (e) Disposition of an interest in University real property, other than via lease, for a total amount in excess of \$500,000.
 - (f) The award of any compensation, including base salary; bonuses; housing, car, club or similar allowances or stipends; or deferred compensation to the University President and Executive Vice Presidents.
 - (g) Financial transactions not provided for in the annual operating budget with a value in excess of \$250,000, including loans, guarantees, or fund transfers of any kind from the University to another person or organization, including an affiliated or related entity.

The President or the President's designees shall have the authority to approve all financial transactions not requiring prior approval by the Board of Trustees. Any question about whether a particular transaction requires Board approval should be directed to the Board Chair and the University's General Counsel.

CLEAN

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This resolution responds to SACSCOC Core Requirement 2.2 and Comprehensive Standard 3.10.3 and recommendations offered by the Kentucky Auditor of Public Accounts in the December 14, 2016 Report on the Examination of the Governance of the University of Louisville Foundation and its Relationship to the University of Louisville.

COMMITTEE ACTION:
Passed _____
Did Not Pass _____
Other _____

BOARD ACTION:
Passed _____
Did Not Pass _____
Other _____

Assistant Secretary

Assistant Secretary

*Approved March 16, 2017
*Revised and approved April 18, 2019
*Revised and approved March 17, 2022

RECOMMENDATION TO THE AUDIT, COMPLIANCE, AND RISK COMMITTEE
OF THE UNIVERSITY OF LOUISVILLE BOARD OF TRUSTEES CONCERNING
THE SINGLE AUDIT REPORT

Audit, Compliance, and Risk Committee – March 17, 2022
Executive and Compensation Committee – March 17, 2022

RECOMMENDATION:

The President recommends that the Board of Directors approve the Single Audit Report and the Schedule of Expenditures of Federal Awards for the year ended June 30, 2021, as presented under Governmental Accounting Standards Board (GASB) 34, as [attached](#).

COMMITTEE ACTION:

Passed _____
Did Not Pass _____
Other _____

Signature on file _____
Assistant Secretary

BOARD ACTION:

Passed _____
Did Not Pass _____
Other _____

Signature on file _____
Assistant Secretary

**UNIVERSITY OF LOUISVILLE
AND AFFILIATED CORPORATIONS**

**SINGLE AUDIT REPORTS AND THE
SCHEDULE OF EXPENDITURES
OF FEDERAL AWARDS**

YEAR ENDED JUNE 30, 2021



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**UNIVERSITY OF LOUISVILLE
AND AFFILIATED CORPORATIONS
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**UNIVERSITY OF LOUISVILLE AND AFFILIATED CORPORATIONS
SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS
YEAR ENDED JUNE 30, 2021**

Federal Grant or Program Title	Federal Assistance Listing Number	Pass Through Entity #	Fiscal 2021 Expenditures	Amount Provided to Subrecipients
STUDENT FINANCIAL AID CLUSTER				
UNITED STATES DEPARTMENT OF EDUCATION				
Federal Supplemental Educational Opportunity Grants	84.007		\$ 1,498,231	\$ -
Federal Work Study Program	84.033		483,920	-
Federal Perkins Loan Program	84.038		5,624,732	-
Federal Pell Grant Program	84.063		21,335,812	-
William D. Ford Federal Direct Loan Program	84.268		147,146,887	-
Teacher Education Assistance for College and Higher Education Grants (TEACH Grants)	84.379		170,734	-
SUBTOTAL UNITED STATES DEPARTMENT OF EDUCATION			<u>176,260,316</u>	<u>-</u>
DEPARTMENT OF HEALTH AND HUMAN SERVICES				
Health Professions Student Loans, Including Primary Care Loans and Loans for Disadvantaged Students	93.342		10,787,558	-
Nursing Student Loans	93.364		19,529	-
SUBTOTAL DEPARTMENT OF HEALTH AND HUMAN SERVICES			<u>10,807,087</u>	<u>-</u>
TOTAL STUDENT FINANCIAL AID CLUSTER			<u>187,067,403</u>	<u>-</u>
RESEARCH AND DEVELOPMENT CLUSTER				
DEPARTMENT OF AGRICULTURE				
Agriculture and Food Research Initiative (AFRI)	10.310	2018-67012-32499	10,845	-
SUBTOTAL DEPARTMENT OF AGRICULTURE			<u>10,845</u>	<u>-</u>
DEPARTMENT OF COMMERCE				
Measurement and Engineering Research and Standards	11.000	1333LB19C0000041	9,569	-
Economic Adjustment Assistance	11.307	ED21HDQ3070047	4,570	-
SUBTOTAL DEPARTMENT OF COMMERCE			<u>14,139</u>	<u>-</u>
DEPARTMENT OF DEFENSE				
Department of Defense Contracts				
Through University of Pittsburgh	12.000	0055964-7	49,004	-
Through University of Pittsburgh	12.000	0061688-7	17,352	-
Through Mound Laser & Photonics Center, Inc.	12.000	FA8650-13-C-5021	(6,202)	-
Through Ceramics Composites and Coatings Company	12.000	1501	403	-
Through InfoBeyond Technology LLC	12.000	Estreaming: Dynamic	(724)	-
Through QuesTek Innovations LLC	12.000	PO: 1675	79,988	-
Through NextGen Aeronautics	12.000	PO 19-01	52,820	-
Through Advanced Technology International	12.000	MCDC2006-010	1,751,516	40,527
Through Technical Data Analysis, Inc.	12.000	AJ.1403.010.UL.19.01	113,706	-
Basic and Applied Scientific Research				
Through U.S. Office of Naval Research	12.300	N00014-20-1-2370	175,425	-
Through Texas Research Institute Austin, Inc.	12.300	N6833520C0190	39,518	-
Through Technical Data Analysis, Inc.	12.300	2116-001-01	29,952	-
Basic Scientific Research - Combating Weapons of Mass Destruction	12.351	HDTRA1-15-1-0027	40,442	39,843
Military Medical Research and Development				
Through Christopher & Dana Reeve Foundation	12.420	CTN 7,8,9	22,175	-
Through Drexel University	12.420	940011	21,640	-
Through Feinstein Institute of Medical Research	12.420	500717UL	(3,708)	-
Through Fox Chase	12.420	W81XWH1810638-UL	82,680	-
Through Henry Jackson Foundation	12.420	66495	18,699	-
Through Kessler Med Rehab Research and Edu Corp	12.420	435-01	25,715	-
Through Miami University	12.420	G03178	27,248	-
Through U.S. Army Med Research Acq Activity	12.420	W81XWH	1,334,540	10,187
Through U.S. Department of Defense	12.420	W81XWH	1,528,590	-
Through University of Kentucky Research Foundation	12.420	320000327120305 78...5325	57,548	-
Through University of Miami	12.420	OS00000029	52,905	-
Through University of Missouri	12.420	W81XWH1520037	30,949	-
Basic Scientific Research				
Through U.S. Army	12.431	W911NF-13-1-0066	(19,756)	-
Through Army Research Office	12.431	W911NF-14-1-0589	24,989	-
Through QinetiQ Inc.	12.431	48408	130,703	-
Through U.S. Department of Defense	12.431	W911NF2010063	185,893	-
SUBTOTAL DEPARTMENT OF DEFENSE			<u>5,864,010</u>	<u>90,557</u>

See accompanying Notes to Schedule of Federal Awards.

**UNIVERSITY OF LOUISVILLE AND AFFILIATED CORPORATIONS
SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS
YEAR ENDED JUNE 30, 2021**

Federal Grant or Program Title	Federal Assistance Listing Number	Pass Through Entity #	Fiscal 2021 Expenditures	Amount Provided to Subrecipients
DEPARTMENT OF INTERIOR				
Bureau of Ocean Energy Management (BOEM) Environmental Studies (ES) Through Oregon State University	15.423	DI132A-B	\$ 8,240	\$ -
SUBTOTAL DEPARTMENT OF INTERIOR			<u>8,240</u>	<u>-</u>
DEPARTMENT OF JUSTICE				
Department of Justice Contract through Ohio Valley Education Cooperative	16.000	2019-YS-BX-0033	27,397	-
National Institute of Justice Research, Evaluation, and Development Project Grants	16.560		252,820	-
Through U.S. Dept. of Justice	16.560	2018-VA-CX-0003	85,489	-
Through Eastern Kentucky University	16.560	EKU 06-196	179	-
Through Ky. Dept. of Corrections	16.560	PON2 527 18000009391	(3)	-
Through Ky. Dept. of Corrections	16.560	PON2 527 2000003950	85,010	-
Through Vanderbilt University	16.560	UNIV59385	37,622	-
B - Cooperative Agreements of Justice Bureau of Justice Assistance Through State of Kentucky	16.833	PON2 040 18000010891	19,135	-
Comprehensive Opioid Abuse Site-Based Program Bureau of Justice Assistance B - Cooperative Agreements, B - Project Grants Through Louisville/Jefferson Cty Metro Government	16.838	Louisville Law Enforcemen	(485)	-
SUBTOTAL DEPARTMENT OF JUSTICE			<u>507,164</u>	<u>-</u>
DEPARTMENT OF TRANSPORTATION				
Federal Highway Administration through National Academy of Science National Priority Safety Programs	20.000	NCHRP-217	61,982	-
Through Kentucky Transportation Cabinet	20.616	PON2 605 2100000626	19,661	655
University Transportation Centers Program Through Marshall University Research Corporation	20.701	RC-P1300354	(19,235)	-
SUBTOTAL DEPARTMENT OF TRANSPORTATION			<u>62,408</u>	<u>655</u>
NATIONAL AERONAUTICS AND SPACE ADMINISTRATION				
NASA Contracts	43.000	NNX16AC59G	184,616	-
Through University of Kentucky Research Foundation	43.000	3210000183-16-119	(95)	-
Through Space Telescope Science Institute	43.000	HST-GO-15107.001-A	330	-
Through Space Telescope Science Institute	43.000	HST-AR-15008.008-A	24,146	-
Through University of Kentucky Research Foundation	43.000	3049026282-21-276	9,460	-
Through Techshot	43.000	NNX16CM34P	(113)	-
Through CFD Research Corporation	43.000	20160362	155	-
Through Techshot	43.000	80HQTR18C0032	10	-
Aerospace Education Services Program				
Through Columbia University	43.001	1(GG013215)	21,625	-
Through NASA-AMES University Consortium	43.001	80NSSC21K0089	15,843	-
Through National Aeronautics and Space Adm	43.001	1596617	17,715	-
Through National Aeronautics and Space Adm	43.001	1596524	2,398	-
Office of Stem Engagement (OSTEM)				
Through University of Kentucky Research Foundation	43.008	3200001466-18-042	193	-
Through University of Kentucky Research Foundation	43.008	320000161-16-230	2,486	-
Through Kentucky Space Grant Consortium	43.008	3048112787-19-236	1,107	-
Through University of Kentucky Research Foundation	43.008	3200002377-20-037	5,180	-
Through University of Kentucky Research Foundation	43.008	3200003207-21-073	27,685	-
Through University of Kentucky Research Foundation	43.008	3210001706-21-111	24,813	-
Through University of Kentucky Research Foundation	43.008	3210001706-21-074	29,763	-
Through University of Kentucky Research Foundation	43.008	3210001706-21-071	5,711	-
Through University of Kentucky Research Foundation	43.008	3200003095-21-068	20,564	-
Through University of Kentucky Research Foundation	43.008	3210001706-21-072	2,321	-
Through University of Kentucky Research Foundation	43.008	3200003095-21-047	20,703	-
Through National Institute of Aerospace	43.008	C20-202032-UofL	48,113	-
Space Technology				
Through National Aeronautics and Space Adm	43.012	80NSSC18K1664	12,427	-
Through National Aeronautics and Space Adm	43.012	80NSSC18K1664	85,464	-
Through National Aeronautics and Space Adm	43.012	80NSSC21K0359	214,282	-
SUBTOTAL NATIONAL AERONAUTICS AND SPACE ADMINISTRATION			<u>776,902</u>	<u>-</u>

See accompanying Notes to Schedule of Federal Awards.

UNIVERSITY OF LOUISVILLE AND AFFILIATED CORPORATIONS
SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS
YEAR ENDED JUNE 30, 2021

Federal Grant or Program Title	Federal Assistance Listing Number	Pass Through Entity #	Fiscal 2021 Expenditures	Amount Provided to Subrecipients
NATIONAL SCIENCE FOUNDATION				
National Science Foundation Contract	47.000	2031008	\$ 223,805	\$ -
Engineering Grants	47.041		2,907,039	406,974
Through Ohio State University	47.041	60063968	1,289	-
Through University of California, San Diego	47.041	125918479	197,802	-
Mathematical and Physical Sciences	47.049	1855972	741,947	-
Through Ball State University	47.049	G1108-UL	7,191	-
Geosciences	47.050	1953791	247,654	-
Computer and Information Science and Engineering	47.070	1838808	558,677	7,127
Through Michigan State University	47.070	RC112122A	9,212	-
Biological Sciences	47.074	1655346	62,834	10,950
Through Florida International University	47.074	316	1,709	-
Social, Behavioral, and Economic Sciences	47.075	1658608	149,107	26,130
Education and Human Resources	47.076	1900456	966,690	-
Through Tennessee Tech University	47.076	1601587	(81)	-
Through University of Kentucky Res. Fdn.	47.076	3200002015-19-040	44,056	-
Office of International Science and Engineering	47.079	1824851	5,881	-
Office of Integrative Activities	47.083	2033397	2,225	-
Through University of Kentucky Research Foundation	47.083	3200002692-20-027	1,171,263	-
SUBTOTAL NATIONAL SCIENCE FOUNDATION			7,298,300	451,181
DEPARTMENT OF VETERANS AFFAIRS				
Department of Veterans Affairs Contracts	64.000	IPA	248,162	-
Through Cognitive Medical Systems, Inc.	64.000	FF91F010-FEB7-481D-9399-8	13,719	-
Sharing Specialized Medical Resources	64.018	IPA	6,075	-
SUBTOTAL DEPARTMENT OF VETERANS AFFAIRS			267,956	-
ENVIRONMENTAL PROTECTION AGENCY				
Regional Wetland Program Development Grants	66.461	00D98019	91,787	15,118
Pollution Prevention Grants Program through State of Kentucky	66.708	PON212920200000033	3,230	-
Brownfields Training	66.814	TR-83579302	76,041	32,789
SUBTOTAL ENVIRONMENTAL PROTECTION AGENCY			171,058	47,907
DEPARTMENT OF ENERGY				
U.S. Department of Energy Contract				
Through Fermi National Accelerator Laboratory	81.000	670219	8,134	-
Through Brookhaven National Laboratory	81.000	364481	47,681	-
Office of Science Financial Assistance Program				
Through U.S. Dept. of Energy	81.049	DE-SC0019348	169,309	-
Through U.S. Dept. of Energy	81.049	DE-SC0021229	111,709	-
Through U.S. Dept. of Energy	81.049	DE-SC0021257	115,427	-
Conservation Research and Development	81.086	DE-EE0008866	392,662	-
Renewable Energy Research and Development				
Through EMC Corporation	81.087	DE-EE0008972	104,482	-
Through The Regents of the Univ of California	81.087	4450 G WA318	227,358	-
Through U.S. Dept. of Energy	81.087	DE-EE0008752	276,806	-
Fossil Energy Research and Development	81.089	DE-FE0031916	298,631	82,620
SUBTOTAL DEPARTMENT OF ENERGY			1,752,199	82,620
DEPARTMENT OF EDUCATION				
Department of Education Contracts				
Through American Institutes for Research	84.000	460400006	47,565	-
Through American Institutes for Research	84.000	460400006	14,144	-
Through Development Services Group, Inc.	84.000	9191990020D0005	11,063	-
Special Education Grants to States through Ky Dept of Education	84.027	PON2 540 2000003107	1,091,501	638,272
Education Research, Development and Dissemination				
Through Development Services Group, Inc.	84.305	ED-IES-15-D-0003	31,858	-
Research in Special Education				
Through Oregon Research Institute	84.324	R324A150221-17	78,226	-
Through U.S. Dept. of Education	84.324	R324A150179	240,863	215,614
Through U.S. Dept. of Education	84.324	R324A190173	233,326	-
SUBTOTAL DEPARTMENT OF EDUCATION			1,748,546	853,886

See accompanying Notes to Schedule of Federal Awards.

**UNIVERSITY OF LOUISVILLE AND AFFILIATED CORPORATIONS
SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS
YEAR ENDED JUNE 30, 2021**

Federal Grant or Program Title	Federal Assistance Listing Number	Pass Through Entity #	Fiscal 2021 Expenditures	Amount Provided to Subrecipients
DEPARTMENT OF HEALTH AND HUMAN SERVICES				
Department of Health and Human Services Contracts				
Through University of Alabama at Birmingham-BOT	93.000	000509729-006 16-0095Base	\$ (1,507)	\$ -
Through University of Alabama at Birmingham-BOT	93.000	000509729-006 16-0095Opt1	18,495	-
Through Duke Clinical Research Inst.	93.000	A034254	15,282	-
Through Duke Clinical Research Inst.	93.000	CE 01-120	742	-
Through NRG Oncology Foundation, Inc.	93.000	EA5142	9	-
Through ECOG-ACRIN Cancer Research Group	93.000	EA3161	18	-
Through Duke Clinical Research Inst.	93.000	NICHD-2012-CLIN01SAL	7	-
Through National Institutes of Health	93.000	75N95020P00214	5,002	-
Through National Institutes of Health	93.000	75N95020P00222	22,542	-
Through National Institutes of Health	93.000	75N94020P00904P0001	33,368	-
Through University of Kentucky Res. Fdn.	93.000	3200003702-21-179	16,270	-
Through National Institutes of Health	93.000	75N95020P00417	47,175	-
Through National Institutes of Health	93.000	75N95020P00471	6,251	-
Through National Institutes of Health	93.000	75N95021P00010	2,757	-
Through Centers for Disease Control	93.000	75D30121C10273	1,584,905	-
Through Janssen Vaccines & Prevention B.V.	93.000	VAC31518cov3001	288,238	-
Family Smoking Prevention and Tobacco Control Act Regulatory Research				
Through National Institutes of Health	93.077	5R01HL122676-05	2,880	-
Through National Institutes of Health	93.077	1R01HL147343-01	83,639	-
Through National Institutes of Health	93.077	5R01HL147343-02	457,102	-
Through National Institutes of Health	93.077	5R01HL147343-03	55,313	-
Through National Institutes of Health	93.077	3R01HL147343-01S1	95,812	-
Through National Institutes of Health	93.077	5R01HL147343-03	16,581	-
Through Boston University	93.077	4500003832	21,601	-
Through National American Heart Association	93.077	FX-ATRAC-UL1-03	5	-
Through National American Heart Association	93.077	FX-ATRAC-UL1-04	(6)	-
Blood Disorder Program: Prevention, Surveillance, and Research				
Through University of North Carolina	93.080	5112776	19,269	-
Healthy Marriage Promotion and Responsible Fatherhood Grants				
Through Department of Health & Human Serv	93.086	90FK0074-05-00	315,115	-
Food and Drug Administration Research	93.103	HHSF223201810171C	283,108	-
Through Duke University	93.103	PedMigraine 234691/240919	47	-
Maternal and Child Health Federal Consolidated Programs				
Through Texas Health Institute	93.110	Evaluation Services	46,849	-
Biological Response to Environmental Health Hazards	93.113	5R01ES019217-08	5,941,457	403,131
Through University of Alabama at Birmingham	93.113	000520645-SC001	94,326	-
Through University of Kansas Medical Center	93.113	GR15741	1,343	-
Through University of Kentucky Res. Fdn.	93.113	3200003227-20-293	25,316	-
Through University of Pittsburgh	93.113	AWD00002134 (134283-1)	42,165	-
Oral Disease and Disorders Research	93.121	5U01DE025833-05	3,161,178	292,695
Through Georgia Institute of Technology	93.121	RJ852-G1/AWD-101454-G3	186,785	-
Through University of Florida	93.121	UFDSP00012235	1,754	-
Through University of Mississippi Medical Center	93.121	SP13713	40,501	-
Through University of Mississippi Medical Center	93.121	SP14014-SB1	22,220	-
Injury Prevention and Control Research and State and Community Based Programs				
Through Centers for Disease Control	93.136	5U01CE002711-03	(3,040)	-
Through Centers for Disease Control	93.136	5U01CE002711-04-00	1,271,319	464,083
NIEHS Superfund Hazardous Substances_Basic Research and Education	93.143	5P42ES023716-04	2,145,982	92,503
Coordinated Services and Access to Research for Women	93.153	5H12HA24829-08-00	36,975	-
Human Genome Research				
Through National Institutes of Health	93.172	5R01HG009914-03	401,295	355,391
Through National Institutes of Health	93.172	1R01HG008988-01A1	248,526	-
Through HudsonAlpha Institute for Biotechnology	93.172	20000.044.02-01	(1,396)	-
Through HudsonAlpha Institute for Biotechnology	93.172	2000.044.03-01	73,911	-
Through HudsonAlpha Institute for Biotechnology	93.172	20000.044.03-01	(1,700)	-
Through HudsonAlpha Institute for Biotechnology	93.172	20000.044.03-01	117,262	-
Research Related to Deafness and Communication Disorders	93.173	2R01DC007176-12	960,880	-
Through University of Colorado Denver	93.173	FY20.1038.002	16,979	-
Through University of Kentucky Research Foundation	93.173	3200002435-20-002	9,189	-
Research and Training in Complementary and Alternative Medicine				
Through National Institutes of Health	93.213	1R01AT008617-01A1	225,235	-
Through National Institutes of Health	93.213	3R01AT008617-04S1	141,745	-
Through TherapyX, Inc.	93.213	1R43AT009800-01	12,480	-
Research on Healthcare Costs				
Through Agency for Healthcare Rsrch and Quality	93.226	1R18HS024047-01 Revised	26,066	-
Mental Health Research Grants	93.242	1R21MH119004-01A1	715,606	209,841
Through University of Pittsburgh	93.242	SUB#0005536	(445)	-
Substance Abuse and Mental Health Services_Projects of Regional and National Significance				
Through SAMHSA	93.243	5U79SM063218-04	152,695	-

See accompanying Notes to Schedule of Federal Awards.

