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XP - 97045801 - 6 Page 1

	<b>U.S. ENVIRONMENTAL PROTECTION AGENCY</b> <b>Assistance Amendment</b>		GRANT NUMBER (FAIN): 97045801		DATE OF AWARD
			MODIFICATION NUMBER: 6		05/02/2012
			PROGRAM CODE: XP		MAILING DATE
			TYPE OF ACTION No Cost Amendment		05/02/2012
PAYMENT METHOD:		ACH#			
RECIPIENT TYPE: Municipal			Send Payment Request to: Las Vegas Finance Center FAX # 702-798-2423		
RECIPIENT: City of Portland 1120 sw Fifth Avenue, Rm 1250 Portland, Oregon 97204 EIN: 93-6002236			PAYEE: City of Portland 1120 SW 5th Ave, Rm 1250 Portland, OR 97204		
PROJECT MANAGER Eileen Roe 1120 sw Fifth Avenue, Rm 1250 Portland, Oregon 97204 E-Mail: eroe@ci.portland.or.us Phone: 503-823-6819		EPA PROJECT OFFICER Joel Salter 805 SW Broadway; Ste 500, OOO Portland, OR 97205 E-Mail: Salter.Joel@epamail.epa.gov Phone: 503-326-2653		EPA GRANT SPECIALIST Greg Luchey 1200 Sixth Ave, Suite 900, OMP-145 Seattle, WA 98101 E-Mail: Luchey.Greg@epa.gov Phone: 206-553-2967	
<b>PROJECT TITLE AND EXPLANATION OF CHANGES</b> Innovative Wet Weather Infrastructure Project  This amendment changes the agreement as follows: Extends the project/budget period to 12/31/2014 and approves the budget revisions submitted on 03/14/2012. All Terms and Conditions remain the same.					
BUDGET PERIOD 08/01/2002 - 12/31/2014		PROJECT PERIOD 08/01/2002 - 12/31/2014		TOTAL BUDGET PERIOD COST \$6,350,094.00	
				TOTAL PROJECT PERIOD COST \$6,350,094.00	
<b>NOTICE OF AWARD</b>  Based on your application dated 12/11/2009, including all modifications and amendments, the United States acting by and through the US Environmental Protection Agency (EPA), hereby awards \$0. EPA agrees to cost-share 54.73% of all approved budget period costs incurred, up to and not exceeding total federal funding of \$3,475,200. Such award may be terminated by EPA without further cause if the recipient fails to provide timely affirmation of the award by signing under the Affirmation of Award section and returning all pages of this agreement to the Grants Management Office listed below within 21 days after receipt, or any extension of time, as may be granted by EPA. This agreement is subject to applicable EPA statutory provisions. The applicable regulatory provisions are 40 CFR Chapter 1, Subchapter B, and all terms and conditions of this agreement and any attachments.					
ISSUING OFFICE (GRANTS MANAGEMENT OFFICE)			AWARD APPROVAL OFFICE		
ORGANIZATION / ADDRESS EPA Region 10 Mail Code: OMP-145 1200 Sixth Avenue, Suite 900 Seattle, WA 98101			ORGANIZATION / ADDRESS U.S. EPA, Region 10 Office of Water and Watersheds 1200 Sixth Avenue, Suite 900 Seattle, WA 98101		
<b>THE UNITED STATES OF AMERICA BY THE U.S. ENVIRONMENTAL PROTECTION AGENCY</b>					
Digital signature applied by EPA Award Official Gregory Luchey - EPA Grant Specialist					DATE 05/02/2012
<b>AFFIRMATION OF AWARD</b>					
<b>BY AND ON BEHALF OF THE DESIGNATED RECIPIENT ORGANIZATION</b>					
SIGNATURE		TYPED NAME AND TITLE Sam Adams, Mayor			DATE



Budget Summary Page

Table A - Object Class Category (Non-construction)	Total Approved Allowable Budget Period Cost
1. Personnel	\$399,289
2. Fringe Benefits	\$145,172
3. Travel	\$0
4. Equipment	\$0
5. Supplies	\$30,555
6. Contractual	\$677,560
7. Construction	\$3,700,849
8. Other	\$1,396,669
9. Total Direct Charges	\$6,350,094
10. Indirect Costs: % Base	\$0
11. Total (Share: Recipient <u>45.27</u> % Federal <u>54.73</u> %.)	\$6,350,094
12. Total Approved Assistance Amount	\$3,475,200
13. Program Income	\$0
14. Total EPA Amount Awarded This Action	\$0
15. Total EPA Amount Awarded To Date	\$3,475,200

