The following document serves as a reference guide for Buyers regarding special considerations and provisions as part of contracting best practices for goods and services. This guide includes considerations that may be applicable to all transactions as well as more specific details for the following categories:

- Clinical/Health Services
- Creative Services
- Equipment Maintenance
- Events & Performances
- Facilities
- Food Services
- Goods
- UC Insurance Policies
- Operations
- Research
- Staffing
- Technology & Software
Considerations for all transactions:

1. **Appendix - HIPAA Business Associate (Appendix BA):**
   a. If Supplier will have access to **Protected Health Information (PHI)** in any transaction, the Appendix BA is required.
   b. **PHI** is defined in section 2.6.
   c. Refer to the document signed by William Cooper located at UCOP, Procurement Services, Forms & Policies website.
   d. Consult Annotated BA and/or Privacy Officer before amending the Appendix BA beyond what is provided in the annotated BA.

2. **Appendix Data Security & Privacy (APPENDIX DS):**
   a. If Supplier will create, receive, maintain or transmit protected information and/or process credit card transactions on behalf of the UC, an Appendix DS is required.
   b. **Protected Information** is defined in Article 2, sub-section A.
   c. Refer to the document located at located at UCOP, Procurement, Standard Forms website.
   d. Consult Legal or IT Security Officer before amending the Appendix DS.

3. **Verify with Accounting the Supplier’s tax withholding status for out of State and International Suppliers.**

4. **If services may displace UC union represented employees, additional review and/or approval may be needed.**
   Consult your supervisor for approval when working on transactions involving AFSCME-type work which may include custodial services, landscaping/grounds keeping services, food service workers, parking attendants, reprographics technicians, storekeepers/warehouse workers, auto equipment operators/drivers, and/or patient care.

5. **UC Fair Wage/Fair Work:**
   For Fair Wage/Fair Work Services performed at a UC location (see BUS-43 for definition), Fair Wage/Fair Work language is required in the agreement and should be included in RFP documents. Exceptions: 1) the services involve furnishing goods; 2) are a Public Work with a wage determination at or above the UC Fair Wage (defined as $13 per hour as of 10/1/15, $14 per hour as of 10/1/16, and $15 per hour as of 10/1/17); or 3) are subject to extramural agreements (including sub-agreements and subcontracts) containing sponsor-mandated terms and conditions. Agreement language is standard in T&Cs of Purchase, but must be inserted from Library of Provisions if using supplier paper. RFP language is in the Library of Provisions.

6. **Patient Protection and Affordable Care Act (PPACA):**
   For suppliers of temporary or supplementary staffing, the PPACA language is required in the agreement and should be included in RFP documents. Agreement language is standard in T&Cs of Purchase, but must be inserted from Library of Provisions if using supplier paper. RFP language is in the Library of Provisions.

7. **Prevailing Wage:**
   For Public Works Projects (see BUS-43 for definition) in excess of $1,000, certain language must be included in the RFP documents and the agreement. See the Library of Provisions for RFP language. Agreement language is standard in T&Cs of Purchase, but must be inserted from Library of Provisions if using supplier paper.
## Clinical/Health Services

**Examples:**
- Rx drugs
- Controlled substances
- Drug development (Vector, etc.)
- Lab testing
- Patient care (Physicians, nurses, human subjects on research project, immunization services, etc.)

**Considerations by Transaction Type**

1. Consult Risk Services - additional insurance requirements (compare to T&Cs and amend if needed).
2. Consult Legal/Compliance Office- DEA compliance, covered entities, reverse Appendix BA.
3. The following may be requirements:
   a. Specific inspections
   b. Institutional Review Board (IRB) approval if human subjects are involved
   c. Animal Rights Committee (ARC) approval if animal subjects are involved
   d. DLAM notification (if animals are being shipped to or from UC)
4. When any Supplier stores or has access PHI for UC, an Appendix BA is required.
5. When any Supplier stores or has access to Protected Information or cardholder data for UC, an Appendix DS is required.
6. See Staffing, Research and Operations categories for medical equipment, software, transportation, shipping, staffing and research projects.