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Federal Grant or Program Title	Federal Assistance Listing Number	Pass Through Entity #	Fiscal 2021 Expenditures	Amount Provided to Subrecipients
Through SAMHSA	93.243	5U79SM063218-05	\$ 225,647	\$ 286,759
Through SAMHSA	93.243	5H79SM081133-02	38,727	-
Through SAMHSA	93.243	5H79SM081133-03	70,617	-
Through SAMHSA	93.243	1H79TI082725-01	235,568	-
Through SAMHSA	93.243	1H79TI082725-02	19,624	-
Through Louisville/Jefferson Co Metro Government	93.243	Louisville Trauma Resilie	121,539	-
Through Louisville/Jefferson Co Metro Government	93.243	Louisville Trauma Resilie	110,992	-
Substance Abuse and Mental Health Services_Projects of Regional and National Significance				
Through Ky. Cabinet for Health & Family Services	93.251	SC-767-1800004697v1	(4,953)	-
Through Ky. Cabinet for Health & Family Services	93.251	PON2 767 2000003596	36,290	-
Occupational Safety and Health Research Grants				
Through University of Kentucky Res. Fdn.	93.262	3210001070-20-168	4,862	-
Alcohol Research Programs	93.273	5U01AA026225-04	4,595,606	416,607
Through University of Pittsburgh	93.273	AWD00002359 (134626-1)	81,659	-
Through Vanderbilt University	93.273	VUMC 64149	9,511	-
Through Vanderbilt University	93.273	VUMC 64149	134,452	-
Drug Abuse and Addiction Research Programs				
Through University of Florida	93.279	SUB00001998	8,934	-
Drug Abuse Research Programs				
Discovery and Applied Research for Technological Innovations to Improve Human Health	93.286	1R21HL132263-01A1	194,147	-
Minority Health and Health Disparities Research	93.307	1R41MD015915-01	76,799	-
Trans-NIH Research Support	93.310	3OT2OD024898-01S4	1,740,771	-
Through Duke University	93.310	A032486	3,723	-
Through Massachusetts General Hospital	93.310	229365	58	-
Through Massachusetts General Hospital	93.310	233284 4UH3OD023253-03	675	-
Through Massachusetts General Hospital	93.310	233284 4UH3OD023253-04	25,658	-
Through Massachusetts General Hospital	93.310	233284 - 5UH3OD023253-05	62,086	-
Through University of Arkansas	93.310	54005.000	23,350	-
Through University of Florida	93.310	SUB0002035	59,803	-
Through University of Kentucky Res. Fdn	93.310	3200002907-20-138	68,035	-
Through University of Kentucky Res. Fdn	93.310	3200003574-21-067	275,996	-
Through Vanderbilt University	93.310	VUMC 42921	(106)	-
Research Infrastructure Programs				
Through Emory University	93.351	A403226	132,556	-
Through National Institutes of Health	93.351	1S10OD026840-01A1	594,077	-
Construction Support through National Institutes for Health	93.352	1C06OD030129-01	141,688	-
Nursing Research	93.361	3R01EY026180-02S1	32,981	-
Through University of Kentucky Research Foundation	93.361	3200001034-19-012	14,214	-
Through University of Tennessee Hlth Science Ctr	93.361	19-2195-ULRF	548	-
Sickle Cell Treatment Demonstration Program through Carolinas Medical Center				
Through Atrium Health (was Carolinas Med Ctr)	93.365	6 U1EMC31108-0-01	4,247	-
Through Atrium Health (was Carolinas Med Ctr)	93.365	6 U1EMC31108-04-02	31,112	-
Cancer Cause and Prevention Research	93.393	1R01CA207538-01A1	179,643	9,639
Through Baylor College of Medicine	93.393	7000000530	1,292	-
Cancer Detection and Diagnosis Research	93.394	1R21CA229057-01	290,628	-
Through University of Massachusetts	93.394	OSP2016157	(1,793)	-
Cancer Treatment Research through National Institutes of Health	93.395	1R01CA213990-01	1,042,692	39,609
Through 3P Biotechnologies, Inc.	93.395	1R44CA221487-01	135,907	-
Through Alliance for Clinical Trials in Oncology	93.395	Z11102	(1,033)	-
Through Alliance for Clinical Trials in Oncology	93.395	A221505	17	-
Through Brigham & Women's Hospital	93.395	Alliance A151216	195	-
Through Children's Hospital of Philadelphia	93.395	APEC14B1	189	-
Through Children's Hospital of Philadelphia	93.395	AALL1732	428	-
Through FasCure Therapeutics LLC	93.395	1R41CA199956-01A1	(463)	-
Through NRG Oncology Foundation, Inc.	93.395	GOG-0281	586	-
Through NRG Oncology Foundation, Inc.	93.395	NRG-HN004	410	-
Through NRG Oncology Foundation, Inc.	93.395	RTOG1008	284	-
Through NRG Oncology Foundation, Inc.	93.395	RTOG 1216 RADIATION	24	-
Through NRG Oncology Foundation, Inc.	93.395	RTOG 1304	22	-
Through Southwest Oncology Group	93.395	ECOG E5204	613	-
Through Southwest Oncology Group	93.395	ECOG 1505	28	-
Through University of Rochester Medical Center	93.395	417564G/UR FAO GR510917	14,990	-
Cancer Biology Research	93.396	1R01CA193220-01A1	252,412	-
Through University of Nebraska Medical Center	93.396	34-5140-2063-001	17,511	-
Cancer Research Manpower	93.398	2R25CA134283-09	340,353	-
Cancer Control	93.399	NRG-GU005	190	-
CDC's National Network Approach to Preventing and Controlling Tobacco-related Cancers in Affordable Care Act Public Health Training Centers Program	93.431	3200003100-20-236	1,854	-

See accompanying Notes to Schedule of Federal Awards.

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Federal Grant or Program Title	Federal Assistance Listing Number	Pass Through Entity #	Fiscal 2021 Expenditures	Amount Provided to Subrecipients
Through Emory University	93.516	A176152	\$ 67	\$ -
Through Emory University	93.516	A338553	22,268	-
Temporary Assistance for Needy Families through Eastern Kentucky University	93.558	453933-21-117	98,182	-
Child Support Enforcement Research through Ky. Cabinet for Health & Family Services Assistance for Torture Victims	93.564	PON2 727 2100000919	124,739	-
Through Department of Health & Human Serv	93.604	90ZT0210-01-00	241,268	358,701
Through Department of Health & Human Serv	93.604	90ZT0210-02-00	194,670	-
Through Department of Health & Human Serv	93.604	90ZT0210-02-01 (Amend 1)	6,496	-
Children's Justice Grants to States				
Through University of Kentucky Research Foundation	93.643	3200002690-20-074	127	-
Child Welfare Services Training Grants				
Through University of Nebraska-Lincoln	93.648	24-0520-0288-003	154,898	-
Through University of Nebraska-Lincoln	93.648	24-0520-0249-003	279,840	-
Foster Care Title IV-E				
Through Eastern Kentucky University	93.658	453922-21-116	140,468	-
Chafee Foster Care Independence Program				
Through Eastern Kentucky University	93.674	453952-21-119	44,956	-
Medical Assistance Program				
Through KY Dept. for Medicaid Services	93.778	PON2 746 1900002946 1	(1,446)	-
Through KY Dept. for Medicaid Services	93.778	PON2 746 1900002946 1	30,101	-
Through Ky. Cabinet for Health & Family Services	93.778	SC7461900000170v1	(14,460)	-
Through Ky. Cabinet for Health & Family Services	93.778	PON2 746 2000004246	114,880	-
Through Ky. Cabinet for Health & Family Services	93.778	PON2 746 2000004011	176,220	-
Through Ky. Cabinet for Health & Family Services	93.778	PON2 746 2000003956	248,450	60,520
Through Ky. Cabinet for Health & Family Services	93.778	PON2 746 2000004008	106,222	-
Through Ky. Cabinet for Health & Family Services	93.778	PON2 746 2000004005	50,867	-
Through Ky. Cabinet for Health & Family Services	93.778	PON2 746 2000004003	76,215	-
Through Ky. Cabinet for Health & Family Services	93.778	PON27462000004035	99,738	-
Opioid STR				
Through Ky. Cabinet for Health & Family Services	93.788	PON2 746 2000004004	127,084	-
Heart and Vascular Diseases Research	93.837		6,873,249	446,502
Through Advanced Solutions Life Sciences, LLC	93.837	5R01HL131856-02	3,547	-
Through Boston University	93.837	4500003020.000	(913)	-
Through Boston University	93.837	4500003548.000	63,013	-
Through Boston University	93.837	4500003548.000	5,653	-
Through Brigham & Women's Hospital	93.837	5U01HL101422-03	4	-
Through Brigham & Women's Hospital	93.837	121535.000	2,382	-
Through Children's Hospital Boston	93.837	GENFD0001848153	348,651	-
Through Children's Hospital Boston	93.837	GENFD0001976911	172,260	-
Through Children's Hospital Boston	93.837	GENFD0001948671	51,871	-
Through Cor Habere Group	93.837	1R43HL142337-01	34	-
Through EndoProtech, Inc.	93.837	2R44HL132649-2	211,498	-
Through Indiana University	93.837	8785	30,480	-
Through Inspired Therapeutics LLC	93.837	1R43HL144214-01	57,872	-
Through Myocardial Assist Systems & Technology	93.837	1R43HL142385-01	8	-
Through National American Heart Association	93.837	FXATRAC2U54HL120163UL-	8,537	-
Through National American Heart Association	93.837	FXATRAC2U54HL120183UL-	1,029,080	-
Through National American Heart Association	93.837	FXATRAC5U54HL120163UL-	659,526	-
Through New York University Medical School	93.837	PV-10-EA-02	(2,246)	-
Through New York University Medical School	93.837	PV-10-EA-02	654	-
Through University of Kentucky Res. Fdn.	93.837	3200002866-20-136	10,296	-
Through University of South Florida	93.837	6382-1000-00-A	(1,124)	-
Through University of Texas at Houston	93.837	CONCERT-HF	139,261	-
Through University of Texas at Houston	93.837	5UM1HL087318-09	19,700	-
Through University of Texas Medical Branch	93.837	17-064	(2,109)	-
Through University of Washington	93.837	UWSC12020	41,125	-
Lung Diseases Research	93.838		323,313	-
Through University of Pennsylvania	93.838	PROSPECT 574470	(1,700)	-
Through Precision Care Network, LLC	93.838	SAIRB-18-0024	359	-
Through Johns Hopkins University	93.838	2003043501.000	36,055	-
Through University of Florida	93.838	UFDSP00011610	18,710	-

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Blood Diseases and Resources Research	93.839		\$ 346,526	\$ -
Through Johns Hopkins All Children's Hospital	93.839	ACRI 38-001 DOTT Trial	2	-
Through Rutgers University	93.839	SUB00000047	5,123	-
Through University of South Florida	93.839	6120-1096-00-A	28,633	-
Arthritis, Musculoskeletal and Skin Diseases Research	93.846		748,481	-
Through Massachusetts General Hospital	93.846	226989	36,990	-
Diabetes, Endocrinology, and Metabolism Research	93.847	1R01DK123712-01A1	2,419,264	23,698
Through Arkansas Chn. Hosp. Res. Institute	93.847	Subaward No 034468	(210)	-
Through Children's Hospital of Philadelphia	93.847	CKID 3301820719	7,250	-
Through Nationwide Children's Hospital	93.847	700094-0820-00	175,026	-
Through Nationwide Children's Hospital	93.847	700094-0821-00	14,973	-
Through Nationwide Children's Hospital	93.847	700198-0521-00	14,771	-
Through TherapyX, Inc.	93.847	1R44DK117687-01A1	104,156	-
Through University of Minnesota	93.847	N005115011	1,227	-
Through University of South Florida	93.847	TN-20	8,541	-
Through University of South Florida	93.847	TN01 TYPE 1 UDK097835A	110	-
Through University of South Florida	93.847	TN-07, ORAL INSULIN	(16,509)	-
Through University of South Florida	93.847	1qPROTOCOL TN-10	(160)	-
Through University of South Florida	93.847	nbvgv TYPE 1 TN-16	14	-
Extramural Research Programs in the Neurosciences and Neurological Disorders	93.853		4,680,345	252,782
Through BioNet Sonar, Inc.	93.853	1R43NS115226-01	37,443	-
Through Mayo Clinic	93.853	5U01NS080168-03	(631)	-
Through University of Cincinnati	93.853	011706-003	2,371	-
Through University of Cincinnati	93.853	011706-005	5,240	-
Through University of Cincinnati	93.853	010785-136706	428	-
Through University of Cincinnati	93.853	011337-126706 Sleep SMART	1,633	-
Through University of Cincinnati	93.853	013144-002	16,579	-
Through University of Washington	93.853	PENUT Trial UWSC7771	(142)	-
Through University of Washington	93.853	UWSC7771	4,799	-
Allergy, Immunology and Transplantation Research	93.855		4,755,592	1,052,798
Through Arrevus, Inc.	93.855	1R41AI142726-01A1	39,005	-
Through Indiana University	93.855	8578.000	21,926	-
Through Massachusetts General Hospital	93.855	229712.000	6,642	-
Through Medigen, Inc.	93.855	1R43AI152717-01	20,489	-
Through Stealth Biologics, LLC	93.855	1R44AI150235-01	24,142	-
Through University of Tennessee	93.855	19-3799-LOU	(366)	-
Through University of Tennessee	93.855	20-3497-LOU	407,678	-
Through University of Tennessee	93.855	21-3265-Lou	128,524	-
Through University of Texas Medical Branch	93.855	18-84463	(26,286)	-
Through Yale University	93.855	GR105861 (CON-80001724)	32,005	-
Pharmacology, Physiology, and Biological Chemistry Research	93.859		12,392,157	2,009,018
Through Coram Technologies, Inc.	93.859	1R41GM133243-01	128	-
Through University of Arkansas	93.859	53642-SUPPLEMENT	12,145	-
Through UK Research Foundation	93.859	3200003706-21-171	39,486	-
Through XLerateHealth, LLC	93.859	1UT2GM130174-02	27,268	-
Through XLerateHealth, LLC	93.859	3UT2GM130174-02S1	11,455	-
Through XLerateHealth, LLC	93.859	1UT2GM130174-01	(13,758)	-
Center for Research for Mothers and Children	93.865		542,813	-
Through Ann & Robert H.Lurie Children's Hospital	93.865	A21-0004-S004 - Louisvill	110,904	-
Through Ann & Robert Lurie Children's (Mem Hosp)	93.865	901461-Louisville	(281)	-
Through Duke Clinical Research Inst.	93.865	RSN-C PTN POPS	(7,522)	-
Through Medical University of South Carolina	93.865	A00-2240-S002	12,303	-
Through Regents of the Univ. of California	93.865	A19-0460-S001	82,160	-
Through University of Arkansas	93.865	51460 Salary Support	(31,203)	-
Through University of Arkansas	93.865	51460 Salary Support	36,190	-
Through University of Arkansas	93.865	51460 228446 VDORA1	137,233	-
Aging Research	93.866		1,350,160	564,365
Through Cleveland State University	93.866	200002055.000	2,519	-
Through Microsensor Labs, LLC	93.866	4 R44 AG0660848-02	37,675	-
Through Regents of the Univ. of California SF	93.866	11969sc	15,085	-
Through University of Kentucky Research Foundation	93.866	32000000511-14-174	35,336	-
Through University of Southern California	93.866	124462660.000	473,614	-
Through Washington State University	93.866	P30AG059295/132471	22,437	-
Vision Research - Retinal and Choroidal Diseases Research	93.867		4,896,389	227,570
Through University of Idaho	93.867	ABK809-SB-001	61,303	-

See accompanying Notes to Schedule of Federal Awards.

**UNIVERSITY OF LOUISVILLE AND AFFILIATED CORPORATIONS
SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS
YEAR ENDED JUNE 30, 2021**

Federal Grant or Program Title	Federal Assistance Listing Number	Pass Through Entity #	Fiscal 2021 Expenditures	Amount Provided to Subrecipients
Through Virginia Tech Carilion	93.867	432007-19111	\$ 26,562	\$ -
HIV Care Formula Grants				
Through State of Kentucky	93.917	PON2 728 1800002133 v1	(734)	-
Grants to Provide Outpatient Early Intervention Services with Respect to HIV Disease				
Through Health Res. & Services Admin.	93.918	5H76HA00536-20-00	(29)	-
Through Health Res. & Services Admin.	93.918	2H76HA00536-19-00	964,491	-
Ryan White HIV/AIDS Dental Reimbursements\Community Based Dental Partnership	93.924	H65HA000131800	6,518	-
Assistance Programs for Chronic Disease Prevention and Control	93.945	PON2 728 1800001695	22,453	46,849
Assistance to Firefighters Grant through Richmond Fire Department	97.044	Richmond Fire Department	35,529	-
Pre-Disaster Mitigation	97.047	PON2 095 1900003439	29,982	28,554
SUBTOTAL DEPARTMENT OF HEALTH AND HUMAN SERVICES			78,755,238	7,641,615
TOTAL RESEARCH AND DEVELOPMENT CLUSTER			97,237,005	9,168,421
EDUCATION EMERGENCY RELIEF FUND (HEERF)				
UNITED STATES DEPARTMENT OF EDUCATION				
HEERF Student Aid Portion (Covid-19)	84.425E	P425E200107	6,913,593	-
HEERF Institutional Portion (Covid-19)	84.425F	P425F200958	17,690,129	-
SUBTOTAL DEPARTMENT OF EDUCATION			24,603,722	-
TOTAL CORONAVIRUS AID, RELIEF AND ECONOMIC SECURITY ACT			24,603,722	-
CORONAVIRUS AID, RELIEF, AND ECONOMIC SECURITY ACT SECTION 1, EDUCATION STABILIZATION FUND; GOVERNORS EMERGENCY EDUCATION RELIEF FUND				
UNITED STATES DEPARTMENT OF EDUCATION				
Through Ky. Council on Postsecondary Ed	84.425C	SC 416 2000001998	1,530,516	-
TOTAL GOVERNORS EMERGENCY EDUCATION RELIEF AND ECONOMIC SECURITY ACT			1,530,516	-
THE CORONAVIRUS AID, RELIEF, AND ECONOMIC SECURITY ACT ("CARES ACT")				
DEPARTMENT OF TREASURY				
Coronavirus Relief Fund				
Through Ky. Cabinet for Health & Family Services	21.019	PON2 728 2100000446	20,971	-
Through Lou. Metro Public Health & Wellness	21.019	CRF-1 377580	2,848,978	-
Through Ky. Cabinet for Health & Family Services	21.019	Coronavirus Response and	45,462	-
Through Commonwealth of Kentucky	21.019	Reimbursement Award - Cor	5,873,000	-
SUBTOTAL DEPARTMENT OF TREASURY			8,788,411	-
TOTAL CORONAVIRUS AID, RELIEF, AND ECONOMIC SECURITY ACT ("CARES ACT")			8,788,411	-
SPECIAL EDUCATION (IDEA) CLUSTER				
DEPARTMENT OF EDUCATION				
Special Education_Grants to States				
Through State of Kentucky	84.027	PON2 540 1900000674 1	(486)	-
Through State of Kentucky	84.027	PON2 540 1900003600 1	36,245	-
Through State of Kentucky	84.027	PON2 540 1900003782	118,634	-
Through State of Kentucky	84.027	PON2 540 2000002307	467,524	-
Through State of Kentucky	84.027	PON2 540 2100000511	298,214	-
SUBTOTAL DEPARTMENT OF EDUCATION			920,131	-
TOTAL SPECIAL EDUCATION (IDEA) CLUSTER			920,131	-

See accompanying Notes to Schedule of Federal Awards.

**UNIVERSITY OF LOUISVILLE AND AFFILIATED CORPORATIONS
SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS
YEAR ENDED JUNE 30, 2021**

Federal Grant or Program Title	Federal Assistance Listing Number	Pass Through Entity #	Fiscal 2021 Expenditures	Amount Provided to Subrecipients
TRIO CLUSTER				
DEPARTMENT OF EDUCATION				
TRIO - Student Support Services	84.042		\$ 231,394	\$ -
TRIO - Talent Search	84.044		234,710	-
TRIO - Upward Bound	84.047		449,497	-
SUBTOTAL DEPARTMENT OF EDUCATION			<u>915,601</u>	<u>-</u>
TOTAL TRIO CLUSTER			<u>915,601</u>	<u>-</u>
TOTAL SPECIAL CLUSTERS			<u>36,758,381</u>	<u>-</u>
OTHER PROGRAMS				
DEPARTMENT OF AGRICULTURE				
The Food Literacy Project				
Through U.S. Dept. of Agriculture	10.522	Nourishing Food Literacy,	9,626	-
Special Supplemental Nutrition Program for Women, Infants, and Children (WIC)				
Through Ky. Cabinet for Health & Family Services	10.557	SC 728 1900000102 1	(18)	-
Through Ky. Cabinet for Health & Family Services	10.557	SC 728 1900000102 1	1,651	-
Through Ky. Cabinet for Health & Family Services	10.557	PON2 728 200000264	74,040	-
Through Ky. Cabinet for Health & Family Services	10.557	PON2 728 2000002641	77,122	-
State Administrative Matching Grants for the Supplemental Nutrition Assistance Program				
Through Eastern Kentucky University	10.561	453783-20-116	(1,781)	-
SUBTOTAL DEPARTMENT OF AGRICULTURE			<u>160,640</u>	<u>-</u>
DEPARTMENT OF DEFENSE				
Department of Defense Contracts				
Through U.S. Army	12.000	W15QKN20D5067	17,195	-
Through U.S. Department of Defense	12.000	H9245419P0011	47,789	-
Through Dept of the Army, Ft. Knox	12.000	IM-W9124D-19011-MOA-S	1,712,603	-
Through Ky. Commission on Military Affairs	12.000	PON2 076 2000001258	(12,256)	-
Through Ky. Commission on Military Affairs	12.000	PON20762000002961	430,587	-
Basic, Applied, and Advanced Research in Science and Engineering				
Through National Science Teachers Assoc.	12.630	20-871-105	8,000	-
Through National Science Teachers Assoc.	12.630	21-871-013	9,552	-
Information Security Grants				
Through National Security Agency	12.902	H98230-20-01-0313	32,213	25,713
CyberSecurity Core Curriculum				
Through National Security Agency	12.905	H98230-20-0347	927,387	85,128
SUBTOTAL DEPARTMENT OF DEFENSE			<u>3,173,070</u>	<u>110,841</u>
DEPARTMENT OF JUSTICE				
Crime Victim Assistance/Discretionary Grants				
Through Volunteers of America	16.582	2020-V3-0081	14,560	-
SUBTOTAL DEPARTMENT OF JUSTICE			<u>14,560</u>	<u>-</u>
DEPARTMENT OF LABOR				
Employment Service/Wagner-Peyser Funded Activities				
Through Kentucky Science and Technology Corp.	17.207	Veterans Accelerated	60,022	-
H-1B Job Training Grants				
Through U.S. Department of Labor	17.268	HG-34348-20-60-A-21	528,770	142,968
SUBTOTAL DEPARTMENT OF LABOR			<u>588,792</u>	<u>142,968</u>
DEPARTMENT OF TRANSPORTATION				
National Priority Safety Programs				
Through Kentucky Transportation Department	20.616	PON2 605 2100000627	15,086	-
SUBTOTAL DEPARTMENT OF TRANSPORTATION			<u>15,086</u>	<u>-</u>
NATIONAL AERONAUTICS AND SPACE ADMINISTRATION				
Office of Stem Engagement (OSTEM)				
Through University of Kentucky Res. Fdn.	43.008	3210001706-21-069	3,247	-
Through University of Kentucky Res. Fdn.	43.008	3210001706-21-070	3,330	-
SUBTOTAL NATIONAL AERONAUTICS AND SPACE ADMINISTRATION			<u>6,577</u>	<u>-</u>

See accompanying Notes to Schedule of Federal Awards.