## **Administrative Conditions**

Administrative Condition changes:

### **16. Subaward Reporting and Executive Compensation (Added)**

#### **A. Reporting of first-tier subawards.**

1. **Applicability.** Unless you are exempt as provided in paragraph d. of this award term, you must report each action that obligates \$25,000 or more in Federal funds that does not include Recovery funds (as defined in section 1512(a)(2) of the American Recovery and Reinvestment Act of 2009, Pub. L. 111-5) for a subaward to an entity (see definitions in paragraph e of this award term).
2. **Where and when to report.**
  - i. You must report each obligating action described in paragraph a.1. of this award term to [www.fsrs.gov](http://www.fsrs.gov).
  - ii. For subaward information, report no later than the end of the month following the month in which the obligation was made. (For example, if the obligation was made on November 7, 2010, the obligation must be reported by no later than December 31, 2010.)
3. **What to report.** You must report the information about each obligating action that the submission instructions posted at [www.fsrs.gov](http://www.fsrs.gov) specify.

#### **B. Reporting Total Compensation of Recipient Executives.**

1. **Applicability and what to report.** You must report total compensation for each of your five most highly compensated executives for the preceding completed fiscal year, if –
  - i. The total Federal funding authorized to date under this award is \$25,000 or more;
  - ii. In the preceding fiscal year, you received—
    - (A) 80 percent or more of your annual gross revenues from Federal procurement contracts (and subcontracts) and Federal financial assistance subject to the Transparency Act, as defined at 2 CFR 170.320 (and subawards); and
    - (B) \$25,000,000 or more in annual gross revenues from Federal procurement contracts (and subcontracts) and Federal financial assistance subject to the Transparency Act, as defined at 2 CFR 170.320 (and subawards); and
  - iii. The public does not have access to information about the compensation of the executives through periodic reports filed under section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a), 78o(d)) or section 6104 of the Internal Revenue Code of 1986. (To determine if the public has access to the compensation information, see the U.S. Security and Exchange Commission total compensation filings at <http://www.sec.gov/answers/execomp.htm>.)
2. **Where and when to report.** You must report executive total compensation described in paragraph b.1. of this award term:
  - i. As part of your registration profile at [www.ccr.gov](http://www.ccr.gov).
  - ii. By the end of the month following the month in which this award is made, and annually thereafter.

#### **C. Reporting of Total Compensation of Subrecipient Executives.**

1. **Applicability and what to report.** Unless you are exempt as provided in paragraph d. of this award term, for each first-tier subrecipient under this award, you shall report the names and total compensation of each of the subrecipient's five most highly compensated executives for the subrecipient's preceding completed fiscal year, if
  - i. in the subrecipient's preceding fiscal year, the subrecipient received—
    - (A) 80 percent or more of its annual gross revenues from Federal procurement contracts (and subcontracts) and Federal financial assistance subject to the Transparency Act, as defined at 2 CFR 170.320 (and subawards); and
    - (B) \$25,000,000 or more in annual gross revenues from Federal procurement

contracts (and subcontracts), and Federal financial assistance subject to the Transparency Act (and subawards); and

ii. The public does not have access to information about the compensation of the executives through periodic reports filed under section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a), 78o(d)) or section 6104 of the Internal Revenue Code of 1986. (To determine if the public has access to the compensation information, see the U.S. Security and Exchange Commission total compensation filings at <http://www.sec.gov/answers/execomp.htm>.)

2. Where and when to report. You must report subrecipient executive total compensation described in paragraph c.1. of this award term:

- i. To the recipient.
- ii. By the end of the month following the month during which you make the subaward. For example, if a subaward is obligated on any date during the month of October of a given year (i.e., between October 1 and 31), you must report any required compensation information of the subrecipient by November 30 of that year.

#### D. Exemptions

If, in the previous tax year, you had gross income, from all sources, under \$300,000, you are exempt from the requirements to report:

- i. subawards, and
- ii. the total compensation of the five most highly compensated executives of any subrecipient.

