

1. DATE ISSUED MM/DD/YYYY 08/23/2012
 2. CFDA NO. 93.525
 3. ASSISTANCE TYPE Cooperative Agreement

Department of Health and Human Services
 Centers for Medicare & Medicaid Services
 Office of Acquisitions and Grants Management

7500 Security Boulevard
 Baltimore, MD 21244-1850

NOTICE OF AWARD

AUTHORIZATION (Legislation/Regulations)
 Section 1311 of the Affordable Care Act, Health Insurance Exchange

1a. SUPERSEDES AWARD NOTICE dated
 except that any additions or restrictions previously imposed remain
 in effect unless specifically rescinded

4. GRANT NO. 1 HBEIE120130-01-00
 Formerly
 5. ACTION TYPE New

6. PROJECT PERIOD MM/DD/YYYY
 From 08/23/2012 Through 12/31/2014

7. BUDGET PERIOD MM/DD/YYYY
 From 08/23/2012 Through 12/31/2014

8. TITLE OF PROJECT (OR PROGRAM)
 Cooperative Agreements to Support Establishment of State-Operated Health Insurance Exchanges

9a. GRANTEE NAME AND ADDRESS
 Human Services, Vermont Agency of
 208 Hurricane Ln
 Williston, VT 05495-2069

9b. GRANTEE PROJECT DIRECTOR
 Ms. Kate Jones
 208 Hurricane Lane
 Williston, VT 05495-2069
 Phone: 802-879-8256

10a. GRANTEE AUTHORIZING OFFICIAL
 Mr. Douglas Racine
 208 Hurricane Lane
 Williston, VT 05495-2069
 Phone: 802-241-2244

10b. FEDERAL PROJECT OFFICER
 Ms. Susan Lumsden
 200 Independence Ave Sw Rm 738-G
 Washington, DC 20201-0004
 Phone: 301-492-0000

ALL AMOUNTS ARE SHOWN IN USD

11. APPROVED BUDGET (Excludes HHS Direct Assistance)	
I HHS Grant Funds Only	
II Total project costs including grant funds and all other financial participation <input checked="" type="checkbox"/>	
a. Salaries and Wages	4,844,902.00
b. Fringe Benefits	2,248,035.00
c. Total Personnel Costs	7,092,937.00
d. Equipment	410,470.00
e. Supplies	10,800.00
f. Travel	311,880.00
g. Construction	0.00
h. Other	18,279,234.00
i. Contractual	92,225,105.00
j. TOTAL DIRECT COSTS	118,330,426.00
k. INDIRECT COSTS	0.00
l. TOTAL APPROVED BUDGET	118,330,426.00
m. Federal Share	104,178,965.00
n. Non-Federal Share	14,151,461.00

12. AWARD COMPUTATION FOR GRANT	
a. Amount of HHS Financial Assistance (from item 11 m)	104,178,965.00
b. Less Unobligated Balance From Prior Budget Periods	0.00
c. Less Cumulative Prior Award(s) This Budget Period	0.00
d. AMOUNT OF FINANCIAL ASSISTANCE THIS ACTION	104,178,965.00
13. Total Federal Funds Awarded to Date for Project Period	104,178,965.00

14. RECOMMENDED FUTURE SUPPORT (Subject to the availability of funds and satisfactory progress of the project):			
YEAR	TOTAL DIRECT COSTS	YEAR	TOTAL DIRECT COSTS
a. 2		d. 5	
b. 3		e. 6	
c. 4		f. 7	

15. PROGRAM INCOME SUBJECT TO 45 CFR PART 74, SUBPART F, OR 45 CFR 92.25, SHALL BE USED IN ACCORD WITH ONE OF THE FOLLOWING ALTERNATIVES:

a. DEDUCTION	b
b. ADDITIONAL COSTS	
c. MATCHING	
d. OTHER RESEARCH (Add / Deduct Option)	
e. OTHER (See REMARKS)	

16. THIS AWARD IS BASED ON AN APPLICATION SUBMITTED TO, AND AS APPROVED BY, HHS ON THE ABOVE TITLED PROJECT AND IS SUBJECT TO THE TERMS AND CONDITIONS INCORPORATED EITHER DIRECTLY OR BY REFERENCE IN THE FOLLOWING:

- a. The grant program legislation cited above.
- b. The grant program regulations cited above.
- c. This award notice including terms and conditions, if any, noted below under REMARKS.
- d. HHS Grants Policy Statement including addenda in effect as of the beginning date of the budget period.
- e. 45 CFR Part 74 or 45 CFR Part 92 as applicable.

