

**The State of Oregon acting by and through the Board of Higher Education
on behalf of Portland State University**

Exception to Subcontract Agreement Terms and Conditions

Date: April 9, 2009

To: Research Partnership to Secure Energy for America
(Sponsor)

Re: Sample Subcontract Agreement for Educational Institutions
(Identify Document Issued by Sponsor)

Portland State University (University) has received the above referenced document which includes or references Sponsor's terms and conditions. University is an institution of the State of Oregon's University System and is subject to Oregon laws and administrative rules which control the terms the University may accept. Those laws and rules control certain terms relating to, but not limited to, **Attorney's Fees, Controlling Law and Venue** (Oregon Administrative Rules Chapter 137, Division 45); **Conflict of Interest** (ORS 351.067); **Intellectual Property Rights** (ORS 351 and Oregon Administrative Rules Chapter 580, Division 43); **Public Records Law** (ORS 192.410 to 192.505); **Indemnification** (ORS 30.260 to 30.300); and **Insurance** (ORS 278, ORS 30.270 and ORS 656.017). University's indirect cost rate is predetermined.

Additionally, if federal or state matching funds are involved, the research or project may be subject to agreement(s) between the University and the funding governmental agency. Finally, if the University has previously received or is currently receiving other private funding for similar research or projects, the rights to and ownership of the research or project University is conducting for Sponsor may be limited by University's agreement(s) such other private funding entities.

Therefore, to the extent that the terms and conditions in the above referenced document:

- (1) conflict with statutory or regulatory requirements governing University;
- (2) conflict with applicable agreements between the University and governmental agencies; or
- (3) are subject to limitations imposed by agreements with other private entities,

such terms and conditions cannot be accepted by the University and cannot apply to the research being performed by the University. If the University is awarded funding by Sponsor, the University will provide Sponsor with a marked copy of the Subcontract Agreement which will include the changes required by the University.

Sent Via Email, to Nicole Braman
(Email, fax or other)
On: 4/09/09
(Date)
By: Martha Kierstead