

Contracts:

***What is a Contract,
when do I need a contract,
and
how a contract moves
through WyoCloud.***

START EARLY, START EARLY, START EARLY

- More steps involved in the review process, so the earlier the better
- Holidays/Winter Closure/End of Year
- Number of contracts reviewed



*BUCKING
THE SYSTEM
SINCE 1886.*

What is a contract?

A contract is an agreement (oral or written) between two or more parties where there is a mutual exchange of promises or other consideration upon defined terms and/or conditions. Although contracts for the University of Wyoming are primarily written documents, there can be enforceable oral contracts. Written contracts may take many forms including:

- Agreements for Services
- Letter of Agreement
- Purchase Orders
- Online Terms and Conditions
- Invoices
- Quote with a link to terms and conditions

What is a good?

Goods are defined as supplies, materials, and equipment purchased by University departments.

For example, these are all considered goods:

- Pens
- Equipment

What is a service?

Services are defined as labor, time, or effort furnished by an outside entity to the University.

For example, these are all considered services:

- Providing training
- Performing a seminar
- Writing a report
- Designing a website

What if the purchase involves both a good and a service?

If a purchase involves both a good and a service (for example, you purchase a piece of equipment and the company provides training to University employees on how to use the equipment), then the purchase should be treated as a service.

What if the purchase is software or other technology?

Purchases of information technology services and products by the University, including, but not limited to use of hardware and software products and web page design or maintenance, need to adhere to the [Accessibility Policy for Technology Purchases](#). This policy requires all software and other technology that is purchased by the University to be accessible to persons with disabilities.

The ADA regulations have been updated and in April 2026, all vendors providing software and other technology to the University (and other public entities) must meet certain accessibility requirements. This will require VPATs from the companies and more time and negotiation to resolve issues regarding these contracts.

Types of contracts that go through the Contract Process?

Services: These are examples, not an exhaustive list

All supplier-created contracts for services (quotes with terms and conditions, terms and conditions, service agreements, etc.) regardless of amount

All service agreements on the Agreement for Services template (found on our website)

Generally over \$10,000, but can be used for more complex arrangements for less than that amount.

Contracts for goods AND services (training/installation for equipment, for example)

MOUs /CEAs on our template or the supplier template (even if for no money)

Facilities Use Agreements (rental of space for event, etc.)

Technology:

All contracts/agreements/terms and conditions for the purchase of technology.

The most common document you will see is a software license agreement/master software license agreement/end user license agreement (for the purchase of software).

Purchases of technology almost always have terms and conditions from the company

Types of contracts that do not go through the Contract Process?

- Statements of Work on our template for \$9,999 or less
Once completed by department, and signed by contractor/supplier, straight to payment process
- Terms and conditions for the purchase of only goods
To Procurement Services
- Agreements between UW departments
Example: department is paying for a room and catering in the UW Conference Center, and UW Catering and Events sends you a contract. That can be signed by the department head/director/dean, because the payment is being made within UW
- Contracts that are sent through the separate process in the Pre-Award Office in REDD

Why must a contract go through this process?

The University of Wyoming is a state entity

- There are certain contract terms to which UW legally is not allowed to agree as a state entity.
- There are certain contract terms that UW is legally required to add to contracts as a state entity.

Protecting the interests of the University

- Risk Management
- Compliance
 - Tax law
 - Federal, state and local laws
- International

Technology Contracts

- IT approves system requirements, etc.
- Compliance with Accessibility Policy for Technology Purchases
- Same reasons as above



What happens to my
contract in WyoCloud?

*THE WORLD NEEDS MORE
ADVENTUROUS SPIRIT.*

Contract routing and approval process

Payment Terms ▼
Carrier ▼

Freight Terms ▼
FOB ▼

▲ Source Document Details

Source Application

Source Document Number

▲ Additional Information

* Department ▼
* Foreign Supplier ▼
* Technology Supplier ▼
* Grant-Related Supplier ▼
* Construction Supplier ▼

* Service Supplier ▼
* Receiving Credit/Debit Card Payments on behalf of UW ▼
Deferred Revenue (OSP use only) ▼

Help your contract get routed appropriately

- Type of contract – software, space rental, equipment repair, presenter agreement
- Special Circumstances – no money exchanged, expedite

- Then click **Submit**.