In the event there are conflicting or otherwise inconsistent policies applicable to the grant, the above order of precedence shall prevail. Acceptance of the grant terms and conditions is acknowledged by the grantee when funds are drawn or otherwise obtained from the grant payment system.

REMARKS (Other Terms and Conditions Attached - Yes No)

Please refer to the Standard and Special Terms & Conditions.

GRANTS MANAGEMENT OFFICER: Michelle Feagins, Grants Management Officer

17. OBJ CLASS	4115	18a. VENDOR CODE	1036000264D4	18b. EIN	036000264	19. DUNS	809376155	20. CONG. DIST.	00
FY-ACCOUNT NO.	DOCUMENT NO.		ADMINISTRATIVE CODE		AMT ACTION FIN ASST		APPROPRIATION		
21. a.	2-5992638	b.	HBEIE0130A	c.	SEPI	d.	\$104,178,965.00	e.	7520115
22. a.		b.		c.		d.		e.	
23. a.		b.		c.		d.		e.	

AWARD ATTACHMENTS

Human Services, Vermont Agency of

1 HBEIE120130-01-00

1. Terms and Conditions

**Cooperative Agreement for the State of Vermont to Support Establishment of
State-Operated Health Insurance Exchanges
Level Two Establishment**

**Standard Terms & Conditions
Attachment A**

1. **The HHS/CMS Center for Consumer Information and Insurance Oversight (CCIIO) Program Official.** The Program Official assigned with responsibility for technical and programmatic questions from the Grantee is Susan Lumsden (Susan.Lumsden@cms.hhs.gov).
2. **The HHS/Center for Medicaid, CHIP and Survey & Certification (CMCS) Contact Official.** The Center within CMS responsible for reviewing and approving funding documents referred to as Advance Planning Documents (APDs) that are submitted by the State to receive federal matching funds for goods and services that benefit the Medicaid program. The CMCS Contact Official is Charles Lehman (Charles.Lehman@cms.hhs.gov).
3. **The HHS/Centers for Medicare and Medicaid Services (CMS) Grants Management Specialist.** The Grants Management Specialist assigned with the responsibility for the financial and administrative aspects (non-programmatic areas) of grants administration questions from the Grantee is Vivian Smith in the Division of Grants Management (Vivian.Smith@cms.hhs.gov).
4. **The HHS Grants Policy Statement (HHS GPS).** This Cooperative Agreement is subject to the requirements of the HHS GPS that are applicable to the Grantee based on your recipient type and the purpose of this award. This includes any requirements in Part I and II (available at <http://www.hhs.gov/grantsnet/adminis/gpd/index.htm>) of the HHS GPS that apply to an award.

Consistent with the HHS GPS, any applicable statutory or regulatory requirements, including 45 CFR Part 92, directly applies to this award in addition to any coverage in the HHS GPS.
5. **Cost Principles for State, Local, and Indian Tribal Governments (OMB Circular A-87).** This cooperative agreement is subject to the requirements as set forth in 2 CFR Part 225, Cost Principles for State, Local, and Indian Tribal Governments (previously OMB Circular A-87). Program may require grantees to continue to provide estimates for cost allocation during periodic phases involving associated funds of the cooperative agreement.
6. **Subaward Reporting and Executive Compensation.** This cooperative agreement is subject to the reporting requirements of the Federal Funding Accountability and Transparency Act of 2006 (Pub. L. 109-282), as amended by section 6202 of Public Law 110-252 and implemented by 2 CFR Part 170. Grant and cooperative agreement recipients must report information for each first-tier subaward of \$25,000 or more in Federal funds and executive total compensation for the recipient's and subrecipient's five most highly compensated

executives as outlined in Appendix A to 2 CFR Part 170. For the full text of the award term, go to <http://cciio.cms.gov/resources/fundingopportunities/ffata.html>. For further assistance, please contact Iris Grady, the Grants Management Specialist assigned to monitor the subaward and executive compensation reporting requirements at divisionofgrantsmanagement@cms.hhs.gov.

