

**HRSA Technical Assistance Resource:  
Health Center Mergers, Acquisitions and Other Organizational Changes and  
Related Successor-in-Interest Requests**

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## ***HRSA Technical Assistance Resource: Health Center Mergers, Acquisitions and Other Organizational Changes and Related Successor-in-Interest Requests***

### **Purpose**

This technical assistance resource (TAR) outlines information for organizations funded under the Health Resources and Services Administration's (HRSA) Health Center Program that are considering changes to their organizational structure as a result of a merger<sup>1</sup> (including acquisition or divestiture) or a legislative change (usually state or local). When these changes impact the HRSA Health Center Program award, the health center must submit a prior approval request to HRSA for recognition of a new Health Center Program award recipient, also referred to as the "Successor-in-Interest" (SII). This TAR describes information that health centers must provide in making such requests to HRSA. It also includes the review criteria and process HRSA will utilize in making decisions regarding these requests.

Decisions regarding changes to a health center's organizational or corporate status are the sole responsibility of the health center's governing board. In making these decisions, the board should carefully consider the impact of the changes on potential eligibility for continued Health Center Program funding.

This TAR provides clarifying information regarding U.S. Department of Health and Human Services (HHS) grants policy<sup>2</sup> in relation to the Health Center Program. As such, it does not represent new policy, legal advice, or requirements.

This TAR only addresses the impact of organizational changes on awards made under the Health Center Program. It does not address other issues relating to an organization's legal responsibilities, nor does it address the impact on other federal awards the organization may hold from HRSA or agencies outside of HRSA.

### **Overview - HRSA Recognition of a Successor-in-Interest (SII)**

A health center that plans a change in organizational status that would be accompanied by a change in its rights and responsibilities (generally, as the result of a merger, acquisition or legislatively mandated change) may request HRSA approval of a SII.<sup>3</sup>

Upon receipt of a formal request<sup>4</sup> of such a change from the current awardee, HRSA will review the information provided for completeness and to ensure the eligibility and suitability of the organization. HRSA will seek clarification or additional information from the current awardee regarding the proposed SII as it deems necessary.

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<sup>1</sup> A merger, for this purpose, is a legal action resulting in the unification of two or more legal entities. HHS [Grants Policy Statement, \(p. II-82\)](#).

<sup>2</sup> U.S. Department of Health and Human Services (HHS) [Grants Policy Statement \(GPS\)](#).

<sup>3</sup> Alternatively, a health center experiencing an organizational change may instead decide to relinquish its award (See 45 CFR 75.372 for further details regarding relinquishment also referred to as "voluntary termination" of awards) prior to the end of the project period or may choose to no longer compete for a subsequent project period without requesting recognition of a SII. In these instances, HRSA would typically announce a Service Area Competition to identify a new federal award recipient for the service area, for which any eligible organization may submit an application.

<sup>4</sup> This process is known as "Prior Approval" which is written consent or issuance of an award by the HHS Operating Division (OPDIV) in response to a written request from the recipient to incur a specific direct cost or take other action that requires such approval [45 CFR Part 75.308, Revision of budget and program plans].

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HRSA may recognize a SII if it is consistent with the interests of the Health Center Program to ensure continuation of the awarded activities and when the proposed SII meets requirements for recognition by HRSA. A SII is not effective until it is approved by HRSA.

If HRSA approves a SII, the rights to and obligations under a Health Center Program award will be acquired by the new entity **incidental to the transfer of all of the assets of the recipient or the transfer of that part of the assets involved in the performance of the award** prior to the end of the current awardee’s period of performance (project period).

Examples of the above-mentioned changes in health center organizational status include:

- A Health Center Program federal award recipient becomes the subsidiary of or is acquired by another organization;
- A Health Center Program federal award recipient merges with another organization to form an entirely new organization; or
- A state enacts a law that prohibits local health departments from providing direct patient care and establishes a new entity to fulfill that purpose.

When this change in award recipient involves the transfer of HHS awards, the procedures for recognizing a SII apply. Under HHS grant policy, a SII is a process whereby the rights to, and obligations of, the federal award are acquired **incidental to the transfer of all of the assets of the recipient or all the assets involved in the performance of the HHS award**. Indicators of a SII involve continuity of similar financial and administrative functions. These include but are not limited to:

- Substantial continuity of the same business operations;
- Use of the same plant/facility;
- Continuity of the work force;
- Similarity of jobs and working conditions; and
- Provision of similar products and services.