UNIVERSITY OF LOUISVILLE AND AFFILIATED CORPORATIONS
SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS
YEAR ENDED JUNE 30, 2021

Federal Grant or Program Title	Federal Assistance Listing Number	Pass Through Entity #	Fiscal 2021 Expenditures	Amount Provided to Subrecipients
DEPARTMENT OF VETERANS AFFAIRS				
Department of Veterans Affairs Contracts				
Through Providence VA Medical Center	64.000	IPA - Implementing the Be	\$ 18,515	\$ -
Through VHA Office of Connected Care	64.000	Jason Saleem IPA	17,568	-
Sharing Specialized Medical Resources				
Through V.A. Medical Center	64.018	IPA-Mahanes - Dietary Fat	51,799	-
Through V.A. Medical Center	64.018	IPA- Warner - Dietar	35,570	-
SUBTOTAL DEPARTMENT OF VETERANS AFFAIRS			<u>123,452</u>	<u>-</u>
ENVIRONMENTAL PROTECTION AGENCY				
Pollution Prevention Grants Program	66.708	96348201	6,456	-
SUBTOTAL ENVIRONMENTAL PROTECTION AGENCY			<u>6,456</u>	<u>-</u>
DEPARTMENT OF EDUCATION				
Department of Education Contracts				
Through University of Florida	84.000	1700517025	2,633	-
Through University of Florida	84.000	1800563663	939	-
Career and Technical Education-Basic Grants to States				
Through State of Kentucky	84.048	PON2 540 1900004532 1	11,936	-
Through State of Kentucky	84.048	PON2 540 2000003034	86,032	-
Through State of Kentucky	84.048	PON2 540 1900004216 1	360	-
Through State of Kentucky	84.048	PON2 540 2100001813	12,978	-
Fund for the Improvement of Postsecondary Education				
Through National Writing Project Corporation	84.116	U411A1600004	82,739	40,371
Special Education_Grants for Infants and Families with Disabilities				
Through State of Kentucky	84.181	SC 728 1900000061 1	(12,706)	-
Through State of Kentucky	84.181	SC 728 1900000061 1	13,341	-
Through State of Kentucky	84.181	PON2 728 2000002843	629,267	-
Special Education - State Program Improvement Grants for Children with Disabilities				
Through State of Kentucky	84.323	PON2 540 1800000815 1	366	-
Through State of Kentucky	84.323	PON2 540 1900002720 1	15	-
Through State of Kentucky	84.323	PON2 540 2000000398 1	201,418	22,709
Special Education - Personnel Development to Improve Services and Results for Children with Disabilities				
Through U.S. Dept. of Education	84.325	H325D180105	197,678	-
Through University of Kentucky Res. Fdn.	84.325	3200003008-20-133	193,466	-
Through U.S. Dept. of Education	84.325	H325K140213-13	8,605	-
Child Care Access Means Parents in School	84.335	P335A100228-13	(407)	-
ARRA - Investing in Innovation (i3) Fund				
Through National Writing Project Corporation	84.411	92-KY03-2018i3C3WP	331	63,196
Through National Writing Project Corporation	84.411	93-KY03-2020i3C3WP	341,655	-
SUBTOTAL DEPARTMENT OF EDUCATION			<u>1,770,646</u>	<u>126,276</u>
DEPARTMENT OF HEALTH AND HUMAN SERVICES				
Department of Health and Human Services Contracts				
Through Metro United Way	93.000	OGMB200609	16,886	-
Centers for Disease Control				
Through Special Olympics	93.000	U27 DD001156-03-02	(22)	-
Through Special Olympics	93.000	5 NU27DD001156-05-00	11,254	-
Through Abt Associates, Inc.	93.000	CDC-GS-10F0086K	(1,300)	-
Agency for Healthcare Rsrch and Quality				
Through University of New Mexico	93.000	3RJK7	621,662	-
Special Programs for the Aging, Title III, Part D, Disease Prevention and Health Promotion Services				
Through Kentuckiana Reg. Plan. & Dev. Agy	93.043	FY2020-1018	8,617	-
National Family Caregiver Support, Title III, Part E				
Through Kentuckiana Reg. Plan. & Dev. Agy	93.052	Title III-E: National Fam	40,748	-
Public Health Emergency Preparedness				
Through State of Kentucky	93.069	SC 728 1900000141v1	568	-
Through State of Kentucky	93.069	PON 728 201873	96,521	-

See accompanying Notes to Schedule of Federal Awards.

**UNIVERSITY OF LOUISVILLE AND AFFILIATED CORPORATIONS
SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS
YEAR ENDED JUNE 30, 2021**

Federal Grant or Program Title	Federal Assistance Listing Number	Pass Through Entity #	Fiscal 2021 Expenditures	Amount Provided to Subrecipients
Model State Supported Area Health Education Centers				
Through Health Res. & Services Admin.	93.107	5U77HP03023-26-00	\$ 193,297	\$ -
Through Health Res. & Services Admin.	93.107	1T1KHP39154-01-00	87,306	-
Through Health Res. & Services Admin.	93.107	5U77HP03023-26-00	621,973	1,188,982
Coordinated Services and Access to Research for Women, Infants, Children & Youth				
Through Health Res. & Services Admin.	93.153	5H12HA24829-05-00	(69,308)	-
Through Health Res. & Services Admin.	93.153	H12HA24829-08-01	240,091	-
Through Health Res. & Services Admin.	93.153	1H1XHA370530100	1,845	-
Through Health Res. & Services Admin.	93.153	5H12HA24829-05-00	69,308	-
Geriatric Academic Career Awards Department of Health and Human Services				
Through Health Res. & Services Admin.	93.250	1 K01HP33455-01-00	395	-
Through Health Res. & Services Admin.	93.250	1 K01HP33455-02-00	77,308	-
Centers for Disease Control & Prevention: Investigations and Technical Assistance				
Through State of Kentucky	93.283	SC 728 1900000141v1	536	-
National State Based Tobacco Control Programs				
Through State of Kentucky	93.305	PON2 728 2000002565	23,808	-
Epidemiology and Laboratory Capacity for Infectious Diseases (ELC)				
Through Louisville/Jefferson Co Metro Government	93.323	ELC-1	173,193	-
Through Ky. Cabinet for Health & Family Services	93.323	PON2 728 2100000629	645,059	-
CDC's National Network Approach to Preventing and Controlling Tobacco-related Cancers in Special Populations				
Through University of Kentucky Research Foundation	93.431	3200003768-21-226	7,201	-
Through Louisville/Jefferson Co Metro Government	93.431	6NU38OT000306-02-08	22,519	-
Head Start				
Through Ohio Valley Education Cooperative	93.600	OVEC Child Development As	119,128	-
Children's Justice Grants to States				
Through Ky. Cabinet for Health & Family Services	93.643	SC 736 1800004122 1	67,614	-
Foster Care Title IV-E				
Through Eastern Kentucky University	93.658	453773-20-118	(14)	-
Through Eastern Kentucky University	93.658	453780-20-117	(48)	-
Through Eastern Kentucky University	93.658	453768--20-115	1,780	-
Through Eastern Kentucky University	93.658	453771-20-114	(2)	-
Through Eastern Kentucky University	93.658	20-120	73,143	-
Through Eastern Kentucky University	93.658	453927-21-118	9,760	-
Through Eastern Kentucky University	93.658	453925-21-115	128,196	-
Emergency Grants to Address Mental and Substance Use Disorders During COVID-19				
Through University of Kentucky Research Foundation	93.665	3200003315-20-303	16,285	-
Mental and Behavioral Health Education and Training Grants				
Through Health Res. & Services Admin.	93.732	5M01HP31363-03-00	72,035	-
Through Health Res. & Services Admin.	93.732	5M01HP31363-04-00	464,699	18,000
Medical Assistance Program				
Through Ky. Cabinet for Families & Children	93.778	PON2 746 1800001678 1	32	-
Through Ky. Cabinet for Health & Family Services	93.778	PON2 746 2000003079	138,329	-
Through KY Dept. for Medicaid Services	93.778	PON2 746 2000002892	174,668	-
Organized Approaches to Increase Colorectal Cancer Screening				
Through Kentucky Department for Public Health	93.800	SC72818000041881	935	-
Heart and Vascular Diseases Research through Massachusetts General Hospital	93.837	5U01HL123336-02	41,125	-
Allergy and Infectious Diseases Research				
Through Brigham & Women's Hospital	93.855	5UM1AI068636-09 - REVISED	3,024	-
Cancer Prevention and Control Programs for State, Territorial and Tribal Organizations				
Through Ky. Cabinet for Health & Family Services	93.898	PON2 728 2000002159	70,395	-
Through University of Kentucky Research Foundation	93.898	3200003273-21-045	42,761	-
Through Ky. Cabinet for Health & Family Services	93.898	PON2 728 2000002919	119,782	-
HIV Care Formula Grants				
Through Ky. Cabinet for Health & Family Services	93.917	P02 728 1600005009 1	(2,004)	-
Through Ky. Cabinet for Health & Family Services	93.917	SC 728 1900000051	145,875	-
Through Kentucky Department for Public Health	93.917	PON2 728 1800002133 v1	3,163	-
Through Ky. Cabinet for Health & Family Services	93.917	PON 2 728 2000002908	1,895,754	-
Through Ky. Cabinet for Health & Family Services	93.917	PON2 728 2000001645	894,170	-
Grants to Provide Outpatient Early Intervention Services with Respect to HIV Disease				

See accompanying Notes to Schedule of Federal Awards.

**UNIVERSITY OF LOUISVILLE AND AFFILIATED CORPORATIONS
SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS
YEAR ENDED JUNE 30, 2021**

Federal Grant or Program Title	Federal Assistance Listing Number	Pass Through Entity #	Fiscal 2021 Expenditures	Amount Provided to Subrecipients
Through Health Res. & Services Admin.	93.918	2H76HA00536-21-00	\$ 336,456	\$ -
Through Health Res. & Services Admin.	93.918	H76HA00536	71,688	-
Through Health Res. & Services Admin.	93.918	1H7CHA372840100	72,783	-
Ryan White HIV/AIDS Dental Reimbursements				
Through Health Res. & Services Admin.	93.924	5H65HA00013-19-00	388,810	-
Through Health Res. & Services Admin.	93.924	H65HA000131800	960	-
Assistance Programs for Chronic Disease Prevention and Control				
Through Ky. Cabinet for Health & Family Services	93.945	PON2 728 2000002770	118,485	-
PPHF Geriatric Education Centers				
Through Health Res. & Services Admin.	93.969	5 U1QHP28732-03-00	(869)	-
Through Health Res. & Services Admin.	93.969	2U1QHP28732-04-00	15,731	-
Through Health Res. & Services Admin.	93.969	5U1QHP28732-05-00	630,458	51,000
Through Health Res. & Services Admin.	93.969	2U1QHP28732-04-00	6,007	-
Through Health Res. & Services Admin.	93.969	5U1QHP28732-05-00	80,950	-
Through Health Res. & Services Admin.	93.969	1 T1MHP390570100	98,035	-
Maternal and Child Health Services Block Grant				
Through Ky. Cabinet for Health & Family Services	93.994	SC 728 1900000063 1	37,152	-
U.S. Dept. of Homeland Security	97.000	70RSAT20CB0000021	129,915	-
SUBTOTAL DEPARTMENT OF HEALTH AND HUMAN SERVICES			<u>9,356,611</u>	<u>1,257,982</u>
TOTAL OTHER PROGRAMS			<u>15,215,890</u>	<u>1,638,067</u>
TOTAL EXPENDITURES OF FEDERAL AWARDS			<u>\$ 336,278,679</u>	<u>\$ 10,806,488</u>

See accompanying Notes to Schedule of Federal Awards.

**UNIVERSITY OF LOUISVILLE AND AFFILIATED CORPORATIONS
NOTES TO SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS
YEAR ENDED JUNE 30, 2021**

NOTE 1 – BASIS OF PRESENTATION

The accompanying schedule of expenditures of federal awards (Schedule) of the University of Louisville (University) has been prepared in the format as set forth in Title 2 U.S. Code of Federal Regulations Part 200, Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards (Uniform Guidance). Therefore, some amounts presented in this schedule may differ from amounts presented in, or used in the preparation of, the basic financial statements. The purpose of the Schedule is to present a consolidated summary of those expenditures of the University for the year ended June 30, 2021, which has been financed by the U.S. Government (Federal awards). For purposes of the Schedule, Federal awards include all Federal assistance and procurement relationships entered into directly and indirectly between the University and the Federal government and sub-awards from nonfederal organizations made under federally sponsored agreements.

The accounting principles followed by the University and used in preparing the Schedule are as follows:

The schedule of expenditures of federal awards includes amounts expended by the University and its affiliated corporation, the University of Louisville Research Foundation, Inc. Expenditures reported on the Schedule are reported on the accrual basis of accounting. Such expenditures are recognized following the cost principles contained in the Uniform Guidance for all awards with the exception of Assistance Listing 21.019, which follows criteria determined by the Department of Treasury for allowability of costs. Under these principles, certain types of expenditures are not allowable or are limited as to reimbursement.

Deductions (expenditures) for direct costs are recognized as incurred using the cash method of accounting and the cost accounting principles contained in Uniform Guidance. Under those cost principles, certain types of expenditures are not allowable or are limited as to reimbursement. Moreover, expenditures include a portion of costs associated with general University activities (facilities and administrative costs) which are allocated to awards under negotiated formulas commonly referred to as indirect cost rates. The University has elected not to use the 10-percent de minimis indirect cost rate allowed under the Uniform Guidance.

Negative amounts shown on the Schedule represent adjustments or credits made in the normal course of business to amounts reported as expenditures in prior years.

**UNIVERSITY OF LOUISVILLE AND AFFILIATED CORPORATIONS
NOTES TO SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS
YEAR ENDED JUNE 30, 2021**

NOTE 2 – NONCASH FINANCIAL ASSISTANCE

Outstanding loan balances at June 30, 2021 were as follows:

	Federal Assistance <u>Listing Number</u>	<u>Total</u>
Federal Perkins Loan Program	84.038	\$ 3,185,668
Health Professions Student - Medical	93.342	(34)
Health Professions Primary Care - Medical	93.342	3,830,331
Health Professions Student Loans - Dental	93.342	4,871,571
Nursing Student Loans	93.364	19,698
Loans to Disadvantaged Students - Medical	93.342	1,950,651
Loans to Disadvantaged Students - Dental	93.342	25,364
		<hr/>
Total Student Loans Outstanding		<u>\$ 13,883,249</u>

Loans received by students for the period ending June 30, 2021 were as follows:

	Federal Assistance <u>Listing Number</u>	<u>Total</u>
William D. Ford Federal Direct Loan Program	84.268	\$ 147,146,887
Health Professions Primary Care - Medical	93.342	401,664
Health Professions Student Loans - Dental	93.342	752,500
Loans to Disadvantaged Students - Medical	93.342	253,907
		<hr/>
Total Noncash Financial Assistance		<u>\$ 148,554,958</u>



**INDEPENDENT AUDITORS' REPORT ON INTERNAL CONTROL OVER
FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS
BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN
ACCORDANCE WITH *GOVERNMENT AUDITING STANDARDS***

Board of Trustees
University of Louisville
Louisville, Kentucky

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of the business-type activities, the aggregate discretely presented component units of University of Louisville, collectively a component unit of the Commonwealth of Kentucky as of and for the year ended June 30, 2021, and the related notes to the financial statements, which collectively comprise University of Louisville's basic financial statements, and have issued our report thereon dated October 19, 2021.

The financial statements of University of Louisville Health, Inc. (UofL Health), University of Louisville Real Estate Foundation, Inc. (ULREF), and the University of Louisville Foundation, Inc. and Affiliates (the Foundation) were not audited in accordance with *Government Auditing Standards*, and accordingly, this report does not include reporting on internal control over financial reporting or instances of reportable noncompliance associated with UofL Health, ULREF, and the Foundation.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered University of Louisville's internal control over financial reporting (internal control) as a basis for designing the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of University of Louisville's internal control. Accordingly, we do not express an opinion on the effectiveness of University of Louisville's internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. We did identify certain deficiencies in internal control, described in the accompanying Schedule of Findings as item 2021-001 that we consider to be a significant deficiency.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether University of Louisville's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the financial statements. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

University of Louisville's Response to Findings

University of Louisville's response to the findings identified in our audit is described in the accompanying Schedule of Findings. University of Louisville's response was not subjected to the auditing procedures applied in the audit of the financial statements and, accordingly, we express no opinion on it.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Signature on file

CliftonLarsonAllen LLP

St. Louis, Missouri
October 19, 2021



**INDEPENDENT AUDITORS' REPORT ON COMPLIANCE FOR EACH MAJOR
FEDERAL PROGRAM, REPORT ON INTERNAL CONTROL OVER COMPLIANCE, AND
REPORT ON THE SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS
REQUIRED BY THE UNIFORM GUIDANCE**

Board of Trustees
University of Louisville
Louisville, Kentucky

Report on Compliance for Each Major Federal Program

We have audited University of Louisville's compliance with the types of compliance requirements described in the *OMB Compliance Supplement* that could have a direct and material effect on each of University of Louisville's major federal programs for the year ended June 30, 2021. University of Louisville's major federal programs are identified in the summary of auditors' results section of the accompanying schedule of findings and questioned costs.

The University of Louisville's basic financial statements include the operations of the University of Louisville Health, Inc., a discretely presented component unit, which expended federal awards, which is not included in the University of Louisville's schedule of expenditures of federal awards during the year ended June 30, 2021. Our audit, described below, did not include the operations of University of Louisville Health, Inc., because the discretely presented component unit engaged other auditors to perform an audit of compliance.

Management's Responsibility

Management is responsible for compliance with federal statutes, regulations, and the terms and conditions of its federal awards applicable to its federal programs.

Auditors' Responsibility

Our responsibility is to express an opinion on compliance for each of University of Louisville's major federal programs based on our audit of the types of compliance requirements referred to above. We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and the audit requirements of Title 2 U.S. Code of Federal Regulations Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (Uniform Guidance). Those standards and the Uniform Guidance require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on a major federal program occurred. An audit includes examining, on a test basis, evidence about University of Louisville's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances.

We believe that our audit provides a reasonable basis for our opinion on compliance for each major federal program. However, our audit does not provide a legal determination of University of Louisville's compliance.

Opinion on Each Major Federal Program

In our opinion, University of Louisville complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on each of its major federal programs for the year ended June 30, 2021.

Other Matters

The results of our auditing procedures disclosed an instance of noncompliance, which is required to be reported in accordance with the Uniform Guidance and which is described in the accompanying schedule of findings and questioned costs as items 2021-002 and 2021-003. Our opinion on each major federal program is not modified with respect to this matter.

University of Louisville's response to the noncompliance finding identified in our audit is described in the accompanying schedule of findings and questioned costs. University of Louisville's response was not subjected to the auditing procedures applied in the audit of compliance and, accordingly, we express no opinion on the response.

Report on Internal Control Over Compliance

Management of University of Louisville is responsible for establishing and maintaining effective internal control over compliance with the types of compliance requirements referred to above. In planning and performing our audit of compliance, we considered University of Louisville's internal control over compliance with the types of requirements that could have a direct and material effect on each major federal program to determine the auditing procedures that are appropriate in the circumstances for the purpose of expressing an opinion on compliance for each major federal program and to test and report on internal control over compliance in accordance with the Uniform Guidance, but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of University of Louisville's internal control over compliance.

A deficiency in internal control over compliance exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a type of compliance requirement of a federal program on a timely basis. *A material weakness in internal control over compliance* is a deficiency, or a combination of deficiencies, in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of a federal program will not be prevented, or detected and corrected, on a timely basis. *A significant deficiency in internal control over compliance* is a deficiency, or a combination of deficiencies, in internal control over compliance with a type of compliance requirement of a federal program that is less severe than a material weakness in internal control over compliance, yet important enough to merit attention by those charged with governance.

Our consideration of internal control over compliance was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies and therefore, material weaknesses or significant deficiencies may exist that have not been identified. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses. However, we did identify a certain deficiency in internal control over compliance, described in the accompanying schedule of findings and questioned costs as items 2021-002 and 2021-003 that we consider to be a significant deficiencies.

University of Louisville's response to the internal control over compliance finding identified in our audit is described in the accompanying schedule of findings and questioned costs. University of Louisville's response was not subjected to the auditing procedures applied in the audit of compliance and, accordingly, we express no opinion on the response.

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of the Uniform Guidance. Accordingly, this report is not suitable for any other purpose.

Report on Schedule of Expenditures of Federal Awards Required by the Uniform Guidance

We have audited the financial statements of University of Louisville as of and for the year ended June 30, 2021, and have issued our report thereon dated October 19, 2021, which contained an unmodified opinion on those financial statements. Our report includes a reference to other auditors who audited the financial statements of the discretely presented component units, as described in our report on the University's financial statements. Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying schedule of expenditures of federal awards is presented for purposes of additional analysis as required by the Uniform Guidance and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the schedule of expenditures of federal awards is fairly stated in all material respects in relation to the financial statements as a whole.