7. **Trafficking in Persons.** This award is subject to the requirements of Section 106 (g) of the Trafficking Victims Protection Act of 2000, as amended (22 U.S.C. 7104). For the full text of the award term, go to <http://cciio.cms.gov/resources/fundingopportunities/trafficking-term.html>.
8. **Fraud, Waste, and Abuse.** The HHS Office of the Inspector General (OIG) maintains a toll-free number (1-800-HHS-TIPS [1-800-447-8477]) for receiving information concerning fraud, waste, or abuse under grants and cooperative agreements. Information also may be submitted by email to hhstips@oig.hhs.gov or by mail to Office of the Inspector General, Department of Health and Human Services, Attn: HOTLINE, 330 Independence Ave., SW, Washington DC 20201. Such reports are treated as sensitive material and submitters may decline to give their names if they choose to remain anonymous.
9. **Central Contractor Registration and Universal Identifier Requirements.** This award is subject to the requirements of 2 CFR part 25, Appendix A. For the full text of the award term, go to <http://www.cciio.cms.gov/resources/fundingopportunities/award-term-for-central-contractor-registration.html>.
10. **FY 2012 Appropriations Provisions.** HHS recipients must comply with all terms and conditions outlined in their grant award, including grant policy terms and conditions contained in applicable Department of Health and Human Services (HHS) Grant Policy Statements, and requirements imposed by program statutes and regulations and HHS grant administrations regulations, as applicable; as well as any requirements or limitations in any applicable appropriations acts.

Special Terms & Conditions Attachment B

1. **Budget and Project Period.** The budget and project period for the Cooperative Agreement to Support Establishment of State-Operated Health Insurance Exchanges (Level Two Application due date June 29, 2012) is from August 23, 2012 through December 31, 2014.
2. **Restriction of Funds.** Grantee will not have access to the contractual line item funds for Information Technology expenses in the amount of \$65,351,128 until the conditions outlined under Parts A and B below (if applicable) have been met. Grantee only needs to address the conditions outlined in Part A for those contractual line item funds that are needed to implement or sustain the project for the duration of the cooperative agreement (e.g. start-up costs or non-System Development Life Cycle dependent costs). Grantee must address Parts A and B for all contractual line item costs directly linked to a specific Systems Development Life Cycle review (see Part B below). As part of any request to lift restrictions on funding,

Grantee must identify the nature of the contractual line item funds (i.e. start-up versus specific life cycle review).

For additional guidance on the restriction of funds requirements, please contact your Grants Management Specialist, Vivian Smith, at Vivian.Smith@cms.hhs.gov, or your assigned Project Officer.

A. Grantee must provide the following required information for all contracts:

1. Name of Contractor
2. Method of Selection
3. Period of Performance
4. Scope of Work
5. Method of Accountability
6. Itemized Budget and Justification

Please review [Appendix E](#) “Guidance for Preparing a Budget Request and Narrative in Response to SF424A” in the Funding Opportunity Announcement (FOA) for further guidance on what is required to address these topics areas.

B. Grantee must also meet specific Program Requirements, to include undergoing standard industry Systems Development Life Cycle (SDLC) reviews.

1. Architecture Review
2. Project Baseline Review
3. Detailed Design Review
4. Operational Readiness Review

The above named SDLC reviews were previously referred to as the IT Gate Review Process. This terminology has changed, and the IT Gate Review Process is now included within the Establishment Review Process. The list below demonstrates how the SDLC reviews outlined above fit within the broader Establishment Review process. Please contact your Project Officer with any questions.

Establishment Planning Review

1. Architecture Review
2. Project Baseline Review

Establishment Design Review

3. Detailed Design Review

Establishment Implementation Review

4. Operational Readiness Review

As part of the overall response to Part A, Grantee must specifically explain and separately outline the contract costs associated for each life cycle review stage listed above prior to beginning work. Specifically, Grantee must explain in the *Scope of Work*, the precise services/tasks/deliverables to be performed by the contractor, and outline in the *Itemized Budget and Justification* the contractual costs with appropriate justification.

At the time of each stage of the life cycle review process, Grantee must provide detail of the deliverables, products, etc. completed during that stage of the life cycle. Those specifications will then be reviewed by HHS using the published HHS SDLC standards, which will then determine if the Grantee has successfully met completeness requirements under the HHS SDLC. Once Grantee receives approval from HHS regarding the completeness of their deliverables for that life cycle review period, the contractual line item funds linked to that specific review will be available for drawdown.