#### E. Definitions. For purposes of this award term:

1. Entity means all of the following, as defined in 2 CFR part 25:
  - i. A Governmental organization, which is a State, local government, or Indian tribe;
  - ii. A foreign public entity;
  - iii. A domestic or foreign nonprofit organization;
  - iv. A domestic or foreign for-profit organization;
  - v. A Federal agency, but only as a subrecipient under an award or subaward to a non-Federal entity.
2. Executive means officers, managing partners, or any other employees in management positions.
3. Subaward:
  - i. This term means a legal instrument to provide support for the performance of any portion of the substantive project or program for which you received this award and that you as the recipient award to an eligible subrecipient.
  - ii. The term does not include your procurement of property and services needed to carry out the project or program (for further explanation, see Sec. --.210 of the attachment to OMB Circular A-133, "Audits of States, Local Governments, and Non-Profit Organizations").
  - iii. A subaward may be provided through any legal agreement, including an agreement that you or a subrecipient considers a contract.
4. Subrecipient means an entity that:
  - i. Receives a subaward from you (the recipient) under this award; and
  - ii. Is accountable to you for the use of the Federal funds provided by the subaward.
5. Total compensation means the cash and noncash dollar value earned by the executive during the recipient's or subrecipient's preceding fiscal year and includes the following (for more information see 17 CFR 229.402(c)(2)):
  - i. Salary and bonus.
  - ii. Awards of stock, stock options, and stock appreciation rights. Use the dollar amount recognized for financial statement reporting purposes with respect to the fiscal year in accordance with the Statement of Financial Accounting Standards No. 123 (Revised 2004) (FAS 123R), Shared Based Payments.
  - iii. Earnings for services under non-equity incentive plans. This does not include group life, health, hospitalization or medical reimbursement plans that do not discriminate in favor of executives, and are available generally to all salaried employees.
  - iv. Change in pension value. This is the change in present value of defined benefit and

actuarial pension plans.

v. Above-market earnings on deferred compensation which is not tax-qualified.

vi. Other compensation, if the aggregate value of all such other compensation (e.g. severance, termination payments, value of life insurance paid on behalf of the employee, perquisites or property) for the executive exceeds \$10,000.

#### 17. Subawards (Added)

a. The recipient agrees to:

- (1) Establish all subaward agreements in writing;
- (2) Maintain primary responsibility for ensuring successful completion of the EPA-approved project (this responsibility cannot be delegated or transferred to a subrecipient);
- (3) Ensure that any subawards comply with the standards in Section 210(a)-(d) of OMB Circular A-133 and are not used to acquire commercial goods or services for the recipient;
- (4) Ensure that any subawards are awarded to eligible subrecipients and that proposed subaward costs are necessary, reasonable, and allocable;
- (5) Ensure that any subawards to 501(c)(4) organizations do not involve lobbying activities;
- (6) Monitor the performance of their recipients and ensure that they comply with all applicable regulations, statutes, and terms and conditions which flow down in the subaward;
- (7) Obtain EPA's consent before making a subaward to a foreign or international organization, or a subaward to be performed in a foreign country; and
- (8) Obtain approval from EPA for any new subaward work that is not outlined in the approved work plan in accordance with 40 CFR Parts 30.25 and 31.30, as applicable.

b. Any questions about subrecipient eligibility or other issues pertaining to subawards should be addressed to the recipient's EPA Project Officer. Additional information regarding subawards may be found at <http://www.epa.gov/ogd/guide/subaward-policy-part-2.pdf>. Guidance for distinguishing between vendor and subrecipient relationships and ensuring compliance with Section 210(a)-(d) of OMB Circular A-133 can be found at <http://www.epa.gov/ogd/guide/subawards-appendix-b.pdf> and [http://www.whitehouse.gov/sites/default/files/omb/assets/a133/a133\\_revised\\_2007.pdf](http://www.whitehouse.gov/sites/default/files/omb/assets/a133/a133_revised_2007.pdf).

c. The recipient is responsible for selecting its subrecipients and, if applicable, for conducting subaward competitions.

#### All Other Administrative Conditions Remain the Same

### Programmatic Conditions

#### All Programmatic Conditions Remain the Same

End of Assistance Agreement No. XP-97045801-6