## Creative Services

**Examples:**
- Public Relations (Branding)
- Marketing
- Advertising
- Media buys
- Artisans (Commissioning work)
- Curators
- Production services
- Post production
- Art exhibits
- Exhibits (Traveling art)
- Photography
- Video
- Film
- Print

**Considerations by Transaction Type**

1. Consult Legal - Marketing/advertising, alcohol
2. Consult Legal/Risk Services - Access to IP addresses, specialized risk terms and ownership of traveling art, value of art. May require additional insurance (compare to T&Cs and amend if needed).
3. The following may be requirements:
   a. Artist warranties (compare to T&Cs and amend if needed)
   b. Reproduction and/or sale of art (i.e. right of first refusal will allow UC the first option of purchase – see Library of Provisions
   c. International transactions tax consideration may require royalty payments as opposed to payment for services, etc.)
   d. IP ownership or license (compare to T&Cs and amend if needed).
   e. Buyer to select Work Made for Hire in Agreement(web design, art, commissioned)
4. When any Supplier stores or has access to Protected Information or cardholder data for the UC, an Appendix DS is required.
5. See Technology Category
### Procurement Services – Buyer’s Guide: Contracting Considerations by Category

<table>
<thead>
<tr>
<th>Category</th>
<th>Considerations by Transaction Type</th>
</tr>
</thead>
</table>
2. Refer to the UC Equipment Maintenance Appendix for additional T&Cs.  
3. Offsite maintenance – Will UC send equipment to supplier or will the supplier pick it up – identify method, liability, requirements, etc.  
4. Include in SOW – preventative maintenance, time and materials/flat Rate, emergency repair calls.  
5. When any Supplier stores or has access PHI for UC, an Appendix BA is required.  
6. When any Supplier stores or has access to Protected Information or cardholder data for UC, an Appendix DS is required. |
| **Events / Performances**  | 1. Consult Risk Services – additional insurance requirements due to risk of event, equipment (mechanical lifts), intellectual property, alcohol, large events, controversial speakers, minors on campus for consecutive days, transporting passengers (compare to T&Cs and amend if needed).  
2. Consult campus or city police - specific permits (alcohol), inspections, security.  
3. See Library of Provisions for language for the following:  
   a. Background checks  
   b. Reproduction of performance  
   c. Exclusive performances  
   d. Ticket prices / complimentary tickets  
   e. Sale of souvenirs  
   f. Agency  
4. Artist warranties (compare to T&Cs and amend if needed)  
5. Cancellation restrictions (compare to T&Cs and amend if needed)  
6. See Performances category if a performance is involved, Operations category for food services, security, transportation  
7. See the Library of Provisions for Agency language if agent is acting on behalf of artist; Events related activities |
## Facilities

Examples:
- Campus locations (on site or other UC location)
- Offsite facilities (rentals, meeting rooms, hotels, conferences, seminar)

1. Consult Risk Services - requirements vary based on type of facility, UC campus, off campus, travel required, public speaker, public event, controversial guest may require additional security, size of audience, overnight stay involving minors, amend insurance in T&Cs.
2. The following may be requirements:
   - a. Background checks - see Library of Provisions for language
   - b. Alcohol
   - c. Cancelation restrictions (compare to T&Cs and amend if needed)
3. See Operations and Events category for Risk Services and Campus or City Police for alcohol, permits, security or events with food.

## Food Services

Examples:
- Vending
- Catering
- Food trucks
- Cafeteria services

1. Consult EH&S guidelines for food service requirements and food handling permit.
2. Consult Risk Services - additional insurance requirements, liquor liability (sold or consumed), pouring rights, entrance ticket contains free alcohol (compare to T&Cs and amend if needed).
## Procurement Services – Buyer’s Guide: Contracting Considerations by Category

<table>
<thead>
<tr>
<th>Category</th>
<th>Considerations by Transaction Type</th>
</tr>
</thead>
</table>
| **Goods**              | 1. If equipment purchase involves construction, consult your manager.  
                        2. If equipment involves software, see Software/Technology Category.  
                        3. Research equipment: if the purchase involves animal subjects and/or human subjects, see Research Category.  
                        4. Straight lease or rental:  
                        a. Will UC send equipment to supplier or will the supplier pick it up – identify method, liability, requirements, etc.  
                        b. Damages (carve out normal wear and tear)  
                        c. Trade-in/Credits  
                        Refer to Appendix – Equipment Lease for additional terms and conditions.  
                        5. UC Equipment asset management - vesting title with UC, Federal Government (NSF), or Supplier Demo/Loaner. Fabrication assembly or Manufacturer PN.  
                        6. Liability of item during transit identified. Who pays for shipping?  
                        7. Equipment with data memory – PHI, Protected Information, PCI  
                        8. When any Supplier stores or has access PHI for UC, an Appendix BA is required.  
                        9. When any Supplier stores or has access to Protected Information or cardholder data for UC, an Appendix DS is required.                                                                                     |
| **UC Insurance Policies** | 1. Consult Risk Services - additional insurance requirements (compare to T&Cs and amend if needed).  
                        2. Consult Legal - DEA compliance, covered entities, reverse Appendix BA.  
                        3. When any Supplier stores or has access PHI for UC, an Appendix BA is required.  
                        4. When any Supplier stores or has access to Protected Information or cardholder data for UC, an Appendix DS is required.                                                                                     |
## Operations