The SDLC reviews will be jointly conducted by CCIIO and CMCS. Because the Affordable Care Act requires the development of a streamlined enrollment system for Medicaid, CHIP, State basic health plans established under § 1331, and Exchange qualified health plans and financial assistance for qualified health plans, the development of the IT system will benefit Medicaid/CHIP and Exchange-related programs. Therefore, costs for this project need to be allocated between Medicaid/CHIP and the Exchange. Additionally, the Medicaid program will be building to varying degrees supporting infrastructures to facilitate the work of the Exchange. It is for this reason that CMCS will be working together with CCIIO to review the progress the State is making during the four SDLC reviews. We expect the State staff working on the Exchange and the supporting Medicaid program activities to similarly work together as they develop joint solutions.

During the SDLC reviews, CMS will want both State Exchange and Medicaid staff to participate in all of the reviews, provide requested documentation and be prepared to speak to the status of the system and program's development with regard to: a) the Exchange, b) the supporting Medicaid program and infrastructure and c) any jointly developed cost allocated activities between the Exchange and the Medicaid program. Please note that while the funding sources for the three areas outlined above will come from two sources (i.e. the CCIIO Establishment Grants and the Medicaid Advance Planning Documents), the traditional APD review process has been expedited as a result of CMS' ability to conduct the SDLC reviews in a joint fashion between CCIIO and CMCS and between the State Exchange staff and the State Medicaid staff involved in the activities described above. The focus of the SDLC reviews by the CMCS staff will pay particular attention to the extent to which, at each stage of the SDLC reviews, the State is fulfilling its obligations, including meeting specific Standards and Conditions.

Please review the description in [Appendix D](#) of the FOA for further guidance on the SDLC reviews.

- 3. Restriction of Funds.** Funds for years two and three of the project period in the amounts of \$40,720,074 and \$49,005,447, respectively, are restricted pending satisfactory progress on cooperative agreement activities after the first year of the project period. Provided satisfactory progress has been made, funds for the second year of the project period will be unrestricted. Funds for the third year of the project period will be unrestricted based on satisfactory progress in the prior years of the project period.

4. **Restriction of Funds.** Funds in the amount of \$2,000,000 are restricted in the contractual line item for Transitional Broker Fee Payments until the Grantee provides proper cost allocation for Exchange activities performed versus those applicable to broader HR-type activities.
5. **Revised Cost Allocation Plan and Budget.** Exchange grantees are required, per 2 CFR Part 225 (previously OMB Circular A-87), to allocate the costs of their IT system(s) work and other applicable costs between the Exchange and Medicaid/CHIP. Within 60 days of receipt of award, Grantee must provide a revised cost allocation plan and budget for all applicable activities under the Consulting budget line item, including but not limited to Outreach and Education. Grantee will not proceed with these activities until CCIIO provides approval for the revised plan. Please submit the information to the Project Officer and the Grants Management Specialist.
6. **Personnel Changes.** The Grantee is required to notify the CCIIO Project Officer and the HHS Grants Management Specialist within thirty (30) days of any personnel changes affecting the grant's Authorized Organizational Representative, Project Director, Assistant Project Director, and/or the Financial Officer as well as any named Key Contractor staff.
7. **Contractual Personnel Changes.** Because the bandwidth of expertise is tight in the Exchange arena, Grantees must inform the Project Officer as to Contractual resources and key personnel changes.
8. **Required Grant/Cooperative Agreement Reporting.** The templates for the Required Cooperative Agreement Reporting will be forthcoming.
 - a. **Project Report.** The Grantee is required to submit Progress Reports to the HHS Grants Management Specialist and to the CCIIO Project Officer. Progress Reports are due as follows:

Period of Performance: August 23, 2012 through December 31, 2012
Due: January 30, 2013

Period of Performance: January 1, 2013 through June 30, 2013
Due: July 30, 2013

Period of Performance: July 1, 2013 through December 31, 2013
Due: January 30, 2014

Period of Performance: January 1, 2014 through June 30, 2014
Due: July 30, 2014

Period of Performance: July 1, 2014 through December 31, 2014. The final Progress Report will serve as the Final Project Report and should report not only on activities that occurred during the period of performance, but should be cumulative and report on work performed throughout the project period. This report is due no later than 90 days after the end of the project period.
Due: March 31, 2015

- b. **Periodic Deliverables.** See Program Requirements per the Funding Opportunity Announcement.
- c. **Public Report.** The Grantee is required to prominently post specific information about the Exchange grants/cooperative agreements on its Internet websites to ensure that the public has information on the use of funds.