Signature on file

CliftonLarsonAllen LLP

St. Louis, Missouri
March 8, 2022

**UNIVERSITY OF LOUISVILLE AND AFFILIATED CORPORATIONS
SCHEDULE OF FINDINGS AND QUESTIONED COSTS
YEAR ENDED JUNE 30, 2021**

Section I – Summary of Auditors’ Results

Financial Statements

Type of auditors' report issued:	<u>Unmodified</u>	
Internal control over financial reporting:		
Material weakness(es) identified?	_____ yes <u> x </u> no	
Significant deficiency(ies) identified that are not considered to be material weakness(es)?	<u> x </u> yes _____ none reported	
Noncompliance material to financial statements noted?	_____ yes <u> x </u> no	

Federal Awards

Internal control over major programs:		
Material weakness(es) identified?	_____ yes <u> x </u> no	
Significant deficiency(ies) identified that are not considered to be material weakness(es)?	<u> x </u> yes _____ none reported	
Type of auditors' report issued on compliance for for major programs?	<u>Unmodified</u>	
Any audit findings disclosed that are required to be reported in accordance with Uniform Guidance	<u> x </u> yes _____ no	

Identification of Major Programs:

<u>Assistance Listing Number(s)</u>	<u>Name of Federal Program or Cluster</u>
Various	Research and Development Cluster
21.019	Coronavirus Relief Fund
	HEERF Cluster:
84.425E	HEERF Student Aid Portion (Covid-19)
84.425F	HEERF Institutional Portion (Covid-19)
	ESF Cluster:
84.425C	Governors' Emergency Education Relief (GEER) Fund

Dollar threshold used to distinguish between type A and type B programs:	<u>\$3,000,000/ \$750,000</u>
Auditee qualified as low-risk auditee?	<u> x </u> yes _____ no

UNIVERSITY OF LOUISVILLE AND AFFILIATED CORPORATIONS
SCHEDULE OF FINDINGS AND QUESTIONED COSTS
YEAR ENDED JUNE 30, 2021

Section II – Financial Statement Findings

2021 – 001 Audit Adjustments

Type of Finding: Significant Deficiency in Internal Control over Financial Reporting

Condition: During the audit process, two material audit adjustments were recorded to increase revenue and expenses by approximately \$70,891,000, and to increase grants accounts receivable, decrease deferred revenues and increase bad debt expense by approximately \$6,957,000, \$5,050,000, and \$1,907,000, respectively.

Criteria: The University must have controls in place to ensure that nonroutine transactions are properly recorded. Additionally, the University must have controls in place to ensure grant transactions and account balances are reconciled and properly recorded.

Effect: Lack of controls in place to ensure nonroutine transactions and grant account balances are properly recorded may result in the preparation of the Financial Statements that inaccurately reflect the financial position of the University.

Cause: The University's controls were not operating effectively to be able to properly record nonroutine transactions. Additionally, the University's controls were not operating effectively to ensure grant transactions and account balances were properly recorded.

Repeat Finding: No

Recommendation: The University should pursue consultation on all nonroutine transactions to ensure they are properly recorded. Additionally, the University should implement policies and procedures to ensure grant transactions and account balances are reconciled and reviewed on a timely basis.

Views of responsible officials: The University places significant importance on establishing sound internal controls and ensuring those controls are effectively executed, monitored, and revised as needed. The finding related to materially adjusting revenues and expenses stems from payments made to the Commonwealth for enhanced Medicaid reimbursement requests that ultimately flow to the affiliated health system. Historically, the University has netted these payments with Medicaid revenues as these enhanced reimbursements are a mandatory revenue match and did not result in earned income to the University. However, in FY21, the University restructured the funds flows between the affiliated organizations and began to make the enhanced payment requests on behalf of the affiliated health system. Those payments were identified as expenses instead of reductions of revenue. This revised (and corrected) accounting has been identified, retroactively applied to the FY21 balances, and will be applied going forward for the enhanced payment requests made on behalf of operating partners. The University does maintain a protocol for evaluating the technical accuracy of accounting transactions and, when appropriate, shares with the external auditor for validation and will continue that practice in a more expansive manner.

**UNIVERSITY OF LOUISVILLE AND AFFILIATED CORPORATIONS
SCHEDULE OF FINDINGS AND QUESTIONED COSTS
YEAR ENDED JUNE 30, 2021**

Section II – Financial Statement Findings (Continued)

2021 – 001 Audit Adjustments (Continued)

Views of responsible officials (Continued):

The finding related to grants receivables was brought about by turnover of individuals responsible for billing. After the turnover, billing activities were not correctly processed resulting in a buildup of balances in deferred revenues and accounts receivable. Identification of the issue has resulted in correction of the billing activities and review of the deferred revenue and accounts receivable balances to determine corrections needed. Going forward, the University has restaffed the vacated positions and will establish formal procedures to process grant receivables along with an additional review of grant accounts receivables and deferred revenues to identify variances and anomalies, along with keeping an adequate reserve for uncollectible accounts. The review will be performed by individuals in grants management with quarterly oversight by Controller's Office.

Section III – Findings and Questioned Costs – Major Federal Programs

2021 – 002 NSLDS Enrollment Reporting

Federal agency: U.S. Department of Education

Federal program title: Student Financial Aid Cluster

Federal Assistance listing Numbers: 84.007, 84.033, 84.038, 84.063, 84.268, 84.379

Award Period: July 1, 2020 to June 30, 2021

Type of Finding:

- Other matters

Criteria or specific requirement: The Code of Federal Regulations, 34 CFR 685.309(b), states schools must have some arrangement to report student enrollment data to the National Student Loan Data System (NSLDS) through an enrollment roster file. The school is required to report changes in the student's enrollment status, the effective date of the status, and an anticipated completion date. The Code of Federal Regulations, 34 CFR 682.610, states that institutions must report accurately the enrollment status of all students regardless if they receive aid from the institution or not. This includes the enrollment effective date and related enrollment status, which must be reported for both the Campus-Level and the Program-Level as well as the program begin date. In addition, at a minimum, schools are required to certify enrollment every 60 days, and respond within 15 days of the date that NSLDS sends a Roster file to the school or its third-party servicer. The Code of Federal Regulations, 34 CFR 685.309 requires that enrollment status changes for students be reported to NSLDS within 30 days or within 60 days if the student with the status change will be reported on a scheduled transmission within 60 days of the change in status. Regulations require the status include an accurate effective date.

Condition: During our testing, we noted 10 of 20 students where the student was not reported to NSLDS in a timely manner.

Questioned Costs: None

**UNIVERSITY OF LOUISVILLE AND AFFILIATED CORPORATIONS
SCHEDULE OF FINDINGS AND QUESTIONED COSTS
YEAR ENDED JUNE 30, 2021**

Section III – Findings and Questioned Costs – Major Federal Programs (Continued)

2021 – 002 NSLDS Enrollment Reporting (Continued)

Context: In connection to prior year audit finding (2020-001), the University implemented their corrective action plan to correct the effective date of enrollment status changes related to withdrawals on June 1, 2021. Due to the corrective plan implemented, the corrected change in enrollment status dates were not received within the required timeframe for R2T4s. The auditors noted that corrective action was properly implemented to correct the deficiency moving forward.

Cause: The University implemented their corrective action plan related to prior year audit finding (2020-001). The completion date of the corrective plan related to prior year audit finding (2020-001) was June 1, 2021. Due to the timing of the corrective action taken, the corrected students were not reported within the 60-day required timeframe.

Effect: The NSLDS system is not updated with the student information which can cause over awarding should the student transfer to another institution and the students may not properly enter the repayment period.

Repeat Finding: Yes; 2020-001

Recommendation: Corrective action was taken during fiscal year 2021. No further recommendation is needed.

Views of responsible officials: There is no disagreement with the audit finding.

2021 – 003 Allowable Costs

Federal agency: U.S. Department of Education

Federal program title: Governors Emergency Education Relief Fund

Federal Assistance listing Number: 84.425C

Award Period: July 1, 2020 to June 30, 2021

Type of Finding:

- Significant Deficiency in Internal Control over Compliance
- Other Matters

Criteria or specific requirement: 2 CFR Part 200 Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Award requires compliance with the provisions of Allowable Costs. Costs must be determined in accordance with accounting principles generally accepted in the United States of America (GAAP).

Condition: During our testing, we noted one of forty expenditures tested which was inaccurately charged to the federal grant.

Questioned Costs: \$50,910

UNIVERSITY OF LOUISVILLE AND AFFILIATED CORPORATIONS
SCHEDULE OF FINDINGS AND QUESTIONED COSTS
YEAR ENDED JUNE 30, 2021

Section III – Findings and Questioned Costs – Major Federal Programs (Continued)

2021 – 003 Allowable Costs (Continued)

Context: During our testing, it was noted that one expenditure was inaccurately charged to the federal grant.

Cause: The University's controls in place to ensure expenditures are accurate and allowable are not operating effectively and failed to detect a clerical error in one expenditure inaccurately charged to the grant.

Effect: The auditor noted one instance of noncompliance with the provisions of allowable costs. The internal controls in place are not operating effectively and provide further opportunities for noncompliance.

Repeat Finding: No

Recommendation: We recommend the University design controls to ensure an adequate review process is in place to review costs charged to federal awards are accurate.

Views of responsible officials: Controls over expenditures and allowable cost are in place to ensure allowable cost are appropriately charged to grants. The error identified was an allowable cost that was mis-keyed when being allocated to the grant, causing an over charge. The University's established controls over reallocating cost to grants includes review of the entries and supporting documents. This error was an isolated incident as mistakes are usually caught in the review process. The incident has been communicated to the individuals responsible for the review to ensure due care is exercised in cost allocation review.

RECOMMENDATION TO THE BOARD OF TRUSTEES
CONCERNING A RECONSIDERATION REQUEST FOR
DESICORP – MICHAEL MENZE

Audit, Compliance, and Risk Committee – March 17, 2022
Executive and Compensation Committee – March 17, 2022

RECOMMENDATION:

The President recommends that the Board of Trustees approve the [attached](#) reconsideration request for DesiCorp, of which Michael Menze is a co-founder, president, and holds equity in this entity.

BACKGROUND:

Dr. Michael Menze, a professor in the University of Louisville Department of Biology, has submitted a pre-proposal to the National Aeronautics and Space Administration Established Program to Stimulate Competitive Research (NASA EPSCoR) to study the Red Blood Cell Preservation for Exploration Spaceflight Transfusion Therapy. As part of the proposal, a subcontract to a small business, DesiCorp is included. Dr. Menze is a co-founder, President, and holds equity in this entity.

Per KRS 164.821(7), “Unless specifically approved by the board of trustees under the provisions of KRS 164.367, no member of the teaching or administrative staff of the university shall be directly or indirectly interested in any contract with the university for the sale of property, materials, supplies, equipment, or services, with the exception of compensation to the faculty, staff, and student members.”

The UofL Board of Trustees approved an Administrative Regulation on January 21, 2021, [attached](#), to provide a process for the review and possible approval of these types of transactions.

The University’s Conflict Review Board and the Vice President for Risk, Audit, and Compliance join the President in making this recommendation.

COMMITTEE ACTION:

Passed _____
Did Not Pass _____
Other _____

Signature on file
Assistant Secretary

BOARD ACTION:

Passed _____
Did Not Pass _____
Other _____

Signature on file
Assistant Secretary

CONFIDENTIAL AND SENSITIVE

January 5, 2022

MEMORANDUM

TO: Sandra Russell, Conflict of Interest Officer

FROM: Conflict Review Board, Allison G. Ratterman - Chair

RE: RECONSIDERATION REQUEST

BACKGROUND:

Dr. Michael Menze, Professor- Department of Biology, has submitted a pre-proposal to the National Aeronautics and Space Administration Established Program to Stimulate Competitive Research (NASA EPSCoR) to study the *Red Blood Cell Preservation for Exploration Spaceflight Transfusion Therapy*. As part of the proposal, a subcontract to a small business, DesiCorp is included. Dr. Menze is a co-founder, President, and holds equity in this entity.

Per the company website, “DesiCorp is developing a freeze-dried blood product that can be infused into injured warfighters immediately at the point of injury on the battlefield or to any other patients in remote or austere locations to treat traumatic blood loss.” This project is an interdisciplinary effort that integrates unique experience in red blood cell (RBC) physiology, cell desiccation, automation of biomedical processes, and extensive experience conducting biomedical research in reduced gravity. Based on the scientific knowledge of desiccation-tolerant organisms, optimally dry-preserved RBCs should stay viable for decades. After rehydration, these RBCs are ideal for transfusion therapy in standard and austere environments, including the reduced gravity experienced during exploration spaceflight. This project aims to optimize ground-based red blood cell dehydration mechanisms and refine the methods used to perform and analyze rehydration in reduced gravity conditions enabled by parabolic flight.

In addition to the proposed NASA EPSCoR proposal, UofL and DesiCorp have plans to submit a joint Department of Defense proposal to study applications of the same technology to combat situations. Unlike the current request, this second proposal anticipates independent funding to each entity.

The anticipated timeframe for the project is three years. The budget for the proposed project is \$899,999 and the target subcontract is \$25,000 for providing supplies in years 2 and 3. Successful research in this area could lead to innovation gains for UofL researchers and the University.

APPLICABLE REGULATIONS:

Kentucky Revised Statute 164.821(7)

“Unless specifically approved by the board of trustees under the provisions of KRS 164.367, no member of the teaching or administrative staff of the university shall be directly or indirectly interested in any contract with the university for the sale of property, materials, supplies, equipment, or services, with the exception of compensation to the faculty, staff, and student members.”

The UofL Board of Trustees (Trustees) approved an Administrative Regulation on January 21, 2021, to provide a process for the review and possible approval of these types of

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transactions. In recommending approval of a contractual relationship, the review shall determine that:

1. the Covered Person does not perform simultaneous work as both Covered Person and contractor and the Covered Person's interest in the contract does not present a conflict with Covered Person fulfilling his/her University Responsibilities;
2. the Covered Person does not have any institutional decision-making power over the contract or the proceeds resulting from the contract;
3. the Covered Person is not a Relative, as defined by KRS 164.001(20) to a contract negotiator or decider;
4. the Covered Person either has taken, or agrees to take, whatever actions the Conflict Review Board, the Covered Person's designated Appropriate Authority (as designated in the Management Plan), COIC Officer, President or the Board of Trustees requires to manage or avoid any conflict of interest or appearance of a conflict of interest;
5. if the contract is subject to the provisions of KRS Chapter 45A, the Covered Person's contract shall be the lowest price bid or otherwise provide the best value to the University;
6. the contract scope does not include human subjects research;
7. the contractual relationship is determined to be in the best interest of the University; and
8. the nature of the contract and the nature of the Covered Person's interest in the contract is fully disclosed to the University community in as broad of communications as appropriate for the nature of the contract and the Covered Person's interest.

DISCUSSION:

1. The first criterion is the Covered Person does not perform simultaneous work as both Covered Person and contractor and the Covered Person's interest in the contract does not present a conflict with Covered Person fulfilling his/her University Responsibilities.
 - Dr. Menze has been under management for his equity ownership of DesiCorp since its inception. He has complied with his management plan during through the entire interval and has consulted with the COIC Office whenever advice or information was needed. Dr. Menze will be receiving the materials from DesiCorp to engage in the UofL research.
2. The second criterion is that the Covered Person does not have any institutional decision-making power over the contract or the proceeds resulting from the contract.
 - The contract will result in the provision of supplies needed to complete the experiments on the UofL side of the project. There are no anticipated proceeds.
 - DesiCorp to develop and supply the contracted materials at cost.
3. The third criterion is the Covered Person is not a Relative, as defined by KRS 164.001(20) to a contract negotiator or decider.
 - Dr. Menze is not a Relative of any employee in the Sponsored Programs Office. These individuals would be negotiating the resulting subcontract.
 - Dr. Menze is precluded from negotiating on behalf of DesiCorp.

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4. **The fourth criterion is that the Covered Person either has taken, or agrees to take, whatever actions the Conflict Review Board, the Covered Person's designated Appropriate Authority (as designated in the Management Plan), COIC Officer, President or the Board of Trustees requires to manage or avoid any conflict of interest or appearance of a conflict of interest.**
 - **By submitting the Reconsideration Request, Dr. Menze has agreed to take necessary actions to manage identified COIs.**
 - **Dr. Brett Janis graduated in December 2021 and he is currently entirely on the DesiCorp side of the project transaction.**
5. **The fifth criterion is that if the contract is subject to the provisions of KRS Chapter 45A, the Covered Person's contract shall be the lowest price bid or otherwise provide the best value to the University.**
 - **DesiCorp Inc. is a start-up company housed in the Nucleus building and was founded based on IP developed at the University of Louisville. DesiCorp is currently the only entity with the capacity for scaling up the production of dehydrated human red blood cells that will be utilized in years two and three of the proposed project. Outsourcing part of the production of dehydrated red blood cells will ensure the timely completion of the proposed research since the UofL-based red blood processing capacities are limited.**
6. **The sixth criterion is that the contract scope does not include human subjects research.**
 - **The proposed contract between UofL and DesiCorp would be to secure desiccated human blood cells in order to conduct the experiments proposed in the project. It is not human subject research.**
7. **The seventh criterion is that the contractual relationship is determined to be in the best interest of the University.**
 - **At present, DesiCorp is the only company in the world positioned to provide the materials UofL needs to complete this project, if it is selected for funding by NASA.**
 - **The project potentially builds upon existing UofL IP**
8. **The eighth and final criterion is that the nature of the contract and the nature of the Covered Person's interest in the contract is fully disclosed to the University community in as broad of communications as appropriate for the nature of the contract and the Covered Person's interest**
 - **If approved, Dr. Menze will cooperate with the COIC Office and OCM to provide whatever communications are deemed appropriate for the disclosure.**

RECOMMENDATION:

The Conflict Review Board recommends moving this reconsideration request forward for review and consideration by the COI Officer, President and Board of Trustees.

CONFIDENTIAL AND SENSITIVE

February 9, 2022

MEMORANDUM

TO: Sandra Russell, Conflict of Interest Officer

FROM: Conflict Review Board, Allison G. Ratterman - Chair

RE: RECONSIDERATION REQUEST

BACKGROUND:

Dr. Claudio Maldonado, Professor- Department of Physiology and Department of Surgery, has submitted an R01 proposal to the National Institutes of Health to study the *Mechanisms of Membrane Lipid Therapy to Treat Myocardial Infarction*. As part of the proposal, a subcontract to a small business, EndoProtech is included. Dr. Maldonado is a co-founder and President of EndoProtech and holds equity in this entity.

EndoProtech has been the recipient of multiple SBIR and STTR awards from HHS totaling over \$4million since 2005, most recently in 2018. UofL has served as a partner to EndoProtech in these previous endeavors and has built a strong partnership of transparency and cooperation. Further, the company has had three sub-contracts with the University from SBIR matching fund grant awards provided by Kentucky Science and Technology Corporation (KSTC), a state-run program that supports small businesses. The total of those awards was \$920,000.

The anticipated timeframe for the project is five years. The budget for the proposed project is \$3.5 million and the target subcontract is \$730,000. Further, the application being studied in this proposed project is unique in that UofL and EndoProtech are investigating a novel drug (of local design) that actively treat myocardial infarction to reduce infarct size. Successful research in this area could lead to innovation gains for UofL researchers and the University.

APPLICABLE REGULATIONS:

Kentucky Revised Statute 164.821(7)

“Unless specifically approved by the board of trustees under the provisions of KRS 164.367, no member of the teaching or administrative staff of the university shall be directly or indirectly interested in any contract with the university for the sale of property, materials, supplies, equipment, or services, with the exception of compensation to the faculty, staff, and student members.”

The UofL Board of Trustees (Trustees) approved an Administrative Regulation on January 21, 2021, to provide a process for the review and possible approval of these types of transactions. In recommending approval of a contractual relationship, the review shall determine that:

- 1. the Covered Person does not perform simultaneous work as both Covered Person and contractor and the Covered Person’s interest in the contract does not present a conflict with Covered Person fulfilling his/her University Responsibilities;**
- 2. the Covered Person does not have any institutional decision-making power over the contract or the proceeds resulting from the contract;**

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3. the Covered Person is not a Relative, as defined by KRS 164.001(20) to a contract negotiator or decider;
4. the Covered Person either has taken, or agrees to take, whatever actions the Conflict Review Board, the Covered Person's designated Appropriate Authority (as designated in the Management Plan), COIC Officer, President or the Board of Trustees requires to manage or avoid any conflict of interest or appearance of a conflict of interest;
5. if the contract is subject to the provisions of KRS Chapter 45A, the Covered Person's contract shall be the lowest price bid or otherwise provide the best value to the University;
6. the contract scope does not include human subjects research;
7. the contractual relationship is determined to be in the best interest of the University; and
8. the nature of the contract and the nature of the Covered Person's interest in the contract is fully disclosed to the University community in as broad of communications as appropriate for the nature of the contract and the Covered Person's interest.

DISCUSSION:

1. The first criterion is the Covered Person does not perform simultaneous work as both Covered Person and contractor and the Covered Person's interest in the contract does not present a conflict with Covered Person fulfilling his/her University Responsibilities.
 - Dr. Maldonado has been under management for his equity ownership of EndoProtech for more than 15 years. He has complied with his management plan through the entire interval and has participated on several awards that involved EndoProtech. These projects brought with them additional management requirements. Should this project be funded, and the subcontract be approved, the work at EndoProtech will be undertaken by employees of the company under the direction of Phil Bauer. Dr. Maldonado's focus and efforts in the project will remain on the UofL side.
2. The second criterion is that the Covered Person does not have any institutional decision-making power over the contract or the proceeds resulting from the contract.
 - The contract will result in the provision of supplies needed to complete the experiments on the UofL side of the project. There are no anticipated proceeds.
 - EndoProtech to develop and supply the contracted materials at cost.
3. The third criterion is the Covered Person is not a Relative, as defined by KRS 164.001(20) to a contract negotiator or decider.
 - Dr. Maldonado is not a Relative of any employee in the Sponsored Programs Office. These individuals would be negotiating the resulting subcontract.
 - Dr. Maldonado is precluded from negotiating on behalf of EndoProtech.
4. The fourth criterion is that the Covered Person either has taken, or agrees to take, whatever actions the Conflict Review Board, the Covered Person's designated Appropriate Authority (as designated in the Management Plan), COIC Officer,

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President or the Board of Trustees requires to manage or avoid any conflict of interest or appearance of a conflict of interest.