The screenshot shows a web form titled "Submit Contract: Review Approvers". In the top right corner, there are four buttons: "Back" (grey), "Next" (grey), "Submit" (yellow), and "Cancel" (yellow). Below the title, there is a text input field labeled "Note to Approver". At the bottom left of the form, there is a yellow button with a right-pointing arrow and the text "Approvers".

- The Contract will route through the appropriate WyoCloud approval workflow. To check the status of the approval, see the [Searching for & Amending the Contract QRG](#)

Real Estate Operations Review

LEASES

- UW Standard Administrative Policy and Procedure

IV. Signature Authority

D. Vice President for Campus Operations

c. Agreements involving real property or mineral interests, including financing, sale, purchase, **lease** or easements of any type;

e. **Facilities use agreements**

- PLEASE ALLOW AT LEAST 30-DAYS TO NEGOTIATE AND PROCESS ANY LEASES THAT DO NOT REQUIRE BOARD OF TRUSTEE APPROVAL.
- UW Board of Trustees Approval needed:
 - Sale or purchase of real property, improvements to real property, and timber sales
 - Longer than One Year
 - Greater than \$50,000
 - 1st Step: Introduction and Approval of Facilities Contracting Committee

Real Estate Operations Review

LEASES

- 2nd Step: Introduction and Approval of Full Board of Trustees
- Usually, a **FOUR month process!**
- Short-term Residential Housing (30 days or more)
 - The University of Wyoming is not to be a party to the lease agreement
 - UW Department agrees to pay for the short-term housing
 - Rent and Security Deposit ONLY
 - Real Estate Operations (REO) has a **Process for Renting Housing** document
 - Occupant and the Lessor are the parties to the lease
 - Fully completed and executed lease agreement(s) is/are provided to REO and the department's accountant/business manager
 - REO approval => UW Rent Guarantor Letter sent to department's accountant/business manager to be submitted with signed lease and payment request
 - Occupant(s) must sign and return to REO an Apartment Occupant letter which is to be held by REO

Procurement Services

First Stop in Contract Review Process

To ensure that all university expenditures are made in accordance with the university [Quote & Bid Threshold Policy](#) and all other university, state, and federal requirements.

Overview of Dollar Thresholds

- 1) **Micro-Purchase Thresholds (MPT):** \$0- \$9,999
- 2) **Simplified Acquisition Threshold (SAT):** \$10,000 - \$99,999
- 3) **Sealed Bid & Competitive Proposal Threshold:** \$100,000 +
- 4) **Non-Competitive Procurement:** Exemptions and Sole Source

Procurement Review- Cont.

\$0- \$4,999 : *Micro-Purchase Threshold (MPT) - Discretionary*

1. Supplier Selection: Minimum of **one** documented quote
2. Contract: as required by [Office of General Counsel](#)
3. Payment Request:
 - [Requisition](#)
 - [Non-PO Invoice](#) (if allowable)
 - PCard

Procurement Review- Cont.

\$5,000-\$9,999 : *Micro-Purchases Threshold (MPT) - with approval **

1. Supplier Selection: Minimum of **one** documented quote
2. Contract: as required by [Office of General Counsel](#)
3. Purchase Request:
 - [Requisition](#) A university *Purchase Order* must be issued before goods and services are provided.
 - [Non-PO Invoice](#) (if allowable)
 - PCard (with prior approval)

Procurement Review- Cont.

\$10,000- \$99,999 : *Simplified Acquisition Threshold (SAT)*

1. Supplier Selection: Minimum of **two**, documented quotes, *or* an approved [Sole Source](#)
2. Contract: as required by [Office of General Counsel](#)
3. Purchase Request:
 - [Requisition](#) A university *Purchase Order* must be issued before goods and services are provided.
 - [Non-PO Invoice](#) (if allowable)
 - PCard (with prior approval)

Procurement Review- Cont.

\$99,999 + : Sealed Bids (IFB) & Competitive Proposals (RFP)

1. Supplier Selection: Formal Solicitation; *Request for Proposal* (RFP) or *Invitation to Bid* (IFB) conducted by Procurement Services or an approved [Sole Source](#)
2. Contract: as required by [Office of General Counsel](#)
3. Purchase Request:
 - [Requisition](#) A university *Purchase Order* must be issued before goods and services are provided.
 - [Non-PO Invoice](#) (if allowable)

Procurement Review- Cont.