9. **Required Financial Reports.** The Federal Financial Report (FFR or Standard Form 425) has replaced the SF-269, SF-269A, SF-272, and SF-272A financial reporting forms. All grantees must utilize the FFR to report cash transaction data, expenditures, and any program income generated.

Grantees must report on a quarterly basis cash transaction data via the Payment Management System (PMS) using the FFR in lieu of completing a SF-272/SF-272A. The FFR, containing cash transaction data, is due within 30 days after the end of each quarter. The quarterly reporting due dates are as follows: 1/30, 4/30, 7/30, 10/30. A Quick Reference Guide for completing the FFR in PMS is at:

www.dpm.psc.gov/grant_recipient/guides_forms/ffr_quick_reference.aspx.

In addition to submitting the quarterly FFR to PMS, Grantees must also provide, on an annual basis, a hard copy FFR to CMS which includes their expenditures and any program income generated in lieu of completing a Financial Status Report (FSR) (SF-269/269A). Expenditures and any program income generated should only be included on the annually submitted FFR, as well as the final FFR.

Each hard-copy FFR should contain cash transaction data, expenditures, and any program income generated. Annual hard-copy FFRs should be mailed and received within 30 calendar days of the applicable year end date. The final FFR should be mailed and received within 90 calendar days of the project period end date (December 31, 2014). Grantees should access the following link in order to electronically complete and print the FFR: http://www.whitehouse.gov/omb/grants_forms/. See the charts below for more information on reporting due dates for hard-copy FFRs.

See below for due dates for the annual hard-copy FFR:

Annual Period	Reporting Period Due Date
August 23, 2012 to August 22, 2013	September 22, 2013
August 23, 2013 to August 22, 2014	September 22, 2014

See below for the due date for the final hard-copy FFR:

<i>Project Period</i>	<i>Reporting Period Due Date</i>
August 23, 2012 to December 31, 2014	Final report – approximately 28-month reporting period August 23, 2012 to December 31, 2014 Due: March 31, 2015

The final FFR should be mailed to the attention of Grants Management Specialist, Vivian Smith, at the following address:

Centers for Medicare and Medicaid Services
Office of Acquisition and Grants Management
200 Independence Ave., SW
Room 733H-02
Washington, D.C. 20201

Award recipients shall liquidate all obligations incurred under the award not later than 90 days after the end of the project period and before the final FFR submission. It is the award recipient's responsibility to reconcile reports submitted to PMS and to CMS. Failure to reconcile final reports in a timely manner may result in canceled funds.

For additional guidance, please contact your Grants Management Specialist, Vivian Smith.

Payment under this award will be made by the Department of Health and Human Services, Payment Management System administered by the Division of Payment Management (DPM), Program Support Center. Draw these funds against your account that has been established for this purpose. Inquiries regarding payment should be directed to:

**Director, Division of Payment Management
Telephone Number 1-877-614-5533
P. O. Box 6021
Rockville, Maryland 20852**

- 10. Attendance at Meetings and Sharing.** It is extremely important for States to share with one another lessons learned and best practices; as such it is expected that grantees attend CMS (CCIIO and/or CMCS) grantee meetings or workshops; it is also highly encouraged for grantees to attend regional or other types of meetings/workshops that would further their work to establish their Exchanges.
- 11. Collaborative Responsibilities.** Close coordination between the Department of Insurance and the Medicaid Director is required. Grantees will be expected to show evidence, including but not limited to, regular communication and meetings, and Memoranda of Agreement based on business owners of processes, and inclusion in critical milestones.
- 12. Consumer Assistance Program (Section 1002).** As Exchange grantees engage in planning and implementation activities around the Core Area of Providing Assistance

to Individuals and Small Businesses, Coverage Appeals, and Complaints, they must keep in mind that it is not possible to replace CAP grant funding with 1311 funding. The activities must be integral to the Exchange and are subject to the minimum requirements of Section 1311, not those in Section 1002. Funds applied for must not supplant other grant funds, or otherwise misuse or misappropriate grant funds.

13. Basic Health Program. Exchange Establishment Cooperative Agreement funds cannot be used by the state for the purpose of applying for a waiver of the Exchange requirements. To the extent that there are Exchange establishment activities that would need to be coordinated with or overlap with activities undertaken pursuant to sections 1331 and 1332, Establishment Cooperative Agreement funding could be available for those activities. However, funding under the Establishment Cooperative Agreements may not be used solely for waiver activities, the Basic Health Program or investigation of the feasibility of those options.