- **By submitting the Reconsideration Request, Dr. Maldonado has agreed to take necessary actions to manage identified COIs. Further, Dr. Maldonado routinely complies with UofL disclosure requirements and complies with his approved management plan. Per Dr. Maldonado, EndoProtech uses an accounting firm (DeSalvo CPA out of Cincinnati) to keep track of expenses as required by the NIH and will prepare monthly invoices with detailed charges related to the grant.**
 - **Conflict Review Board requires that Dr. Maldonado come off of entrepreneurial leave for the duration of the R01, if funded.**
 - **For the duration of the sub award, Dr. Bauer would suspend his UofL Gratis Faculty appointment and remain on the EndoProtech side of the transaction.**
 - **Conflict Review Board will require the establishment of a COI monitoring panel to be selected in consultation with the Dean, School of Medicine.**
- 5. The fifth criterion is that if the contract is subject to the provisions of KRS Chapter 45A, the Covered Person's contract shall be the lowest price bid or otherwise provide the best value to the University.**
- **EndoProtech is the sole entity that can provide the required drug within the timetable of the proposed R01 and thus would be considered a sole source for procurement purposes.**
 - **EndoProtech to develop and supply the contracted materials at cost.**
- 6. The sixth criterion is that the contract scope does not include human subjects research.**
- **The proposed contract between UofL and EndoProtech would be to secure nanoliposome drug in order to conduct the experiments proposed in the project. It is not human subject research.**
- 7. The seventh criterion is that the contractual relationship is determined to be in the best interest of the University.**
- **At present, EndoProtech is the only company in the world that manufactures the drug to treat myocardial infarction. According to institutional records, UofL has no rights to the underlying intellectual property; therefore, in order to access the necessary drug and successfully complete the proposed aims, UofL will need to acquire the product from EndoProtech.**
 - **In addition to Dr. Maldonado, the UofL Co-investigators Dr. Liang Tang, Dr. Leila Gobejishvili, Dr. Anna Gumpert, and Dr. MJ Negahdar agreed with the decision of pursuing the sub-contract with UofL. None of the co-Investigators have an interest in the company. Drs. Tang, Gobejishvili and Gumpert have previously collaborated on the past sub-contracts from EndoProtech to UofL**
 - **Address Intellectual Property terms as part of resulting subcontract (Bayh-Dole would be applicable). Proposed language would be: *Right and title to any intellectual property, excluding copyrights and whether patented or maintained as know-how, shall be determined in accordance with U.S. patent law.***

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- 8. The eighth and final criterion is that the nature of the contract and the nature of the Covered Person's interest in the contract is fully disclosed to the University community in as broad of communications as appropriate for the nature of the contract and the Covered Person's interest**
 - If approved, Dr. Maldonado will cooperate with the COIC Office and OCM to provide whatever communications are deemed appropriate for the disclosure.**

RECOMMENDATION:

The Conflict Review Board recommends moving this reconsideration request forward for Trustees approval.

RECOMMENDATION TO THE BOARD OF TRUSTEES
CONCERNING A RECONSIDERATION REQUEST FOR
FYTT, INC. – ERNEST RIMER

Audit, Compliance, and Risk Committee – March 17, 2022
Executive and Compensation Committee – March 17, 2022

RECOMMENDATION:

The President recommends that the Board of Trustees approve the [attached](#) reconsideration request for FYTT, Inc., of which Ernest Rimer, a UofL Health employee, holds equity in this entity and Dr. Rimer’s spouse is currently an employee of the University.

BACKGROUND:

Dr. Ernest Rimer, Director of Sport Science at UofL Health, holds equity in FYTT, Inc., a corporation that markets performance software that assists sports programs to design and implement individualized training programs for a broad base of athletes and sports, in addition to providing the monitoring tools to assess those programs. The UofL Athletic Association, a statutory affiliate of UofL is seeking to procure an initial 6-month trial license for evaluation purposes and, if successful, would potentially pursue a full license of the software.

Since Dr. Rimer is currently an employee of UofL Health, this would not normally invoke the KRS restriction against an interest in a contract. However, Dr. Rimer’s spouse is currently an employee of UofL and therefore, the restriction comes into consideration.

Per KRS 164.821(7), “Unless specifically approved by the board of trustees under the provisions of KRS 164.367, no member of the teaching or administrative staff of the university shall be directly or indirectly interested in any contract with the university for the sale of property, materials, supplies, equipment, or services, with the exception of compensation to the faculty, staff, and student members.”

The UofL Board of Trustees approved an Administrative Regulation on January 21, 2021, [attached](#), to provide a process for the review and possible approval of these types of transactions.

The University’s Conflict Review Board and the Vice President for Risk, Audit, and Compliance join the President in making this recommendation.

COMMITTEE ACTION:

Passed X
Did Not Pass _____
Other _____

BOARD ACTION:

Passed X
Did Not Pass _____
Other _____

Signature on file _____
Assistant Secretary

Signature on file _____
Assistant Secretary

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February 9, 2022

MEMORANDUM

TO: Sandra Russell, Conflict of Interest Officer

FROM: Conflict Review Board, Allison G. Ratterman - Chair

RE: RECONSIDERATION REQUEST

BACKGROUND:

Dr. Ernest Rimer, Director of Sport Science, is a UofL Health employee that holds equity in FYTT, Inc. FYTT, Inc. markets performance software that assists sports programs to design and implement individualized training programs for a broad base of athletes and sports in addition to providing the monitoring tools to assess those programs. The UofL Athletic Association, a statutory affiliate of UofL is seeking to procure an initial 6 month trial license for evaluation purposes and, if successful, would potentially pursue a full license of the software.

Since Dr. Rimer is currently an employee of UofL Health, this would not normally invoke the KRS restriction against an interest in a contract. However, Dr. Rimer's spouse is currently an employee of UofL and therefore, the restriction comes into consideration.

ULAA has convened a committee to review the potential software options in this field and have evaluated FYTT to have the features, flexibility and cost effectiveness their entity is seeking. A copy of their product comparison has been provided to the committee for review as well.

APPLICABLE REGULATIONS:

Kentucky Revised Statute 164.821(7)

"Unless specifically approved by the board of trustees under the provisions of KRS 164.367, no member of the teaching or administrative staff of the university shall be directly or indirectly interested in any contract with the university for the sale of property, materials, supplies, equipment, or services, with the exception of compensation to the faculty, staff, and student members."

The UofL Board of Trustees (Trustees) approved an Administrative Regulation on January 21, 2021, to provide a process for the review and possible approval of these types of transactions. In recommending approval of a contractual relationship, the review shall determine that:

- 1. the Covered Person does not perform simultaneous work as both Covered Person and contractor and the Covered Person's interest in the contract does not present a conflict with Covered Person fulfilling his/her University Responsibilities;**
- 2. the Covered Person does not have any institutional decision-making power over the contract or the proceeds resulting from the contract;**
- 3. the Covered Person is not a Relative, as defined by KRS 164.001(20) to a contract negotiator or decider;**
- 4. the Covered Person either has taken, or agrees to take, whatever actions the Conflict Review Board, the Covered Person's designated Appropriate Authority (as**

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designated in the Management Plan), COIC Officer, President or the Board of Trustees requires to manage or avoid any conflict of interest or appearance of a conflict of interest;

5. if the contract is subject to the provisions of KRS Chapter 45A, the Covered Person's contract shall be the lowest price bid or otherwise provide the best value to the University;
6. the contract scope does not include human subjects research;
7. the contractual relationship is determined to be in the best interest of the University; and
8. the nature of the contract and the nature of the Covered Person's interest in the contract is fully disclosed to the University community in as broad of communications as appropriate for the nature of the contract and the Covered Person's interest.

DISCUSSION:

1. The first criterion is the Covered Person does not perform simultaneous work as both Covered Person and contractor and the Covered Person's interest in the contract does not present a conflict with Covered Person fulfilling his/her University Responsibilities.
 - In this instance, the Covered Person in question is Alyssa Rimer. She has no role at all in the entity nor is she a party to the ULAA decision to procure FYTT.
2. The second criterion is that the Covered Person does not have any institutional decision-making power over the contract or the proceeds resulting from the contract.
 - The contract will result in the provision of license (first a six month trial and then potentially yearly recurring) for the use of FYTT with the athletic programs
 - FYTT, Inc to provide any resulting yearly license at the lowest rate charged for the same service to any of FYTT's other customers.
3. The third criterion is the Covered Person is not a Relative, as defined by KRS 164.001(20) to a contract negotiator or decider.
 - Alyssa Rimer is not a Relative of any employee in the Purchasing Office. These individuals would be negotiating the resulting contract.
4. The fourth criterion is that the Covered Person either has taken, or agrees to take, whatever actions the Conflict Review Board, the Covered Person's designated Appropriate Authority (as designated in the Management Plan), COIC Officer, President or the Board of Trustees requires to manage or avoid any conflict of interest or appearance of a conflict of interest.
 - By submitting the Reconsideration Request, Dr. Rimer (as Requestor) has agreed to take necessary actions to manage identified COIs.
5. The fifth criterion is that if the contract is subject to the provisions of KRS Chapter 45A, the Covered Person's contract shall be the lowest price bid or otherwise provide the best value to the University.

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- **ULAA has conducted a product comparison (attached) and has determined that the FYTT software is the best fit for their needs and provides the best value.**
 - **FYTT, Inc to provide any resulting yearly license at the lowest rate charged for the same service to any of FYTT's other customers.**
- 6. The sixth criterion is that the contract scope does not include human subjects research.**
- **This is a purchasing agreement. It is not research.**
- 7. The seventh criterion is that the contractual relationship is determined to be in the best interest of the University.**
- **ULAA has conducted a product comparison (attached) and has determined that the FYTT software is the best fit for their needs and provides the best value.**
- 8. The eighth and final criterion is that the nature of the contract and the nature of the Covered Person's interest in the contract is fully disclosed to the University community in as broad of communications as appropriate for the nature of the contract and the Covered Person's interest**
- **If approved, Dr. Rimer will cooperate with the COIC Office and OCM to provide whatever communications are deemed appropriate for the disclosure.**

RECOMMENDATION:

The Conflict Review Board recommends moving this reconsideration request forward for Conflict of Interest Officer review and consideration.

RECOMMENDATION TO THE BOARD OF TRUSTEES
CONCERNING THE ADOPTION OF A NEW REGULATION
REGARDING PROCUREMENT

Board of Trustees – January 21, 2021

RECOMMENDATION:

The President recommends that the Board of Trustees approve a new procurement regulation, as [attached](#).

BOARD ACTION:

Passed _____

Did Not Pass _____

Other _____

____ Signature on file _____

Assistant Secretary

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KRS 164.821(7) and the University of Louisville Interpretation

Unless specifically approved by the board of trustees under the provisions of KRS 164.367, no member of the teaching or administrative staff of the university shall be directly or indirectly interested in any contract with the university for the sale of property, materials, supplies, equipment, or services, with the exception of compensation to the faculty, staff, and student members.

Prior to March 2019, University of Louisville Research Foundation (ULRF) and the University of Louisville Athletic Association (ULAA) were not considered included in the above statute's interpretation – only the University of Louisville. A Covered Person with an interest in a contract with ULRF or ULAA would do so under an approved Management Plan. In March 2019, based on a new interpretation by the Chief Compliance Officer, ULRF and ULAA were considered covered by the above statute. With that interpretation, a company in which a Covered Person holds an interest can donate goods or services to UofL, ULRF or ULAA. Alternatively, the Covered Person can divest themselves from the company seeking a contract with UofL, ULRF or ULAA.

This proposed Administrative Regulation and associated Procedure provides the University with the opportunity to engage in a contract with a Covered Person, beyond compensation, if it is determined to be in the best interest of the university.

Proposed: University of Louisville Administrative Regulation: Interest in Contracts

Section 1. The Board of Trustees of the University of Louisville exercises its authority to perform the functions set forth in KRS 164.367 (2) establishing the conditions and procedures by which a Covered Person, who may be directly or indirectly interested in a contract, may contract with the University for the sale of property, materials, supplies, equipment or services to the University.

Section 2. A Covered Person, must act with the utmost integrity, responsibility, and honesty. A Covered Person cannot use his/her position for financial gain or other benefits for oneself, business associates, Relatives, or other persons with which a Covered Person has a close personal relationship. Actions that create an appearance of impropriety are to be avoided.

Section 3. If there is a proposed contract in which a Covered Person has an interest, whether direct or indirect, for the sale, or purchase of property, materials, supplies, equipment, or services with the University, the contracting entity shall submit a request for review of that desired contract. An indirect interest can be found when a real or perceived use of a University position could lead to financial or other benefits to the Covered Person or a Relative of the Covered Person. An indirect interest includes situations where a business owned or controlled by a Relative of the Covered Person would be doing business with the University.

Section 4. The Board of Trustees of the University of Louisville has determined the University may enter into a contract in which a Covered Person has an interest only if the proposed contract is approved pursuant to the processes for review and approval and said contract meets specified criteria. Requests for review are submitted to the University's Conflict Review Board for its review and recommendation. The Conflict Review Board (1) may recommend approval of the request through the University of Louisville's Vice President for Risk, Audit and Compliance (who serves as the Conflict of Interest and Commitment (COIC) Officer), (2) recommend approval of the request with modification, or (3) recommend denial of the request because of failure to appropriately mitigate identified COICs. If the COIC Officer agrees with the CRB's recommendation of approval, with or without modifications, the COIC Officer then submits the recommendation to the President of the University. If the President agrees with the recommendation, the President submits the recommendation to the Board of Trustees for final approval.

In such review process, each of the following criteria must be met:

- a) the Covered Person does not perform simultaneous work as both Covered Person and contractor and the Covered Person's interest in the contract does not present a conflict with Covered Person fulfilling his/her University Responsibilities;
- b) the Covered Person does not have any institutional decision-making power over the contract or the proceeds resulting from the contract;
- c) the Covered Person is not a Relative, as defined by KRS 164.001(20) to a contract negotiator or decider;
- d) the Covered Person either has taken, or agrees to take, whatever actions the Conflict Review Board, the Covered Person's designated Appropriate Authority (as designated in the Management Plan), COIC Officer, President or the Board of Trustees requires to manage or avoid any conflict of interest or appearance of a conflict of interest;
- e) if the contract is subject to the provisions of KRS Chapter 45A, the Covered Person's contract shall be the lowest price bid or otherwise provide the best value to the University;
- f) the contract scope does not include human subjects research;
- g) the contractual relationship is determined to be in the best interest of the University; and
- h) the nature of the contract and the nature of the Covered Person's interest in the contract is fully disclosed to the University community in as broad of communications as appropriate for the nature of the contract and the Covered Person's interest.

Section 5. Upon recommendation of the University of Louisville's Conflict Review Board, the University of Louisville's COIC Officer, and the University of Louisville President, the Board of Trustees of the University of Louisville will have final authority to approve or disapprove all contracts in accordance with Sections 2, 3 and 4 of this regulation.

Section 6. Board of Trustees Members and University Officers will remain prohibited to contract with the University of Louisville except as set forth in KRS 164.0053 and KRS 164.390, respectively.

Section 7: For purposes of the applicability of this regulation, University includes the University of Louisville, the University of Louisville Research Foundation, Inc., and the University of Louisville Athletic Association, Inc. and their successors as well as any other future affiliated corporation of the University of Louisville meeting the criteria specified by KRS 164A.610. In addition, this regulation applies when the funding is held by University of Louisville Foundation, if those funds are held for the benefit of the University of Louisville, the University of Louisville Research Foundation, Inc., or the University of Louisville Athletic Association, Inc., or any other future affiliated corporation of the University of Louisville meeting the criteria specified by KRS 164A.610.

Proposed: University of Louisville Administrative Procedure: Interest in Contracts

KRS 164.821(7) and University of Louisville (University) policy prohibits University Covered Persons from having an interest in a contract with the University unless specifically approved by the Board of Trustees (Trustees). In order for such a contract to be considered eligible for approval by the Trustees, the Covered Person shall have the right to request a review of the statutory prohibition. The Reconsideration Request must be submitted in writing. Reviews of the Reconsideration Request are submitted to the Conflict Review Board (CRB), who makes a recommendation to the Conflict of Interest and Commitment (COIC) Officer (Vice President for Risk, Audit and Compliance). If the recommendation is for approval, with or without modification, and the COIC Officer agrees with the recommendation, the COIC Officer shall then submit the recommendation to the University President. If the President agrees with the recommendation for approval, then the President shall submit the recommendation to the Trustees for final approval.

The Reconsideration Request must be submitted through the disclosure system and provide the following detail:

- ❖ Detailed description of the specific project for which the request is being made. This detail should include a description of the role of the Covered Person in the project, any relevant proposal/award numbers, any relevant compliance numbers (Institutional Review Board, Institutional Animal Care and Use Committee, Institutional

Biosafety Committee), complete copies of associated sponsored programs proposals (including portions submitted by the external entity as the prime awardee);

- ❖ Justification as to why the contractual relationship is in the best interest of the University;
- ❖ Documentation of actions the Covered Person has taken or will take to avoid any conflict of interest or any appearance of a conflict of interest;
- ❖ Documentation, in accordance with KRS Chapter 45A, that the Covered Person's proposed contract shall be the lowest price bid or otherwise provides the best value to the University, sole source justification is not sufficient for this requirement;
- ❖ Justification that the Covered Person's interest in the contract does not present a conflict with the university job performance; and,
- ❖ Description of how the nature of the contract and the nature of the Covered Person's interest in the contract or business shall be fully disclosed to the University community by as broad communications as feasibly possible.

The COIC Director, who serves as the CRB Chair, will present the Reconsideration Request at the next convened meeting of the CRB. The COIC Officer will in attendance at any CRB meeting in which a Reconsideration Request is presented. When a Reconsideration Request is time sensitive, the CRB Chair reserves the right to convene an ad hoc meeting of the CRB in order to review the request. The convened CRB will review the Reconsideration Request and determine whether it has sufficient information within the request to make a decision. Reconsideration Requests submitted that impact the design, proposing, conduct, performance or analysis of research may require a hold (including expenditures) to be placed upon the specific project in question until the management issue is resolved. If adequate detail is not provided, the Reconsideration Request will be returned to the Covered Person. If adequate detail is provided, the CRB will make one of the following recommendations to the COIC Officer:

- ❖ Recommend to approve the contractual relationship, as described and submitted by the Covered Person
- ❖ Recommend to approve the contractual relationship, with modification(s)
- ❖ Recommend to not proceed with a recommendation to the Trustees and thus prohibit the contractual relationship

All recommendations made by the CRB will be forwarded to the COIC Officer. The COIC Officer will review the submission and supporting documentation from the CRB and issue one of the following recommendations to the President for approval and transmittal to the Trustees:

- ❖ Accept the CRB Recommendation as submitted
- ❖ Accept the CRB Recommendation, with modification(s)
- ❖ Overrule the CRB Recommendation

The decision to overrule the CRB recommendation requires review and consideration by the overrule panel. The panel consists of the COIC Officer in conjunction with the Provost and either the Executive Vice President for Research and Innovation (in research matters) or the Chief Financial Officer (for business matters).

When the CRB and COIC Officer jointly or the COIC Officer recommends prohibition of the contractual relationship, the request will be shared with the President, but will not be presented to the Trustees for review and approval. In these instances, the decision of the COIC Officer will be final. Upon Trustee request, any such denials will be provided on a quarterly basis in summary fashion.

At the next convened Trustees meeting, the Trustees will review the recommendation for approval from the President and supporting documentation and vote to either approve or reject the recommendation. The decision of the Trustees shall be final.

Definitions:

Appropriate Authority. The Covered Person's direct supervisor. The Board of Trustees serves as Appropriate Authority for the President.

Attestation and Disclosure Form (ADF). A Covered Person's annual attestation to the Standards of Conduct and disclosure of external activities and interests to the University.

Conflict of Interest or Commitment (COIC). An external relationship or interest that influences Covered Person's professional judgment in University teaching, Research, outreach, or public service. The term also includes situation in which Covered Person engages in a Non-University Commitment that may interfere with fulfillment of obligations to University. Examples may include outside employment, pro bono or volunteer work, and government service in public interest.

Conflict of Interest and Commitment Office (COIC Office). The office responsible for collecting and reviewing submitted ADFs. COIC Office fulfills the following duties:

- preserve files on all ADFs at University;
- keep databases for tracking disclosures and disclosure dates;
- keep administrative files for CRB;
- screen disclosures for completeness before starting review;
- act as a resource for Covered Persons on general regulatory information, guidance with forms, and aid in preparing ADF;
- provide reports certifications, and assurances for federal, state, departmental-, and unit-wide surveying of disclosure compliance;
- provide sanctioned reports or certifications for external sponsors or agencies, when necessary;
- preserve information on federal regulations about conflicts of interest in research;
- provide education about the COIC process and regulations to the University community;
- provide education opportunities to CRB members; and
- conduct quality assurance and quality improvement for the CRB.

Conflict of Interest and Commitment Officer (COIC Officer). The Vice President for Risk, Audit and Compliance, who is responsible for implementation and enforcement of COIC policy, serves as the COIC Officer and reports directly to President. COIC Officer is responsible for developing and issuing this policy. COIC Officer is responsible for ensuring compliance with all federal, state and local requirements about conflicts of interest. COIC Officer shall report yearly to President and Board of Trustees under this policy. COIC Officer may delegate responsibilities under this policy to COIC Office.

Conflict Review Board (CRB). Board named by COIC Officer to evaluate potential COIC, review reconsideration requests, and review information about noncompliance. Members include both faculty and administrative staff. The CRB is chaired by the COIC Director (who only votes to break a tie vote).

Covered Person. All University faculty, administrators, staff, and any other individuals (full or part-time, paid or unpaid) participating in academic, business, clinical, and Research or scholarly activities for University.

Institutional Animal Care and Use Committee (IACUC). The committee responsible for the review and approval of teaching and research conducted under the auspices of the University involving animals.

Institutional Biosafety Committee (IBC). The committee responsible for the review and approval of research conducted under the auspices of the University involving biological materials.

Institutional Review Board (IRB). The board responsible for the review and approval of human subject research conducted under the auspices of the University.

Management Plan. A written plan for management, reduction, or elimination of identified conflicts of interest and commitment.

Overrule Panel. The decision to overrule the CRB recommendation requires review and consideration by the overrule panel. The panel consists of the COIC Officer in conjunction with the Provost and either the Executive Vice President for Research and Innovation (in research matters) or the Chief Financial Officer (for business matters).