**Examples:**
- **Facilities Maintenance**
  - Custodians, HVAC, landscapers
- **Linen/Uniform services**
  - Food services, medical, lab, facilities workers
- **Moving**
  - Interoffice moves, large moves, faculty moves, student housing, relocation
- **Security**
  - One-time events, ongoing, on demand, armed/unarmed, Dunbar services/cash pickup
- **Shipping**
  - Hazardous waste, long-haul shipping, museum/art, shredding, specialized medical shipping
- **Storage/Warehousing**
  - Furniture, equipment, files
- **Shredding/Recycling**
  - Medical and/or non-medical items
- **Transportation**
  - Buses, taxi, limo, shuttles, car rental, air charter, car sharing, valet parking
- **Travel**
  - Hotels, flight, land transportation

<table>
<thead>
<tr>
<th>Considerations by Transaction Type</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. If service involves construction, consult your supervisor.</td>
</tr>
<tr>
<td>2. Maintenance services might require Prevailing Wage provision (for instance, janitorial and guards for a special event).</td>
</tr>
<tr>
<td>3. Facilities/Capital Projects Inspection: if facilities maintenance or installation requires holes drilled or bracing &gt;60” for seismic regulation or asbestos testing.</td>
</tr>
<tr>
<td>4. Consult Risk Services as insurance requirements may vary based on type of service, increased insurance limits for armed security, specific bonding requirements, overnight stay involving minors, transportation, number of passengers, value of item(s) involved.</td>
</tr>
<tr>
<td>5. Consult Campus or City Police to determine if specific permits or inspections are needed.</td>
</tr>
<tr>
<td>6. Consult EH&amp;S regarding any services involving Hazardous Waste (courier, waste removal, etc.).</td>
</tr>
<tr>
<td>7. The following may be requirements:</td>
</tr>
</tbody>
</table>
  a. Forced, convict and indentured labor, see T&Cs for language |
  b. Background checks, see Library of Provisions for language |
  c. Cancellation restrictions (compare to T&Cs and amend if needed) |
  d. Prevailing wage, see Library of Provisions for language |
| 8. See Event and Food Services categories |
| 9. When any Supplier stores or has access PHI for UC, an Appendix BA is required. When any Supplier stores or has access to Protected Information or cardholder data for UC, an Appendix DS is required. |
## Procurement Services – Buyer’s Guide: Contracting Considerations by Category

<table>
<thead>
<tr>
<th>Category</th>
<th>Considerations by Transaction Type</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Research</strong></td>
<td></td>
</tr>
<tr>
<td>Examples:</td>
<td></td>
</tr>
<tr>
<td>• Marketing/business research</td>
<td>1. Consult Risk Services as insurance requirements may vary based on type of research.</td>
</tr>
<tr>
<td>• Surveys</td>
<td>2. Inform Office of Research Administration of the transaction</td>
</tr>
<tr>
<td>• Material transfer</td>
<td>3. The following may be requirements:</td>
</tr>
<tr>
<td>• Animal study</td>
<td>a. Approval from Institutional Review Board (IRB) if human subjects are involved</td>
</tr>
<tr>
<td>• Human study</td>
<td>b. Approval from Animal Rights Committee (“ARC”) if animal subjects are involved</td>
</tr>
<tr>
<td>• Serum development</td>
<td>c. notify DLAM if animals are being shipped to and/or from UC</td>
</tr>
<tr>
<td>• Scientific study (not involving animal or human subjects)</td>
<td>d. Identify who is managing the research project (i.e. supplier/UC, onsite/offsite, domestic/international)</td>
</tr>
<tr>
<td></td>
<td>e. Identify equipment supplier is providing (if any) (i.e. is it rented or purchased – if so, refer to Equipment Maintenance Category for additional considerations)</td>
</tr>
<tr>
<td></td>
<td>4. When any Supplier stores or has access to Protected Information or cardholder data for UC, an Appendix DS is required.</td>
</tr>
<tr>
<td></td>
<td>5. When any Supplier stores or has access PHI for UC, an Appendix BA is required.</td>
</tr>
<tr>
<td></td>
<td>6. See the Library of Provisions for publication language</td>
</tr>
</tbody>
</table>
### Procurement Services – Buyer’s Guide: Contracting Considerations by Category