14. Risk Adjustment. States must seek approval to commence specific tasks associated with risk adjustment. Please submit plans to carry out tasks related to risk adjustment to your Project Officer for review and approval prior to commencing activities.

15. Quality Rating System. Prior to carrying out activities related to Quality, please consult with your Project Officer for technical assistance.

16. Funding the Navigator Program. State Exchange Establishment funds may be used for functions and/or activities that pertain to the development of a Navigator program. Funds to support the Navigator program's operations must come from the operational funds of the State Exchange, not from Section 1311 funds awarded under this cooperative agreement.

17. Exchange Procurements. Per 45 CFR Part 92.36, States are required to follow their "own procurement procedures which reflect applicable State and local laws and regulations, provided that the procurements conform to applicable Federal law and the standards identified in this section [45 CFR Part 92.36]." As part of this cooperative agreement, substantial Federal involvement with the recipient is anticipated during performance. As such, CMS' purpose is to support the recipient's activities and work jointly with the award recipient in a partnership role. As part of this collaborative process, CMS will want to review vendor proposals to provide feedback and engage in discussions with cooperative agreement awardees. CMS is committed to providing expert technical assistance to States as they work to design and deploy their Exchanges, as required under the Affordable Care Act (ACA). This high-quality technical assistance increases the opportunities for reuse, sharing, and collaboration, and reduces implementation cost. CMS has identified three key steps States are strongly recommended to take in procurement of Exchange IT contracts to assure procurements meet re-use and transparency expectations:

1. Prepare an Independent Government Cost Estimate (IGCE) prior to release of Request for Proposals (RFPs) and share the results of that study with CCIIO.
2. Use a vendor screening process before entering into contract negotiations with any vendors.

3. Include contract clauses that promote reuse.

More detail around these best practices may be found in “Best Practices and Requirements in Contracting and Procurement for Exchange Information Technology Systems” which is available at: https://servis.cms.gov/resources/document_detail?doc_detail_id=d882c8c3-274d-69f0-ed9-501a9ac78e52.

18. Cost Allocation. States are required to allocate costs among Medicaid, CHIP, and the Exchange for shared services by benefitting program, consistent with 2 CFR Part 225 (previously OMB Circular A-87) cost allocation principles and related HHS guidance, including but not limited to Guidance for Exchange and Medicaid Information Technology (IT) Systems 2.0.

19. Reuse of Exchange IT Systems Artifacts. Grantees will be required to use the following language in any contracts issued. This language is intended to give clear direction to States on their responsibility to ensure maximum opportunity for reuse of Exchange IT systems artifacts, models, materials and/or processes.

Intangible property

This contract is in support of <State>'s implementation of the Patient Protection and Affordable Care Act of 2010, and is subject to the certain property rights provisions of the Code of Federal Regulations and a Grant from the Department of Health and Human Services, Centers for Medicare & Medicaid Services. This Contract is subject to, and incorporates by reference, 45 CFR 74.36 and 45 CFR 92.34 governing rights to intangible property. Intangible property includes but is not limited to: computer software; patents, inventions, formulae, processes, designs, patterns, trade secrets, or know-how; copyrights and literary, musical, or artistic compositions; trademarks, trade names, or brand names; franchises, licenses, or contracts; methods, programs, systems, procedures, campaigns, surveys, studies, forecasts, estimates, customer lists, or technical data; and other similar items. The Contractor may copyright any work that is subject to copyright and was developed, or for which ownership was purchased, under this Contract. The Contractor must deliver all intangible property, including but not limited to, intellectual property, to <State> in a manner that ensures the Centers for Medicare & Medicaid Services, an agency of the Department of Health and Human Services, obtains a royalty-free, nonexclusive and irrevocable right to reproduce, publish, or otherwise use the work for Federal purposes, and to authorize others to do so. Federal purposes include the purpose of administering <State> exchanges under the Affordable Care Act of 2010. The Contractor is further subject to applicable regulations governing patents and inventions, including those issued by the Department of Commerce at 37 CFR Part 401.

20. Acceptance of Application and Terms of Agreement. Initial expenditure of funds by the Grantee constitutes acceptance of this award.