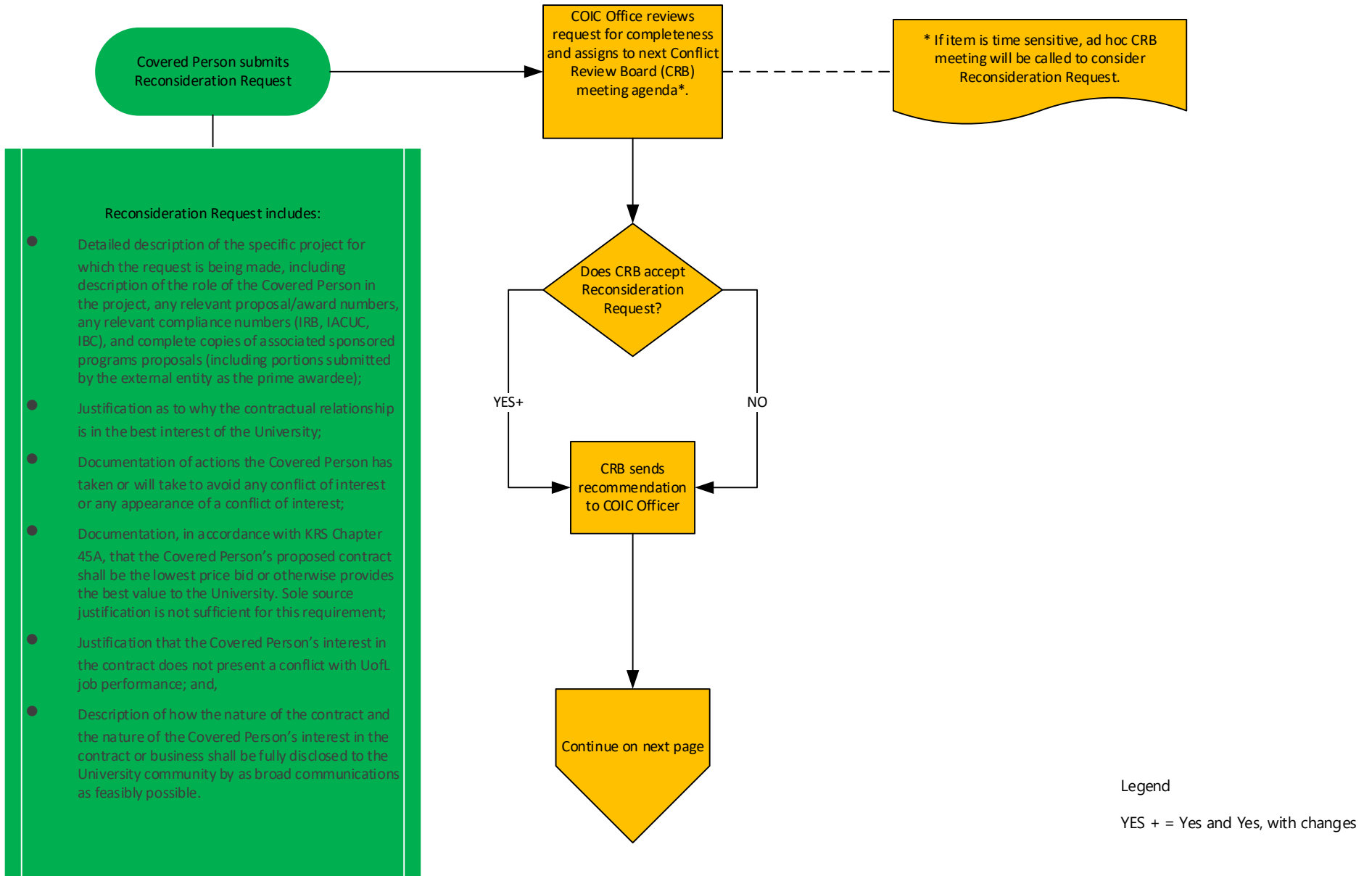
Reconsideration Request. A submission in writing by the Covered Person requesting the CRB to reconsider one or more clauses in the approved management plan. The request should include, at a minimum, the clause (s) needing change, a reason of why the approved Management Plan will not work, and a proposed revision to the approved management clause (s).

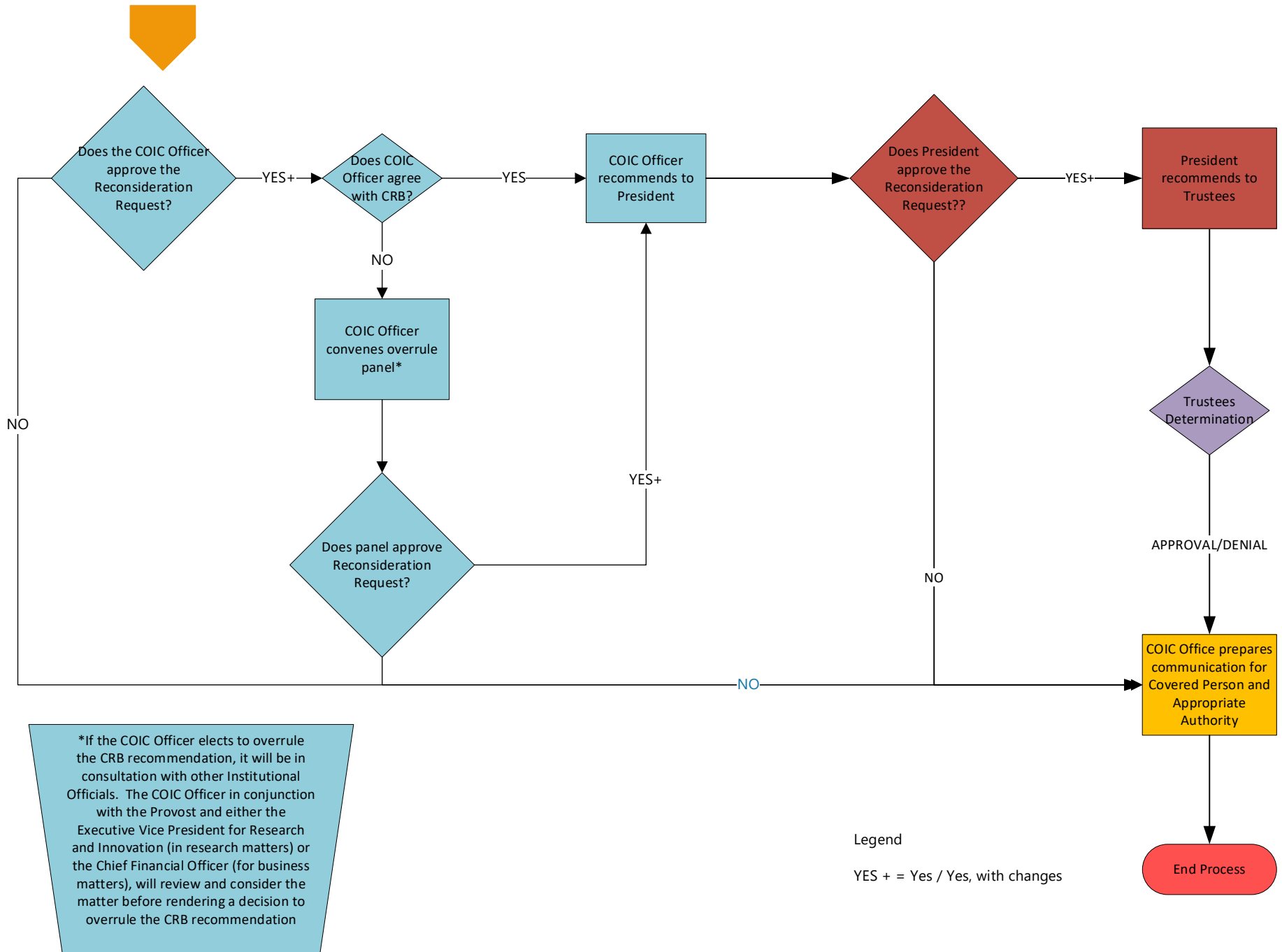
Relative. Anyone related to a Covered Person in the following ways, and includes those within these categories who are referred to as adopted, step-, foster, grand-, half-, in-law, spouse of, or great-: parent, child or ward, sibling, uncle or aunt, first cousin, nephew or niece, spouse, domestic partner, or significant other.

Research. A systematic investigation designed to develop or contribute to generalizable knowledge. The term encompasses basic and applied research, service and testing, and product development that may or may not be published in an article, book or book chapter and product development (e.g., a diagnostic test or drug). The term includes any such activity for which research funding is available through a grant, cooperative agreement, or contract, such as a research grant, career development award, center grant, individual fellowship award, infrastructure award, institutional training grant, program project, or Research resources award or gift. Research also includes research activities that are not funded or sponsored.

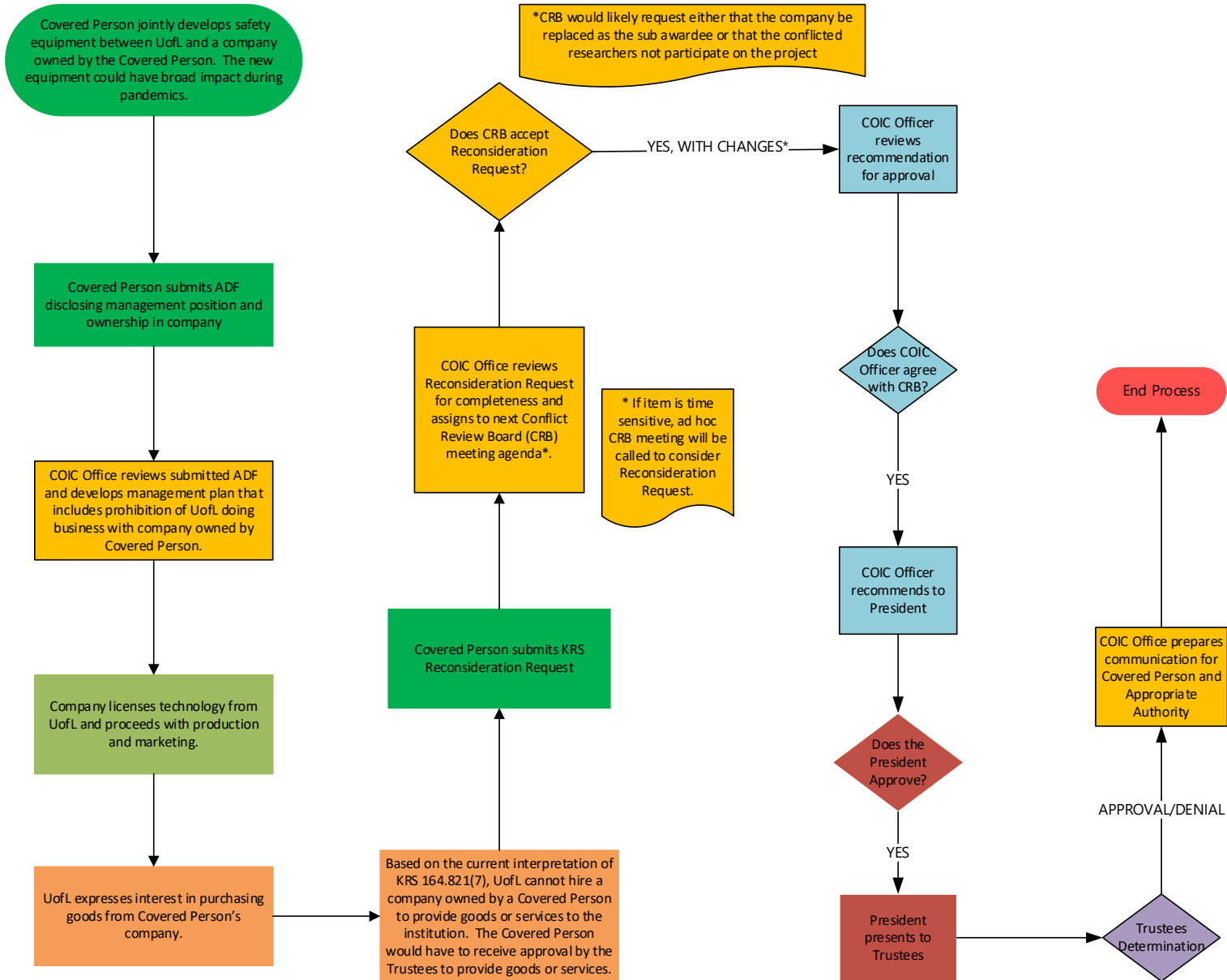
University Responsibilities. A Covered Person's duties and responsibilities on behalf of the University. The activities outlined in an Covered Person's annual assignment or position description may include administration, teaching, Research (regardless of whether or not it is funded), Research consultation, and creative activities, course preparation, curriculum development, lectures, evaluation of student efforts, academic advising, committee meetings and memberships, service on panels such as University review boards or data and safety monitoring boards, public service to include service on advisory committee's or review panels, and any other activity assigned by the Covered Person's Appropriate Authority in accordance with University policies.

Appendix A: Flowchart of Proposed University of Louisville Administrative Procedure: Interest in Contracts





Appendix B: Scenario – Illustrating a Reconsideration Process Requiring Trustees Approval/Denial



RECOMMENDATION TO THE BOARD OF TRUSTEES
CONCERNING THE CREATION OF THE
MASTERS OF ARTS IN APPLIED PHILOSOPHY

Academic and Student Affairs Committee – March 17, 2022

Executive and Compensation Committee – March 17, 2022

RECOMMENDATION:

The President recommends that the Board of Trustees approve the creation of the Master of Arts in Applied Philosophy.

BACKGROUND:

The Dean of the College of Arts and Sciences recommends the creation of the MA in Applied Philosophy, a 33-credit-hour degree program.

Since 2008, Philosophy has anchored the MA in Interdisciplinary Studies – Health Care Ethics (IS-HCE). This program, housed in the Graduate School, has produced 49 graduates, consistently placing them in excellent terminal degree programs, residencies, and careers, as well as enhancing the earning power and job prospects of mid-career professionals in fields such as medicine, social work, law, and beyond.

Having demonstrated viability, the HCE program is ready to come out of its incubation under the Graduate School. Philosophy plans to bring the HCE program in-house under the rubric of Applied Philosophy. Such a move satisfies the original intent of the Graduate Interdisciplinary Studies umbrella and strengthens both the Philosophy Department and the College.

The current proposal not only moves the HCE MA in-house but enhances it by building on the program's particular strengths in anti-racism and health disparities, as well as health policy and law. Moreover, the Applied Philosophy umbrella enables the department to respond nimbly to developments in the field by adding future concentrations in areas that are both departmental strengths and sites of significant student or employer demand.

Although this proposal will bring the MA program in-house, we will continue to work closely and in fact enhance our ties with the affiliated faculty, whose participation makes this program distinctive. Drawn from across the University – Pediatrics, Sociology, Medicine, Social Work, Public Health, Law, and beyond – the affiliated faculty participates in the intellectual life of the program and in the curriculum.

The proposed program will be the only MA program in the Commonwealth dedicated to Health Care Ethics. It will offer graduates training in ethical leadership, a skill that is applicable to a variety of professional contexts within and beyond the health care industry. The program builds partnerships with some of the most important health care organizations in the community, including both public sector agencies such as LMPHW and private-sector firms such as Norton Healthcare. It will directly serve the diversity and inclusion goals of A&S and UofL; and, lastly, it is a powerful example of how the humanities—indeed of how the oldest discipline in the

humanities—can reaffirm its relevance in COVID-era academia and work creatively with STEM-H fields.

The Faculty Senate recommended the creation of the MA in Applied Philosophy at their meeting on March 2, 2022. The Executive Vice President/University Provost joins the President in making this recommendation.

COMMITTEE ACTION:

Passed X

Did Not Pass _____

Other _____



Signature on file _____
Assistant Secretary

BOARD ACTION:

Passed X

Did Not Pass _____

Other _____


Signature on file _____
Assistant Secretary

RECOMMENDATION TO THE BOARD OF TRUSTEES
CONCERNING THE O. H. IRVINE ENDOWMENT
AND THE SUE F. MCGOWAN ENDOWMENT

Finance Committee – March 17, 2022
Executive and Compensation Committee – March 17, 2022

RECOMMENDATION:

The President recommends that the Board of Trustees approve changes to the purposes of two endowments, the O. H. Irvine Endowment and the Sue F. McGowan Endowment, to allow for funds to be used at the discretion of the University President.

BACKGROUND:

The Irvine Endowment was created in 1928 for the general purposes of the university.

The McGowan Endowment was created in 1991 for the benefits of the university as determined by the Board of Trustees.

In 2011, the Hallmark Scholarship Program was created to award full tuition and a partial stipend for room and board to students in the Commonwealth and Southern Indiana. Subsequently, the President and Board of Trustees determined the best use of the Irvine and McGowan funds was to support the Hallmark Scholarships.

In 2013, the Hallmark Scholarship Program was re-named in 2013 as the Henry Vogt Scholarship in honor of the late Henry Vogt and alternative funding sources were identified.

University administration has confirmed that the Vogt Scholarship program has adequate funding through multiple endowments and general funds within financial aid, and the President is recommending the Irvine and McGowan Endowments funds revert to being used at the discretion of the President.

COMMITTEE ACTION:

Passed X

Did Not Pass _____

Other _____

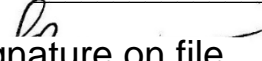

Signature on file _____
Assistant Secretary

BOARD ACTION:

Passed X

Did Not Pass _____

Other _____


Signature on file _____
Assistant Secretary

RECOMMENDATION TO THE UofL BOARD OF TRUSTEES REGARDING AN AGREEMENT WITH THE KENTUCKY TRANSPORTATION CABINET FOR THE SECOND STREET / THIRD STREET / MUSEUM DRIVE INTERSECTION AND BRANDEIS AVENUE PEDESTRIAN IMPROVEMENTS

Finance Committee – March 17, 2022
Executive and Compensation Committee – March 17, 2022

RECOMMENDATION:

The President recommends that the Board of Trustees authorize the President to execute certain the Agreement between the Commonwealth of Kentucky Transportation Cabinet and the University of Louisville titled “University Intersection and Pedestrian Improvements / Item No. 05-00581.00, Federal Project Number 3001-553” (the “Agreement”) in the form [attached](#) hereto, which Agreement involves \$166,020 in Federal reimbursement funding dedicated to the Louisville-Metro Area, \$82,475 in Coronavirus Response and Relief Supplemental Appropriations Act funds dedicated to the Louisville-Metro Area, and \$41,505 in Commonwealth of Kentucky funding.

Further, in executing the Agreement, the President will agree on behalf of the University of Louisville to ratify and adopt all statements, representations, warranties, covenants, and agreements contained in the Agreement.

BACKGROUND:

The University of Louisville has been working with the Kentucky Transportation Cabinet to obtain funding for an improvement project for the 2nd Street/3rd Street/Museum Drive Intersection and pedestrian improvements for Brandeis Avenue (the “Project”). The Federal Highway Administration, through the Cabinet, approved \$248,495 in federal funding and \$41,505 of state funding for the Project. The University of Louisville and the Cabinet intend to enter into the Agreement (as defined above) to confirm the offered funds and carry out the Project.

Section 43 of the Agreement requires that the University of Louisville pass a resolution authorizing the President to sign the Agreement on behalf of the University.

COMMITTEE ACTION:

Passed X
Did Not Pass _____
Other _____


Signature on file _____
Assistant Secretary

BOARD ACTION:

Passed X
Did Not Pass _____
Other _____


Signature on file _____
Assistant Secretary

**AGREEMENT BETWEEN
THE COMMONWEALTH OF KENTUCKY TRANSPORTATION CABINET
AND
UNIVERSITY OF LOUISVILLE
UNIVERSITY INTERSECTION AND PEDESTRIAN IMPROVEMENTS/ ITEM NO. 05-00581.00
FEDERAL PROJECT NUMBER 3001-553
\$166,020 SLO FUNDS
\$82,475 CRRSAA FUNDS
\$41,505 STATE FUNDS**

This AGREEMENT is made and entered into by and between the Commonwealth of Kentucky, Transportation Cabinet, hereinafter the "CABINET" and the University of Louisville, hereinafter the "RECIPIENT".

WITNESSETH:

WHEREAS, the Federal Highway Administration (FHWA), through the CABINET, has approved \$248,495 in federal funding and \$41,505 of state funding for the 2nd Street/ 3rd Street/ Museum Drive Intersection and Brandeis Avenue Pedestrian Improvements hereinafter the "PROJECT", known as Federal Project Number 3001-553 and the applicable Catalog of Federal Domestic Assistance number is 20.205-Highway Planning and Construction,

WHEREAS, the Federal-aid Highway Program is a State Administered Reimbursement Program and the RECIPIENT shall carry out this PROJECT in accordance with applicable Federal and State laws and regulations including all of Title 49 United States Code (USC), Title 23 United States Code (USC), 49 Code of Federal Regulations (CFR), 23 Code of Federal Regulations (CFR), and 2 CFR 200,

WHEREAS, the RECIPIENT must comply with applicable CABINET policies and procedures,

WHEREAS, Federal-aid projects are to serve a public purpose, the RECIPIENT is responsible for maintaining any real property or facilities improved pursuant to the PROJECT on a non-profit basis,

WHEREAS, the RECIPIENT shall refer to the *Federal-Aid Project Development Guide for Local Public Agencies*, hereinafter the "GUIDE", and any future revisions for assistance in complying with this AGREEMENT,

WHEREAS, the RECIPIENT shall outline, undertake, and complete the work as described in the Scope of Work and Budget Summary (Attachment A) in accordance with the terms and conditions of this AGREEMENT, and consistent with the FHWA Contract Administration Manual, the CABINET/FHWA Stewardship Agreement, FHWA Form 1273 and all applicable State and Federal laws and regulations,

WHEREAS, the RECIPIENT shall demonstrate and shall maintain adequate staff, provide delivery systems, and sufficient accounting control to complete the PROJECT in accordance with all Federal and State laws and regulations addressed herein, and

WHEREAS, the CABINET has agreed to provide a minimum of 20% matching funds (up to \$560,000 as identified in Attachment A) for the dedicated Surface Transportation Block Grant Funds (STBG) dedicated to the Louisville-Jefferson County Metropolitan Area and the RECIPIENT shall accept responsibility for all administration, staffing, maintenance and operation costs for the Project as identified under this AGREEMENT;

NOW THEREFORE, in consideration of the mutual covenants and agreements herein set forth, the CABINET and the RECIPIENT hereby agree as follows:

Section 1. Scope of Work & Budget Summary. It is understood that the PROJECT will enhance the transportation system as further described in the Scope of Work and Budget Summary (Attachment A, attached hereto and made a part of this AGREEMENT). In the Scope of Work and Budget Summary, the RECIPIENT is to include detailed expectations, individual activities, estimates, and a schedule with milestones which the CABINET will use as checkpoints for the PROJECT. Further, the RECIPIENT is to define the roles, responsibilities, and authorities of the various entities and/or organizational units with regard to the project development and project delivery processes specific to this PROJECT in the Scope of Work and Budget Summary.

The RECIPIENT shall identify and provide a point of contact, including adequate contact information, for who shall be responsible to manage this PROJECT on the RECIPIENT's behalf, submit the Scope of Work and Budget Summary to the CABINET, and be responsible for ensuring that the RECIPIENT adheres to all terms and conditions of this AGREEMENT. The RECIPIENT shall have final design plans, specifications, and a total estimate prepared by a Professional Engineer licensed to practice in the Commonwealth of Kentucky and approved by the CABINET prior to any construction. The Project Development Checklist (LPA-PDC) (Appendix 1 of the GUIDE) shall be submitted by the RECIPIENT and certified by the CABINET prior to construction.

Section 2. Effective Date of Agreement and Term of Eligible Reimbursement. It is understood the effective date of this AGREEMENT is the date the AGREEMENT is signed by the Secretary of the CABINET. After execution of the AGREEMENT, the CABINET will return a copy of the AGREEMENT to the RECIPIENT and issue a Notice to Proceed to begin work on a particular Phase of the PROJECT. Expenditures made prior to the effective date of the AGREEMENT and before the Notice to Proceed for the particular Phase covering the expenditure shall not be eligible for reimbursement. The Term of Eligible Reimbursement under this AGREEMENT shall end June 30, 2025 unless that Term is extended or amended by written agreement in accordance with the provisions of KRS 45A and 2 CFR Part 200 as to period of performance. Any and all funding obligated for any Phase of this PROJECT defined by the original Scope of Work and authorized changes shall be available to reimburse the RECIPIENT for eligible work activities completed and costs incurred after the effective date of this AGREEMENT and the Notice to Proceed covering that Phase of the PROJECT. If the PROJECT cannot be completed during the Term of Eligible Reimbursement under this AGREEMENT, the RECIPIENT must provide justification why the PROJECT end date should be extended and identify the new Term of Eligible Reimbursement being requested.