Non-Competitive Acquisitions : allowable when these circumstances apply

1. Available only from a single source as approved via [Sole Source Request Form](#)
2. Public Emergency
3. After soliciting from a number of sources, competition is deemed inadequate
4. Allowable *exceptions* as listed in [Quote & Bid Threshold Policy](#) (III-E)

UW Operations Review

Select Construction Supplier – YES from the options on the Overview tab, IF:

- Agreement involves the construction or design for alterations or improvements to existing buildings for grounds, or construction or design for new construction or capitalized projects, or installation of new equipment. This will route the contract to UW Operations for review and approval.
- Per UW Regulation 6-4, all alterations or improvements or maintenance shall be requested through UW Operations.
- It is recommended that departments contact UW Operations prior to entering into agreements or purchasing equipment to ensure facility infrastructure is in place to support the operation of equipment. Significant costs or modifications to facilitate to meet needs would be best discussed in advance of expenditures.
- To Request Services: <https://www.uwyo.edu/uwops/request/index.html>

UW Operations Review

- As a state agency, UW is subject to local and state building codes and Wyoming State Statutes, University Regulations, Campus Construction & Design Standards, and Procurement policies.
- UW Operations protects the interest of the University in that any contractor/consultant performing work on behalf of UW has an appropriate contract in place that includes liability insurance, workers compensation, unemployment insurance and bonding, as required by statute.
- UW Operations also performs hazardous materials testing to ensure the safety of building occupants.

Tax Review

- [UW Employee/Independent Contractor Determination Checklist](#)
- Payment to a foreign person or entity – Foreign Source Income Statement

Pre-Award's Review -WyoCloud

- Dates
- Budget
- Ensure compliance with prime sponsors T&Cs and institutional policy
- Subrecipient vs. Vendor determination in accordance with 2 CFR 200

Pre-Award's Review – Other Agreements

- Provide expertise and assistance on leading the negotiation of external sponsored projects and research related agreements.
- **Types of Agreements reviewed:**
 - Grants (and subawards) – incoming and outgoing
 - Contracts (and subcontracts)
 - Cooperative Agreements
 - MOUs
 - Collaboration & Teaming Agreements
 - Research/Ancillary Service Agreements & related Equipment Loan or Purchase Agreements
 - Master or Umbrella Agreements
 - Clinical Trial Agreements
 - Amendments (Modifications)

Pre-Award's Review – Other Agreements

- **Types of Entities we work with:**
 - Federal
 - State
 - Non-Profit
 - Institutions of Higher Education
 - Industry/ Private Sector
 - International Entities

Pre-Award's Review – Other Agreements

- **Primary Focus:**
 - Protect the interest of UW while considering the risk or impact of the proposed terms on the researcher, students, University, and sub-recipient(s).
- **Process:**
 - Review and negotiate the terms and conditions of agreements to ensure compliance with applicable UW policies and applicable local, state and federal regulations
 - Review and address any exceptions included in the RFP at the time of proposal preparation.
 - When necessary, engage the Office of General Counsel, Wyoming Technology Transfer and Research Products Center, and Risk Management.
 - Track Agreements through to full execution.

Pre-Award's Review – Other Agreements

- **Problematic Clauses**
 - Indemnification Language
 - Governing Law
 - Termination
 - Sovereign Immunity
 - Insurance
 - Arbitration
 - Intellectual Property
 - Publication

Risk Management Review/Considerations

Vendor Providing Goods/Services to UW

- Standard Insurance Requirements
- Specialty Insurance Based on Type of Work
 - Technology/Cyber
 - Professional – licensed individuals – architects, engineers, physicians or medical providers, attorneys, etc.
 - Aviation
 - Cargo
 - International
 - Property
 - Environmental
- Other Risks
 - Disputes

UW as the Vendor

- Insurance Limits
- Worker's Compensation in other states
- Medical
- Cyber
- Environmental
- International
 - Liability
 - Employment
 - Privacy
- Waiver of Subrogation
- Other Risks
 - Joint Liability
 - Warranty
 - Scope

Signature process

- UW Regulation 7-2 Signature Authority
- DocuSign- will not obtain supplier's signature unless asked to do so. Will need name and email address for the person signing.
- Supplier's signatures can be scanned copy of wet signature or digital signature that has been approved by the University's Vice President for Information Technology. Examples include, DocuSign, AdobeSign and SignNow. Questions regarding a specific digital signature may be directed to the Office of Information Technology.

Questions?

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