



## Appendix H – Draft Contract Terms and Conditions

INDOT's Standard Contract Terms and Conditions for Consultant Contracts are available for review at: [INDOT: Doing Business with INDOT: Proposals & Contracts](#).

When contracting with INDOT, most contracting terms will be non-negotiable. State and federal law requires that certain provisions be in INDOT contract provisions; revisions to these specific contract terms will not be allowed. In addition, to receive financial assistance from this program, participants will be required to contractually assume certain risks and agree to certain requirements.

If an applicant wants to seek revisions to specific proposed contract language due to their not being able to perform specific proposed contract terms, then the applicant should contact INDOT explaining which terms they seek to revise and their proposed revisions. Applicants should not assume any requests will be approved.

Topics of various contract clauses include:

1. Approved Costs of Project
2. Term of Contract
3. Duties of Contractors and Project Requirements, including provisions related to:
  - a. Scope of Project
  - b. Specific federal compliance requirements, including:
    - i. NEVI Minimum Requirements in 23 CFR Part 680
    - ii. The Uniform Act
    - iii. Section 504 of the Rehabilitation Act of 1973, as amended (Section 504) (29 U.S.C. §794) and implementing regulations found in 28 CFR 35 and 49 CFR 27
    - iv. Title VI of the Civil Rights Act of 1964, as amended, 42 U.S.C. Section 2000d et seq., 49 CFR part 21, and all related regulations and directives.
    - v. Title II of the Americans with Disabilities Act as amended (ADA) of 1990 (42 U.S.C. §§12101 et seq.)
    - vi. Certification for Federal Aid Contracts Lobbying Activities<sup>1</sup>
  - c. Communication and Approval Requirements and Procedures
  - d. Project Timelines
  - e. Documentation Requirements
  - f. Inspection and Testing Requirements

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<sup>1</sup> <https://www.state.gov/key-topics-bureau-of-democracy-human-rights-and-labor/lobbying-disclosure-and-certification/>

- g. Host Site Requirements and Agreements
  - h. Bonding Requirements
  - i. Maintenance Requirements
- 4. Access to Records
- 5. Authorizations for Assignment of Contract & Applicability to Successors
- 6. Assignment of Antitrust Claims
- 7. Audit Requirements (including applicability of 2 CFR 200 (Uniform Administrative Requirements, Cost Principles, and Audit Requirements))
- 8. Authority to Bind Contractor
- 9. Changes in Work
- 10. Compliance with Laws Requirement, which includes:
  - a. Application of Applicable Law
  - b. Ethics & Conflicts of Interest Requirements
  - c. Arrearage of Payments to the State of Indiana
  - d. Required Affirmations
  - e. Telephone Solicitation Prohibitions
- 11. Conditions of Payment
- 12. Protection of Data, Data Sharing Requirements, and Cybersecurity Requirements
- 13. Debarment and Suspension
- 14. Default & Termination Provisions
- 15. Drug-Free Workplace Certification (applicable to any workers located within the State of Indiana)
- 16. Employment Eligibility Verification
- 17. Force Majeure provisions
- 18. Funding Cancellation –Required by Financial Management Circular 3.3 and IC § 5-22-175
- 19. Governing Law
- 20. Indemnification Provisions
- 21. Information Technology Enterprise Architecture Requirements
- 22. Insurance Provisions
- 23. Licensing Standards
- 24. Merger & Modification Requirements
- 25. Nondiscrimination Requirements (State and Federal Requirements)
- 26. Notice Requirements
- 27. Incorporation by Reference Clauses
- 28. Ownership of Documents and Materials
- 29. Payment Terms
- 30. Penalties/Interest/Attorney’s Fees
- 31. Progress Report Requirements
- 32. Prohibition Against Use of Certain Technologies from Certain Companies
- 33. Public Records Requirements
- 34. Work Standards

Various subcontractor agreements and/or host site agreements may need to be executed as a part of the contracting process, depending on the complexities of those involved with the projects.