Section 3. Funding Out Provision. The CABINET may terminate this contract if funds are not appropriated to the contracting agency or are not otherwise available for the purpose of making payments without incurring any obligation for payment after the date of termination, regardless of the terms of the contract. The CABINET shall provide the RECIPIENT thirty (30) calendar days written notice of termination of the contract.

This AGREEMENT is contingent upon the continued availability of appropriated Federal funding. If the funding appropriated for any Phase of the PROJECT becomes unavailable for any reason including the Kentucky General Assembly's failure to appropriate the funding, by operation of law or as the result of a reduction in Federal funding, further reimbursement of PROJECT expenditures may be denied, the PROJECT may be cancelled, the timeline extended or the scope amended by the CABINET either in whole or in part without penalty. Denial of further reimbursement, PROJECT cancellation, extension or amendment because of an interruption in the appropriated funding is not a default or breach of this AGREEMENT by the CABINET nor may such denial, cancellation, extension or amendment give rise to any claim against the CABINET.

Section 4. Duration of Project. It is understood and agreed by the parties hereto that the Scope of Work shall be completed within the period set forth herein under Section 2. In the event the RECIPIENT fails to perform the Scope of Work within the time allotted, or at any time the RECIPIENT fails to maintain adequate staff, project delivery systems, or sufficient accounting control, the CABINET reserves the right to cancel further reimbursements related to the PROJECT under the AGREEMENT. In the event the CABINET denies further reimbursement under this section, the RECIPIENT shall refund all reimbursements made by the CABINET to the RECIPIENT under this AGREEMENT.

Section 5. Project Funding. It is expressly understood that Federal funding for this PROJECT is being provided by the Federal Highway Administration (FHWA) through the CABINET, specifically through the Catalog of Federal Domestic Assistance program number 20.205, Highway Planning and Construction. The Federal share of the total cost of this AGREEMENT shall not exceed \$248,495 and the State share of the total cost of this AGREEMENT shall not exceed \$41,505 (the amount indicated on Attachment A) unless otherwise approved in writing by the CABINET with the concurrence of FHWA. If the RECIPIENT completes the PROJECT for less than this amount, the remaining funds may only be used by the RECIPIENT upon written agreement of the CABINET and may only be used for eligible PROJECT costs within the original PROJECT scope. Unless otherwise stated, the funding for the PROJECT shall be authorized in Phases and no reimbursement shall be considered for expenditures made before a Notice to Proceed for that Phase has been received. Reimbursement requests will be considered only for and up to the funding amount and type of work described in the approved Scope of Work and Budget and authorized by the Notice to Proceed for that Phase. The RECIPIENT has agreed to accept up to \$166,020 in Federal reimbursement funding dedicated to the Louisville- Metro Area (SLO funds) which require 20% matching funds (provided by the state funds as stated in the Attachment A) and \$82,475 Coronavirus Response and Relief Supplemental Appropriations Act (CRRSSA) funds dedicated to the Louisville-Metro Area which are 100% reimbursable, available as authorized for the Design Phase for eligible PROJECT costs. The RECIPIENT shall be responsible for any ineligible costs and any costs in excess of the reimbursable total \$290,000 necessary for completion of the approved Scope of Work and any authorized changes to the PROJECT.

The RECIPIENT has agreed to make available up to \$23,200 of the total PROJECT funding to the CABINET for direct costs related to PROJECT oversight and management activities. If any funding

made available to the CABINET is not used, the CABINET may permit the remaining funding to be obligated to the RECIPIENT for eligible PROJECT costs as evidenced in writing at the mutual consent of both parties.

The RECIPIENT shall pay all PROJECT expenses and only upon meeting all terms and conditions of this AGREEMENT will be eligible to receive Federal reimbursement funding. All charges to the PROJECT shall be supported by properly executed invoices, contracts, vouchers, or monthly employment data evidencing in proper detail the nature and propriety of the charge. The CABINET or FHWA may require additional documentation at their discretion.

Section 6. Allowable Costs. Funding may be used for restoration, repair, construction and other activities eligible under the Surface Transportation Program (STP) as defined within 23 USC 133(b). Funding may also be used for passenger and freight rail transportation and port infrastructure projects eligible for assistance under subsection 23 USC 601(a)(8). The PROJECT costs referred to in this AGREEMENT shall be those costs included in the Scope of Work (Attachment A) and submitted to the CABINET on the Reimbursement Request Form. The RECIPIENT shall follow 2 CFR 200.

The RECIPIENT is responsible for adhering to all Federal and State laws and regulations listed in this AGREEMENT and all documents referred to herein. The CABINET shall reimburse the RECIPIENT upon request by the RECIPIENT providing proof of payment through appropriate documentation, which includes but is not limited to the following: work progress completed to date, expenses, cancelled checks, bank statements, verified affidavits, and employment reports. The RECIPIENT shall also certify the work shown on the invoice has been performed in accordance with the terms of this AGREEMENT and approved plans and specifications, the cost(s) shown are verified and are true and correct, and the request for reimbursement in no way represents any degree of duplication of payments that have or will be received from other funding sources. This formal letter must be signed by the designated project manager for the RECIPIENT in responsible charge.

Reimbursement by the CABINET is also subject to the provisions of Sections 35 and 38 of this Agreement hereof. The CABINET or FHWA reserves the right to require additional documentation.

Section 7. Reporting and Monitoring The RECIPIENT shall maintain and comply with all reporting requirements outlined by the CABINET and FHWA.

This Federal-aid project is subject to the reporting requirements contained in the Federal Funding Accountability and Transparency Act (Transparency Act) of 2006 Public Law No. 109-282 and/or 31 USC 6101 and its associated amendments. The Transparency Act requires entities receiving Federal awards such as Federal contracts, sub-contracts, grants and sub-grants, to disclose certain information. This Agreement is subject to 31 USC 6101, 2 CFR 170, and 2 CFR Subtitle A, Chapter I and Part 25. The CABINET may require that the RECIPIENT provide a completed Federal Funding Accountability and Transparency Act form prior to execution of this Agreement.

The making, recording and reporting of any purchases shall be undertaken in accordance with the requirements of KRS 45A and applicable federal guidelines. All checks, invoices, contract records,

vouchers, orders, purchasing documents, and monthly employment data pertaining in whole or in part to the PROJECT shall be clearly identified and readily accessible. The RECIPIENT shall permit the CABINET and/or FHWA to conduct periodic site visits to ascertain compliance with Federal and State laws and regulations. The RECIPIENT shall maintain financial records for three years after the latest of project completion, the execution of the Project Closure Form by KYTC, Final Acceptance and final reimbursement.

Section 8. Environmental Requirements. With the advice and assistance of the CABINET, the RECIPIENT shall ensure that all applicable environmental requirements are met including the preparation of appropriate environmental documentation prepared pursuant to the National Environmental Policy Act (NEPA) of 1969 addressing the social and environmental effects of the proposed PROJECT. Adequate resources must be devoted to ensuring that all applicable environmental reviews under NEPA are completed on an expeditious basis and that the shortest existing applicable process under NEPA shall be utilized. Compliance with NEPA 42 USC 4321 et seq, Section 4(f) of 49 USC 303, Section 106 of the National Historic Preservation Act 54 USC 300101 et seq, Sections 401 and 404 of the Clean Water Act, Section 7 of the Endangered Species Act, and any other applicable environmental laws and regulations must be received to permit funding authorization by the FHWA. Specifically, Phase I design activities will be allowed to proceed without a valid environmental document; however, the commencement of any Phase II design, right-of-way acquisition, utility relocation, or construction activities shall not be permitted prior to approval of the appropriate environmental document. Federal funds will be available for reimbursement of construction costs upon successful completion of design activities.

Section 9. Land Acquisition. Should the PROJECT require the acquisition of any interest in real property by the RECIPIENT; the RECIPIENT must comply with the Uniform Relocation Assistance and Real Property Acquisition Policies Act of 1970 (49CFR part 24), State Law and KYTC Division of Right of Way & Utilities Right of Way Guidance Manual and Relocation Assistance Manual. In the event condemnation occurs, the CABINET shall require prior written approval prior to the institution of any condemnation proceedings by the RECIPIENT.

The RECIPIENT shall ensure that all real property acquisition, relocation assistance, and property management are completed in a fair, equitable and approved manner consistent with all State and Federal laws and regulations governing the acquisition of real property for public use using State or Federal highway funding. (1) The RECIPIENT shall either adopt in writing the CABINET's written Policies and Procedures for Right of Way Acquisition and Relocation Assistance or present its own written Policies and Procedures for approval by the CABINET's Division of Right of Way and Utilities and, if applicable, the FHWA. (2) The RECIPIENT shall conduct all appraisals and appraisal reviews using personnel meeting the CABINET's minimum qualifications and listed on the CABINET's pre-qualified appraiser and reviewer list. (3) The RECIPIENT must use an acquisition consultant, prequalified by the CABINET, on all or any portion of the PROJECT, unless given prior approval by the CABINET to acquire property utilizing the RECIPIENT's staff. The selection of the consultant shall be in accordance with the CABINET's Division of Right of Way Guidance Manual. (4) All appraisals must be reviewed and approved by the CABINET's Central Office

review appraisers, failure to do so will result in the PROJECT being ineligible for reimbursement. (5) The RECIPIENT shall provide property management in accordance with approved procedures and be responsible for the abatement of any asbestos containing materials and removal of contaminated soils pursuant to applicable State and Federal laws and regulations. (6) The RECIPIENT shall provide the CABINET and, when applicable, FHWA, necessary assurance that all real property has been acquired and all displaced individuals, businesses, non-profit organizations and farms have been offered relocation assistance according to applicable State and Federal laws and regulations. (7) The RECIPIENT shall provide the CABINET, and when applicable, FHWA, necessary documentation for review and approval at various stages of the acquisition process, as described in the CABINET's Right of Way Relocation Assistance Guidance Manual.

The CABINET shall: (1) Review all appraisal reports to ensure proper appraisal practice and procedures as well as compliance with State and Federal laws and regulations, and (2) Approve the final value conclusion through the Director, Division of Right of Way and Utilities.

The RECIPIENT shall provide to the CABINET the following information on each parcel of real property to be acquired:

- A title opinion for the Property,
- An accurate legal description and plat delineating the shape and location of the Property to be acquired, *(In accordance to KYTC Division of Design Specifications)*
- The total area of the Property,
- The Property interest to be acquired

Should the acquisition of real property result in the displacement of a tenant-occupant, such displacement shall be subject to the requirements of the URA, as set out in implementing regulations 49 CFR Part 24. A displaced tenant shall be eligible for moving expenses and any other relocation expenses for which they might qualify.

Section 10. Restrictive Easements. The RECIPIENT acknowledges that the CABINET will require the placement of a restrictive easement approved by and in favor of the CABINET in the chain of title of any real property acquired or improved pursuant to the PROJECT in favor of the CABINET. If the Owner of any real property acquired or improved pursuant to the PROJECT is different from the RECIPIENT, then the Owner shall sign and be made a party to this AGREEMENT and the Owner hereby acknowledges, covenants and consents to the placement of a restrictive easement for perpetual maintenance of the property acquired or improved pursuant to the PROJECT in the chain of title in favor of the CABINET prior to final reimbursement by the CABINET.

Section 11. Reimbursable Utility Relocations. When conducting a utility relocation, KRS 177.035 and KRS 179.265 determine the necessity of payment on behalf of the utility company in question. When law requires the reimbursement of the work, the cost of constructing the most economical type of facilities that satisfactorily meet the service requirements of the former facilities is negotiated, and an agreement is executed between the RECIPIENT and the utility company. Utility relocations shall be designed by the

utility company and shown on the PROJECT's survey and general plan sheets. The impacted utility company, with its regular construction or maintenance personnel, and/or with an approved contractor or subcontractor, will furnish all engineering, administration, labor, and materials to make and complete all necessary adjustments of its facilities to accommodate the PROJECT. The RECIPIENT shall inspect the relocation and document the proper installation of the facilities. If it is determined that the utility relocation work is best conducted within the PROJECT's construction contract, the RECIPIENT or the authority designated by the RECIPIENT will negotiate, execute the agreement, and inspect the relocation work. If a conflict of interest arises between the RECIPIENT and a utility company, the CABINET shall intercede to provide the utility coordination.

Section 12. Non-Reimbursable Utility Relocations. When KRS 179.265 indicates the work is not reimbursable, the utility company shall design their relocation plan on the PROJECT's survey and general plan sheets. The RECIPIENT shall perform a review and approval of the relocation per agency policy and procedure. The RECIPIENT shall inspect the relocation and document the proper installation of the facilities. If a conflict of interest arises between RECIPIENT and a utility company, the CABINET shall intercede to provide the utility coordination.

Section 13. General Railroad Coordination. The RECIPIENT shall be charged with any railroad coordination for the PROJECT, the execution of a contract with the impacted railroad and oversight of the execution. All work related to the PROJECT shall be done in accordance with the CABINET's Standards, Specifications, Standard Drawings, and the Utilities and Rail Manual. Correspondence pertaining to railroad coordination may impact both the project development and construction of the PROJECT. Therefore any and all correspondence regarding railroad coordination activities must be provided to both contracted parties. The CABINET's representative in such matter is the Central Office Rails Coordinator.

The RECIPIENT shall provide the following with the bid package for the PROJECT: a railroad coordination note defining any and all special project terms and conditions due to the involvement of the railroad company and an estimate of the PROJECT expenses for railroad coordination.

Section 14. General Utility Coordination. The RECIPIENT shall be charged with the identification of utility facilities in conflict with the PROJECT, the execution of a remedy for said conflict, and oversight of the execution. The CABINET encourages dutiful consideration of utility avoidance via design considerations. When avoidance is impossible, uneconomical or otherwise invalid, utility relocation is an acceptable remedy for conflict. All work related to the PROJECT shall be done in accordance with the CABINET's Standards, Specifications, Standard Drawings, and the Utilities and Rail Guidance Manual. Correspondence pertaining to utility coordination may affect both the project development and construction of the PROJECT. Therefore any and all correspondence regarding utility coordination activities must be provided to both contracted parties. The CABINET's representative on these matters is the District Office Utility Supervisor.

The RECIPIENT shall provide the following upon full execution of the utility relocation for the PROJECT: 3 sets of as-built plans for each utility company that completes facility relocation on the project

prior to the construction letting, a utility and rail certification note defining the utilities and railroad identified in the PROJECT scope, relocations that have been performed, incomplete relocations, and completion schedules for the incomplete work. If no railroad is involved the note shall indicate as such.

Section 15. Permits and Licenses. The RECIPIENT is responsible for obtaining all permits and licenses required to initiate, perform and complete all phases of the PROJECT in an appropriate and timely manner. Per the CABINET/FHWA Stewardship Agreement, the PROJECT may require more involvement from the FHWA.

Section 16. Design and Construction Standards. All Federal and State design and construction criteria for the type of work shall be followed, including but not limited to 23 CFR 625, the CABINET's Highway Design Manual, the CABINET's Standard Drawings, the CABINET's Standard Specifications for Road and Bridge Construction, the CABINET's Drainage Manual, the CABINET's Structural Design Manual, the American Association of State Highway Transportation Officials' (AASHTO) "Policy on Geometric Design of Highways and Streets", and the FHWA's Manual on Uniform Traffic Control Devices (MUTCD). All work performed shall be in accordance with the most recent edition of the CABINET's Standard Specifications for Road and Bridge Construction, as revised, and as provided in Subsection 105.01 of said Specifications. All materials furnished shall be in accordance with Subsection 106 of said Specifications to include all CABINET List of Approved Materials. These standards, specifications, and criteria are incorporated in this AGREEMENT by this reference.

Section 17. Consultant Selection. The RECIPIENT shall be responsible for all PROJECT design activities, which may be completed either by the RECIPIENT's staff or a consultant. If the RECIPIENT selects to perform the design work with internal staff, these costs will be eligible for an in-kind match if pre-approved by the CABINET Administering Office. If the RECIPIENT selects to perform the work through a consultant, the RECIPIENT, with the oversight and approval of the CABINET, shall be responsible for the advertisement, selection, and contracting for consultant engineering and related services for the PROJECT in compliance with the Federal requirements set forth in the Brooks Act USC 40 1101, Public Law 92-582, the FHWA policy outlined in 23 CFR 172, CABINET policies and procedures, the CABINET procurement policies, and the Kentucky Model Procurement Code as defined within KRS 45A.730-750. This requires the use of a Qualifications Based Selection (QBS) process for the selection of all engineering and related services. By complying with KRS 45A.730-750, the required Federal provisions of the Brooks Act will be satisfied. All plans and specifications must be prepared by a professional engineer or architect licensed in the Commonwealth of Kentucky and prequalified by the CABINET to practice the type of work to be done. If no CABINET prequalification category exists, a consultant must receive approval by the CABINET prior to working on the PROJECT. The RECIPIENT may choose to enter into a letter agreement with a consultant that has a statewide contract with the CABINET instead of going through the procurement process itself.

Section 18. Contractor Procurement. The RECIPIENT shall be responsible for all PROJECT construction activities, which may be completed either by the RECIPIENT's staff or by a contractor. If the

RECIPIENT intends to use contractor services, the RECIPIENT shall be responsible for the advertisement, opening of bids, selection, and contracting for contractor services for the PROJECT, with the concurrence of the CABINET, in accordance with the Federal contract provisions listed in FHWA Form 1273 which take precedence over the Kentucky Model Procurement Code provisions KRS 45A.343 and KRS 45A.345-460, as well as KRS 424, 23 CFR 635, 23 USC 112. Bid proposals must be accepted for a minimum of 21 days from the date of the first advertisement for award. Contractors and subcontractors must be pre-qualified by the CABINET for the type of work prior to being awarded a contract. If no CABINET prequalification category exists, a contractor or subcontractor must receive the approval of the CABINET prior to working on the PROJECT.

The RECIPIENT shall prepare an independent engineer's estimate in accordance with 23 CFR 630, Subpart B to compare against the contractors' bids for reasonableness. The RECIPIENT shall thoroughly review all bids and obtain concurrence from the CABINET prior to the award or the rejection of any contract of bids for work or materials to be used on this PROJECT. Factors that should be considered and documented in reviewing submitted bids are: a comparison of the bids against the engineer's estimate, the number of bids submitted, the distribution or range of bids received, the geographic location of bidders, any potential savings from re-advertising the PROJECT, a comparison of bids against other recent bids for the same item or service, the urgency of the PROJECT, the number of times previously advertised or contracted for, the current market conditions, a comparison of unit bids versus engineer's estimate unit bids, the funding available. Determining whether the bids received are adequate involves considering any critical safety improvements, emergency repair or replacement of damaged facilities, the opening of otherwise completed facilities to traffic, furthering a phased construction schedule, or any other factors deemed important by the CABINET or FHWA. Specific Federal requirements defined within 23 CFR 635 require that the award be made to the lowest responsive bidder meeting the criteria of responsibility established by the CABINET.

Section 19. Contract Administration and Inspection It is understood that the RECIPIENT shall be responsible for all aspects of administration, testing, and inspections to ensure the materials and construction meet CABINET specifications and Federal quality assurance specifications referenced in 23 CFR 637 and 23 CFR 635.105 (a) or (b). This includes providing daily on-site inspection of contractor work activities and prompt processing all of the paperwork associated with the construction contract, including any change orders. The RECIPIENT must receive prior written CABINET approval for all change orders, but such approval shall not increase the funding obligated to the RECIPIENT under this AGREEMENT or otherwise.

The RECIPIENT shall use the most recent edition of the CABINET's Regional Highway and Bridge Construction Inspection advertisement for construction inspectors, or must receive CABINET approval to submit an Alternative Construction Inspection Plan. If the RECIPIENT does not have adequate staff to perform this work, the RECIPIENT may hire a consultant or enter into an agreement with another governmental agency to provide these services. The CABINET must review and approve the Construction

Engineering and Inspection agreement and the agreement with the service provider and a copy of both in the PROJECT file as required by FHWA. If the RECIPIENT elects to hire a consultant, the RECIPIENT must ensure that the consultant staff is competent in construction inspection and performs all work under the direct supervision of a registered professional engineer or architect licensed in the Commonwealth of Kentucky. The use of a consultant does not relieve the RECIPIENT of ultimate responsibility for the proper administration and inspection of the construction. If a consultant is used to provide inspection services, the RECIPIENT must also provide an appropriately certified and licensed RECIPIENT employee to be in responsible charge of the PROJECT and oversee the inspections.

When an Alternative Construction Inspection Plan is submitted, the RECIPIENT must ensure sufficient quantity and quality are delivered and that proper inspection documentation is maintained. The Alternative Construction Inspection Plan must be performed under the supervision of a Professional Engineer licensed in the State of Kentucky, include credentials and experience of inspectors, indicate testing consistent with the CABINET's Sampling Manual, detail the frequency, who will be responsible, and what will be included in reports, and coordinate with the CABINET's construction inspector.

The CABINET and/or the FHWA may conduct an announced or unannounced field review of the PROJECT at any time. This field review is intended to verify conformance with all laws, regulations, and policies applicable to the Federal-aid Highway Program and provide assistance to the RECIPIENT where necessary.

Section 20. Davis-Bacon and Related Acts. The 1931 Davis-Bacon Act (prevailing Federal wage) requires the RECIPIENT of all Federal-aid construction projects to comply with contractor and subcontractor payment rates and fringe benefits as determined by the Secretary of Labor for corresponding classes of laborers and mechanics engaged on similar construction, alteration, and/or repair of public buildings or public works, painting, or decorating projects in the locality. Specific wage rates shall be included in the construction contract between the RECIPIENT and the contractor, which must also include a contract provision that overrides the general applicability provisions in Form FHWA-1273, Sections IV and V.

Section 21. The Contract Work Hours and Safety Standards Act. During the construction of the PROJECT, the RECIPIENT shall comply with the Contract Work Hours and Safety Standards Act which contains weekly (after 40 hours) overtime pay requirements and applies to most Federal contracts which may require or involve the employment of laborers and mechanics, including watchmen and guards. Section 107 of the Act provides health and safety standards on covered construction work which are administered by the Occupational Safety and Health Administration (OSHA). The RECIPIENT shall refer to the Contract Work Hours and Safety Standards Act for the requirements under this provision.