<table>
<thead>
<tr>
<th>Category</th>
<th>Considerations by Transaction Type</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Staffing</strong></td>
<td>1. May require review: insurance requirements may vary based on type of staffing (Risk Services), to perform a Union labor review (Risk Services), Affiliate agreement (consult Legal).</td>
</tr>
<tr>
<td>Examples:</td>
<td>2. Patient Protection and Affordable Care Act (PPACA) Employer Shared Responsibility provision will be required for all temporary and supplemental staffing agency agreements. See BUS-43 for definition of temporary and supplementary staffing agency.</td>
</tr>
<tr>
<td>• AWP exams</td>
<td>3. For Fair Wage/Fair Work Services performed at a UC location (see BUS-43 for definition), Fair Wage/Fair Work language is required in agreement and should be included in the RFP. See the Library of Provisions for RFP language. Agreement language is standard in T&amp;Cs of Purchase, but must be inserted from Library of Provisions if using supplier paper.</td>
</tr>
<tr>
<td>• Online courses</td>
<td>4. The following may be requirements: See Library of Provisions for language</td>
</tr>
<tr>
<td>• One-time/long-term instructors</td>
<td>a. Conflict of interest disclosure form</td>
</tr>
<tr>
<td>• Training seminar</td>
<td>b. Non-solicitation of employees provision</td>
</tr>
<tr>
<td>• Executive search (permanent)</td>
<td>c. System-wide agreement,</td>
</tr>
<tr>
<td>• Temporary-supplemental staffing</td>
<td>d. Background checks see Library of Provisions for language</td>
</tr>
<tr>
<td></td>
<td>e. Specific compliance requirements</td>
</tr>
<tr>
<td></td>
<td>f. Additional audit requirements</td>
</tr>
<tr>
<td></td>
<td>g. Immunization for medical staff</td>
</tr>
<tr>
<td></td>
<td>5. When any Supplier stores or has access to Protected Information or cardholder data for UC, an Appendix DS is required.</td>
</tr>
<tr>
<td></td>
<td>6. When any Supplier stores or has access PHI for UC, an Appendix BA is required. See the Library of Provisions for staffing examples</td>
</tr>
</tbody>
</table>
### Technology & Software

**Examples:**
- Development Work  
  (build a website, revamp a website, create, new application, data migration)
- Social media
- Data storage hosting, data backup and recovery
- Customer Payment / Payment Acceptance

<table>
<thead>
<tr>
<th>Considerations by Transaction Type</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Refer to the Cloud Computing Agreement template if information will be transmitted and/or stored on the Internet; otherwise refer to the Software License Agreement template.</td>
</tr>
<tr>
<td>2. Consult Risk Services / Information Technology Legal Council (ITLC): Services may vary (access to UC IP addresses, Indemnification, IP concerns for major systems, public domain information, ownership and rights, supplier requests Limitation of Liability (LOL)</td>
</tr>
<tr>
<td>3. Consult Legal: If Supplier has open source software available on the Internet that requires UC to click and accept their T&amp;Cs on line. When a Supplier collects money on behalf of the UC.</td>
</tr>
<tr>
<td>4. The following may be requirements:</td>
</tr>
<tr>
<td>a. If hosting services are involved identify third party provider, their locations (data should remain in U.S.).</td>
</tr>
<tr>
<td>b. Limitation of liability (LOL), when Supplier modifies our terms, Buyer should exclude indemnification from LOL.</td>
</tr>
<tr>
<td>c. License and subscription fees</td>
</tr>
<tr>
<td>d. Maintenance terms and on-going support</td>
</tr>
<tr>
<td>e. Training, see Library of Provisions for language</td>
</tr>
<tr>
<td>5. When any Supplier stores or has access PHI for UC, an Appendix BA is required.</td>
</tr>
<tr>
<td>6. When any Supplier stores or has access to Protected Information or cardholder data for UC, an Appendix DS is required.</td>
</tr>
</tbody>
</table>