Section 22. The Copeland "Anti-Kickback" Act. The RECIPIENT shall comply with the "Anti-Kickback" section of the Copeland Act, which makes it punishable to induce any person working on a Federally funded or assisted construction project to "give up any part of the compensation to which he is entitled under his contract of employment." The RECIPIENT shall refer to the Copeland Act for the requirements under this provision.

Section 23. Title VI - Civil Rights Act of 1964. The RECIPIENT shall comply with all requirements imposed by Title VI of the Civil Rights Act of 1964 (78 Stat. 252), the Regulations of the United States Department of Transportation issued thereunder (CFR Title 49, Subtitle A, Part 21), and the assurance by the RECIPIENT pursuant thereto, including prohibition regarding discrimination.

Section 24. Equal Employment Opportunity (Equal Opportunity Act of 1972). In connection with the execution of this AGREEMENT, the RECIPIENT shall take affirmative action and not discriminate against any employee or applicant for employment to ensure that applicants are employed, and that employees are fairly treated during their employment. Such actions shall include, but not be limited to the following: employment, upgrading, demotion or transfer; recruitment or recruitment advertising; layoff or termination; rates of pay or other forms of compensation; and selection of training including apprenticeship. The RECIPIENT shall incorporate the foregoing requirements of this paragraph in all subcontracts for services covered by this AGREEMENT.

Section 25. Non Discrimination (Executive Order 11246). Discrimination (because of race, religion, color, national origin, sex, sexual orientation, gender identity) is prohibited. This section applies only to contracts utilizing federal funds, in whole or in part. During the performance of this contract, the RECIPIENT agrees as follows:

- a. The RECIPIENT will not discriminate against any employee, applicant, contractor or consultant for employment because of race, religion, color, national origin, sex, sexual orientation, gender identity, or age. The RECIPIENT further agrees to comply with the provisions of the Americans with Disabilities Act (ADA) 42 USC 12101 et seq, Public Law 101-336, and applicable federal regulations relating thereto prohibiting discrimination against otherwise qualified disabled individuals under any program or activity. The RECIPIENT agrees to provide, upon request, needed reasonable accommodations. The RECIPIENT will take affirmative action to ensure that applicants are employed and that employees are treated during employment without regard to their race, religion, color, national origin, sex, sexual orientation, gender identity, age or disability. Such action shall include, but not be limited to the following; employment, upgrading, demotion or transfer; recruitment or recruitment advertising; layoff or termination; rates of pay or other forms of compensations; and selection for training, including apprenticeship. The RECIPIENT agrees to post in conspicuous places, available to employees and applicants for employment, notices setting forth the provisions of this non-discrimination clause.
- b. The RECIPIENT will, in all solicitations or advertisements for work placed by or on behalf of the RECIPIENT; state that all qualified applicants will receive consideration for employment without regard to race, religion, color, national origin, sex, sexual orientation, gender identity, age or disability.
- c. The RECIPIENT will send to each labor union or representative of workers with which he has a collective bargaining agreement or other contract or understanding, a notice advising the said labor union or workers' representative of the RECIPIENT's commitments under this section, and shall

post copies of the notice in conspicuous places available to employees and applicants for employment. The RECIPIENT will take such action with respect to any contract, subcontract or purchase order as the CABINET or FHWA may direct as a means of enforcing such provisions, including sanctions for noncompliance.

d. The RECIPIENT will comply with all provisions of Executive Order No. 11246 of September 24, 1965 as amended, and of the rules, regulations and relevant orders of the Secretary of Labor.

e. The RECIPIENT will furnish all information and reports required by Executive Order No. 11246 of September 24, 1965, as amended, and by the rules, regulations and orders of the Secretary of Labor, or pursuant thereto, and will permit access to the PROJECT books, records and accounts by the CABINET or FHWA and the Secretary of Labor for purposes of investigation to ascertain compliance with such rules, regulations and orders.

f. In the event of the RECIPIENT's noncompliance with the nondiscrimination clauses of this Agreement or with any of the said rules, regulations or orders, this Agreement may be cancelled, terminated or suspended in whole or in part and the RECIPIENT may be declared ineligible for further government contracts or federally-assisted construction contracts in accordance with procedures authorized in Executive Order No. 11246 of September 24, 1965, as amended, and such other sanctions may be imposed and remedies invoked as provided in or as otherwise provided by law.

g. The RECIPIENT will include the provisions of paragraphs (1) through (7) of section 202 of Executive Order 11246 in every contract, subcontract or purchase order unless exempted by rules, regulations or orders of the Secretary of Labor, issued pursuant to section 204 of Executive Order No. 11246 of September 24, 1965, as amended, so that such provisions will be binding upon each contractor, subcontractor, consultant or vendor. The RECIPIENT will take such action with respect to any contract, subcontract or purchase order as the CABINET or FHWA may direct as a means of enforcing such provisions including sanctions for noncompliance; provided, however, that in the event a RECIPIENT becomes involved in, or is threatened with, litigation with a contractor, subcontractor or vendor as a result of such direction by the CABINET or FHWA, the RECIPIENT may request the United States to enter into such litigation to protect the interests of the United States.

Section 26. Disadvantaged Business Enterprise (DBE) Requirements. An applicant DBE firm must be given consideration for participation in the PROJECT and a DBE goal shall be set by the CABINET for work on the PROJECT. The CABINET shall review and approve the DBE goal based on CABINET processes and procedures. Any participating DBE firm must be certified as a DBE firm and be prequalified with the CABINET. The RECIPIENT agrees to comply with the DBE Requirements contained within 23 CFR 635 Subpart A, Section 1101(b) of Public Law 109-59 and 49 CFR Part 26 to ensure equal opportunity to socially and economically disadvantaged small businesses.

Assurance. The contractor, subrecipient or subcontractor shall not discriminate in the performance of this AGREEMENT. The contractor shall carry out applicable requirements of 49 CFR Part 26 in the award and administration of contracts assisted by the United States Department of Transportation. Failure by the contractor to carry out these requirements is a material breach of this contract, which may result in the termination of this contract or such other allowable remedy the CABINET deems appropriate. Each contract signed with a contractor (and each subcontract the prime contractor signs with a subcontractor) must include this provision.

DBE Prompt Payment Requirement. The contract between the RECIPIENT and the contractor shall include a contract provision that requires the contractor to comply with 49 CFR 26.29 and pay its subcontractors within ten (10) working days from receipt of each payment RECIPIENT makes to the contractor. The RECIPIENT shall prohibit the contractor from withholding retainage on any subcontract on this PROJECT to ensure prompt and full payment from the contractor to the subcontractor within 30 days after the subcontractor's work is satisfactorily completed.

Section 27. Prohibited Interest. No member, officer, or employee of the CABINET or the RECIPIENT during his tenure or for one (1) year thereafter shall have any financial interest, direct or indirect, in this AGREEMENT or the proceeds thereof as identified in KRS 45A.340. The CABINET and the RECIPIENT shall comply with the requirements of the Executive Branch Code of Ethics KRS Chapter 11A. No member, officer, or employee of the CABINET or RECIPIENT shall collude or lobby on behalf of this PROJECT without penalty, including but not limited to suspension or debarment.

Section 28. Covenant Against Contingent Fees. The RECIPIENT warrants that no person, selling agency or other organization has been employed or retained to solicit or secure this AGREEMENT upon an agreement or understanding for a commission, percentage, brokerage, or contingent fee. For breach or violation of this warranty, the CABINET shall have the right to annul this AGREEMENT without liability or, in its discretion, to deduct from the compensation, or otherwise recover, the full amount of such commission, percentage, brokerage, or contingent fee.

Section 29. Interest of Members of or Delegates to Congress. No funding has been or will be paid to a member or delegate to the Congress of the United States in connection with the awarding of this Federal contract. Nor shall any member of or delegate to the Congress of the United States receive any benefit arising out of this Federal contract.

Section 30. Standards for the Treatment of Historic Properties. Projects including but not limited to Historic preservation, impacting properties on or eligible for the National Register of Historic Places shall meet applicable Secretary of the Interior's Standards for the Treatment of Historic Properties, the Standards and Guidelines for Archeology and Historic Preservation, and all other applicable federal or state historic property requirements prior to the payment of any monies under this AGREEMENT.

Section 31. Maintenance as Public Facilities. The RECIPIENT agrees to maintain the facilities in an acceptable condition and for a public purpose in accordance with the Maintenance Plan. In addition, any applicable landscaping in any project shall be maintained in an acceptable condition to include mowing,

trimming, or other maintenance. In the event that the property is not maintained as a public facility, the RECIPIENT shall reimburse the FHWA for all proceeds provided for in this PROJECT including any applicable interest, unless such change in use is approved in writing by the CABINET and FHWA, if applicable. The RECIPIENT shall obtain concurrence from the CABINET's District 5 Chief District Engineer in Louisville of a Maintenance Plan for any facilities to be constructed, prior to the awarding of any contract to construct such facilities.

Section 32. Americans with Disabilities Act. 42 USC 1201 et seq. The RECIPIENT agrees to comply with the provisions of the Americans with Disabilities Act of 1990 (ADA) and Section 504 of the Rehabilitation Act of 1973, P.L. 93-112, and other applicable Federal regulations relating hereto, issued by the U.S. Department of Transportation. ADA prohibits discrimination against otherwise qualified individuals under any program or activity receiving Federal financial assistance covered by this AGREEMENT and imposes requirements that affect the design, construction, and maintenance of all transportation projects, to provide access to all facilities.

Section 33. Applicable Laws. This AGREEMENT shall be in accordance with the laws of the United States Department of Transportation, Federal Highway Administration, the United States of America, and the Commonwealth of Kentucky.

Section 34. Hold Harmless Clause. To the extent permitted by law, the RECIPIENT shall indemnify and hold harmless the FHWA and the CABINET and all of its officers, agents, and employees from all suits, actions, or claims of any character arising from any injuries, payments or damages received or claimed by any person, persons, or property resulting from implementation of any phase of the PROJECT or occurring on or near the PROJECT site.

Section 35. Contract Completion. The RECIPIENT is responsible for ensuring that all PROJECT construction activities have been completed and is responsible for providing all of the necessary paperwork as required by the construction contract. This involves conducting a pre-audit of all contract items and associated paperwork. When complete, the RECIPIENT's project engineer in responsible charge of the PROJECT shall notify the CABINET the PROJECT is ready for final inspection. The RECIPIENT will conduct, document and submit to the CABINET a field inspection to verify completion of the work in substantial conformance with the AGREEMENT. The RECIPIENT's project manager shall certify the PROJECT was constructed in accordance with the plans and specifications and that the contractor has paid all suppliers and subcontractors in full.

In accordance with 2 CFR 200, the RECIPIENT shall maintain all PROJECT records for three (3) years after final payment.

Section 36. Audit and Inspection. The RECIPIENT, contractor and any subcontractors shall permit the CABINET, the Comptroller General of the United States and the Secretary of the United States Department of Transportation, or their authorized representatives, to inspect and approve all phases of the PROJECT and all relevant PROJECT data and records, including any audit(s) of the RECIPIENT pertaining to the PROJECT.

The RECIPIENT hereby acknowledges its duty to the CABINET to determine whether it is subject to the Single Audit Act of 1984, P.L. 98-502, and the Single Audit Act Amendments of 1996, P.L. 104-156. The RECIPIENT shall follow 2 CFR 200. In Accordance with 2 CFR Subpart F, If the RECIPIENT has expended more than \$750,000 in Federal funding from all sources in the RECIPIENT's fiscal year, the RECIPIENT shall provide the CABINET copies of their 2 CFR 200 Subpart F audit reports within 9 months of their fiscal year end.

The RECIPIENT hereby acknowledges it is responsible to inform any entity it intends to hire or use as a contractor, as defined in KRS 45A.030(9), that the contracting agency, the Finance and Administration Cabinet, the Auditor of Public Accounts, and the Legislative Research Commission, or their duly authorized representatives, shall have access to any of the contractor's books, documents, papers, records, or other evidence, which are directly pertinent to this AGREEMENT for the purpose of financial audit or program review. Furthermore, any of the contractor's books, documents, papers, records or other evidence provided to the contracting agency, the Finance and Administration Cabinet, the Auditor of Public Accounts, or the Legislative Research Commission which are directly pertinent to the AGREEMENT shall be subject to public disclosure regardless of the proprietary nature of the information, unless specific information is identified and exempted and agreed to by the Secretary of the Finance and Administration Cabinet as meeting the provisions of KRS 61.878(1)(c) prior to the execution of the AGREEMENT. The Secretary of the Finance and Administration Cabinet shall not restrict the public release of any information, which would otherwise be subject to public release if a State government agency were providing the service.

Section 37. Campaign Finance. The RECIPIENT shall certify that the contractor swears under the penalty of perjury, as provided by KRS 523.020, that neither he/she nor the entity which he/she represents has knowingly violated any provisions of the campaign finance laws of the Commonwealth, and that the award of a contract to him/her or the entity which he/she represents will not violate any provisions of the campaign finance laws of the Commonwealth.

Section 38. Violations. Pursuant to KRS 45A.485, the RECIPIENT shall certify that all contractors shall reveal to the CABINET any final determination of a violation within the previous five (5) year period pursuant to KRS Chapter 139, 136, 141, 337, 338, 341 and 342. These statutes relate to the State sales and use tax, corporate and utility tax, income tax, wages and hours laws, occupational safety and health law, unemployment compensation law, and workers compensation insurance law, respectively.

The RECIPIENT shall certify that all contractors agree to be in continuous compliance with the provisions of KRS Chapters 136, 139, 141, 337, 338, 341 and 342 for the duration of this AGREEMENT. Failure to reveal a final determination of a violation of the referenced statutes or to comply with these statutes for the duration of this AGREEMENT shall be grounds for the cancellation of the contract or subcontract and disqualification of the contractor from eligibility for future State contracts for a period of two (2) years.

Section 39. Personal Service Contracts and Memoranda of Agreement. If this AGREEMENT comes under the purview of KRS 45A.690 - 45A.725, payments on personal service contracts and

memoranda of agreement shall not be authorized for services rendered after disapproval of the Government Contract Review Committee unless the decision of the committee is overridden by the Secretary of Finance and Administration Cabinet or agency head, if the agency has been granted delegation authority.

Section 40. Disputes. Any dispute concerning a question of fact in connection with the work, not disposed of by agreement between the RECIPIENT and the CABINET, shall be referred to the Secretary of the Transportation Cabinet of the Commonwealth of Kentucky, or his duly authorized representative, whose decision shall be final. Regulations concerning any claims to be filed by a contractor are referenced in 23 CFR 635.124.

Section 41. Agreement Change. Any proposed change to the Scope of Work or time extension to this AGREEMENT shall comply with 23 CFR 635.120 and 635.121 and shall be evidenced in writing at the mutual consent of the RECIPIENT and the CABINET.

Section 42. Termination. The CABINET may cancel all reimbursements under this AGREEMENT at any time deemed to be in the best interest of the CABINET by giving thirty (30) calendar days written notice of such cancellation to the RECIPIENT. If reimbursement under this AGREEMENT is canceled under this section by reason other than violation of this AGREEMENT or any applicable law by the RECIPIENT, its agents, employees and contractors, the CABINET shall reimburse the RECIPIENT according to the terms hereof for all expenses incurred under this AGREEMENT to the date of such cancellation of reimbursement. The RECIPIENT may seek to cancel its obligations under this AGREEMENT at any time deemed to be in the best interest of the RECIPIENT by giving thirty (30) calendar days written notice of such request to the CABINET. If the CABINET agrees to allow the RECIPIENT to cancel the PROJECT or cancel its obligations under this AGREEMENT, the RECIPIENT shall reimburse the CABINET for all Federal funding reimbursements made under this AGREEMENT.

Section 43. Resolution. The RECIPIENT shall pass a resolution authorizing the President to sign this AGREEMENT on behalf of the RECIPIENT. An acceptable Resolution shall contain the Project name, description, amount of funds being provided and an acknowledgement that the RECIPIENT agrees to ratify and adopt all statements, representations, warranties, covenants, and agreements contained in the AGREEMENT. Furthermore, by accepting the funds the RECIPIENT agrees to all terms and conditions stated in the AGREEMENT. A copy of the resolution shall be attached to the AGREEMENT (Attachment B) and returned to the CABINET prior to full execution of this PROJECT.

Section 44. Responsible Charge. The RECIPIENT shall designate a Person in Responsible Charge of this PROJECT according to the terms outlined in Attachment C. The RECIPIENT will provide the name and contact information for the Person in Responsible Charge prior to full execution of this PROJECT. The Attachment C information must be current for the RECIPIENT to be in compliance with the federal regulations and an eligible recipient of federal funds. Should a change occur, the RECIPIENT must submit a revised Attachment C within 7 days. Failure to comply can result in cancellation of the PROJECT.

IN TESTIMONY WHEREOF, the parties have hereto caused this AGREEMENT to be executed upon signature by their proper officers and representatives.

COMMONWEALTH OF KENTUCKY TRANSPORTATION CABINET:

Approved as to form and legality:

Attorney

Jim Gray, Secretary

Date: _____

Date: _____

UNIVERSITY OF LOUISVILLE:

Approved as to form and legality:

Attorney

Lori Stewart Gonzalez, Interim President

Date: _____

Date: _____

**ATTACHMENT A
SCOPE OF WORK AND BUDGET SUMMARY**

Scope of Work:

RECIPIENT DUNS NUMBER: _____

This PROJECT is located within University of Louisville's Belknap Campus in downtown Louisville. The PROJECT will improve vehicular safety and traffic flow along 2nd (KY-1020 NB) and 3rd Streets (KY 1020 SB) at the Museum Drive intersection and improve pedestrian connectivity and safety at the intersection and along W. Brandeis Avenue (CS 2377F) between 3rd and 4th streets. Under this agreement, the PROJECT will undertake the Design phase of these improvements and reimburse for associated eligible costs. KYTC has agreed to make available \$560,000 in FD04 state funds for this project. These funds have been reallocated from 05-08804.00/05-08805.00 MOA (Supp 1) for use as match for federal funds on any phases of this PROJECT (Design, ROW, Utility and/or Construction) up to the maximum of \$2,800,000 (\$560,000 state (20%) + \$2,240,000 fed (80%)). The \$560,000 will come from the previously authorized funds. This initial DESIGN phase agreement approves \$82,475 federal CRRSAA-MPO (100% federal) funding, \$166,020 federal STBG-SLO (80% fed/20% state) funding and \$41,505 state match funds (from 05-08804/08805). The Cabinet will retain \$23,200 STBG-SLO for project oversight with \$5,800 state dollars as match for those funds. This design phase is expected to cover Preliminary and Final Design. The PROJECT may not move into final design until a NEPA document has been approved for the PROJECT. The federal end date for this PROJECT is June 30, 2025.

Budget:

		Federal Funds SLO/ CRRSAA	Local Funds	Toll Credits/ State Funds	Total
Current MOA	Design Phase Funding: RECIPIENT Program# 1458801D	\$166,020.00	-	\$41,505.00	\$207,525.00
	Design Phase Funding: RECIPIENT Program# 1458802D	\$82,475.00	-	-	\$82,475.00
	Design Phase Funding: Cabinet Program# 1458803D	\$23,200.00	-	\$5,800.00	\$29,000.00
Design Phase Total for RECIPIENT		\$248,495.00	-	\$41,505.00	\$290,000.00
Design Phase Total for Cabinet		\$23,200.00	-	\$5,800.00	\$29,000.00

All federally-funded projects are set up in phases (design, ROW, utilities, construction). No work can begin on any phase of a project until the CABINET provides a written notice to proceed for that phase. Funding for this project will be programmed with FHWA as each phase is approved. Effective December 26, 2014, FHWA requires a project end date for each federal project phase programmed. As each phase of the project is programmed with FHWA a supplemental agreement will be sent to the project sponsor to add the funding and adjust the project end date. Any expenditure incurred by the project sponsor after the end date will not be eligible for reimbursement. If the project sponsor requires an extension, they must notify the Administering Office thirty (30) days before the project end date.

Estimated Future Phases:

		Federal Funds	Fiscal Year
Estimated	Utilities	\$1,105,280	2022
	Construction	\$1,650,000	2022

***KYTC State Forces Oversight matching funds are not to be counted against U of L's \$560,000 state funds match credit.**

UNIVERSITY OF LOUISVILLE
UNIVERSITY INTERSECTION AND PEDESTRIAN IMPROVEMENTS
ITEM NO. 05-00581.00
\$166,020 SLO FUNDS
\$82,475 CRRSAA FUNDS
\$41,505 STATE FUNDS

ATTACHMENT B

ATTACH A RESOLUTION HERE

**ATTACHMENT C
PERSON IN RESPONSIBLE CHARGE**

Upon federal-aid project delegation to the RECIPIENT by the CABINET, the undersigned hereby certifies the following, to the best of his or her knowledge and belief, on behalf of the RECIPIENT:

1. Pursuant to 23 CFR 635.105(c) (4), the RECIPIENT acting as a subrecipient of federal transportation funds must provide an employee of that agency, who is available full time, to be in responsible charge of the PROJECT. The individual in responsible charge of the PROJECT is held accountable for ensuring that all applicable Federal and State regulations are followed on the PROJECT. This person will have the authority and resources to manage the PROJECT and will be the primary point of contact with the CABINET. This person may be the project engineer provided that the project engineer is a full-time employee of the RECIPIENT. If the project engineer is a consultant, the person in responsible charge must be a full-time employee of the RECIPIENT.
2. The undersigned and the designated RECIPIENT's person in responsible charge of this PROJECT has read and understands the contract administration and inspection responsibilities described in the CABINET's *Federal-Aid Highway Program Project Development Guide for Local Public Agencies* (LPA Guide).
3. The undersigned will carry out this PROJECT in accordance with the applicable Federal and State laws and associated regulations identified in the LPA Guide.
4. The undersigned will enforce compliance with the above-mentioned laws, regulations, policies, and guidelines by its consultants, contractors, and subcontractors.
5. The undersigned certifies the designated person in responsible charge will:
 - Have the ability to visit the PROJECT or attend meetings related to the PROJECT as needed.
 - Be responsible for ensuring that the PROJECT is delivered on time in accordance with established milestones and the terms of the contract between the RECIPIENT and the CABINET.
6. In accordance with the requirements outlined above, RECIPIENT has selected the following individual as the person in responsible charge for the PROJECT:

Name: Mike Materna	Position with RECIPIENT: Assistant Dir., UPDC
E-mail: mike.materna@louisville.edu	Phone: 502 852 0211
Signature: _____ Signature on file	

7. Should the RECIPIENT require a change to the Person in Responsible Charge, they will notify the CABINET, designate a new Person in Responsible Charge, and resubmit the Attachment C within 7 days of the change. The new Attachment C will be incorporated into this Agreement upon approval by the CABINET.

Lori Stewart Gonzalez, Interim President Date