**HRSA Recognition of Name Changes**

When a Health Center Program federal award recipient organization undergoes a name change,<sup>1</sup> unaccompanied by a change in the rights and obligations of the organization as a federal award recipient, this would not support a request for recognition of a SII. Examples of such changes include a reorganization of a unit of city government that changes the name of the office that receives the Health Center Program federal award but does not change the Employer Identification Number (EIN) or a corporation that adopts a new corporate name, but continues to use the same EIN of the federal awardee.

In such situations, rather than a SII, the health center would submit a prior approval request via the HRSA Electronic Handbooks (EHBs), selecting “Other” for the type of prior approval submission, and indicating “Name Change” to obtain HRSA review and acknowledgement of these changes. In all cases, Health Center Program federal award recipients must maintain the approved scope of project. If a name change is accompanied by a change in the approved scope of project, these changes require additional approvals (e.g., a change in scope request for sites or services).

**Key Points for Health Centers Considering a Successor-in-Interest Request**

There are several areas a Health Center Program award recipient (“awardee”) should consider prior to initiating a request for a SII as a result of an organizational change. These include but are not limited to:

- ✓ Has the current awardee confirmed that the organizational change would result in the rights to, and obligations of, the Health Center Program award being acquired **incidental to the transfer of**

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- all of the assets of the recipient or all the assets involved in the performance of the award?**
- ✓ Has the current awardee discussed the possible SII request with HRSA well in advance of the effective date of the planned organizational change? Have both organizations considered the timing of this transaction and are the organizations prepared to submit a complete and responsive SII prior approval request for review by HRSA **at least six month) prior to the proposed effective date of the organizational change?**
  - ✓ Have the governing boards of both organizations agreed to the merger or acquisition, as well as the intention to apply for a SII?
  - ✓ Have both organizations fully assessed the financial consequences/impact of the potential SII? In particular, have the organizations assessed whether all assets and liabilities associated with the Health Center Program project will be assumed by the SII organization?
  - ✓ Is the current (relinquishing) awardee able to ensure that it will carry out its Health Center Program scope of project until the SII is approved by HRSA?
  - ✓ Is the proposed SII (acquiring/new) organization eligible for Health Center Program funding and compliant with Health Center Program requirements?
  - ✓ Is the proposed SII (acquiring/new) organization able to carry out the approved scope of project of the current awardee (e.g., provide services to the approved service area(s), target population(s), overall patient capacity, location of sites, availability of services, overall access)?
  - ✓ Have both organizations demonstrated their consideration and understanding of the other obligations, requirements, and impact of the proposed changes to the Health Center Program federal award (e.g., maintaining or increasing the number of patients served, Uniform Data System (UDS) and other reporting requirements, supplemental award requirements, and impacts on 340B Drug Pricing Program participation, National Health Service Corps (NHSC) providers, Federal Tort Claims Act (FTCA) coverage)?<sup>5</sup>
  - ✓ Have legal counsel for both organizations reviewed the acquisition/merger and prepared relevant documents to address key considerations (e.g., Federal Interest, impact on any other HRSA federal awards)?

### **Requirements for Requesting HRSA Prior Approval**

HHS grants policy requires that Health Center Program award recipients submit a written prior approval request<sup>6</sup> to HRSA for any change in organizational status for which the award recipient is seeking HRSA recognition of another awardee or new organization as a SII.

**Prior to submission of any formal requests for such changes, Health Center Program awardees are encouraged to contact both their designated Project Officer and Grants Management Specialist to discuss the process and details of the potential change.**

The current Health Center Program awardee must submit a complete request for a SII via the Prior Approval module in the EHBs. HRSA will review all prior approval SII requests to ensure the eligibility and suitability (see Appendix A for details) of the SII organization and will notify the current awardee of the outcomes (approval or disapproval) of this review.

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<sup>5</sup> For additional information on the impact of relinquishing the Health Center Program federal award on FTCA coverage, please review the Health Center FTCA Policy Manual available at: <https://bphc.hrsa.gov/sites/default/files/bphc/ftca/pdf/ftcahcpolicymanualpdf.pdf>.

<sup>6</sup> See "Prior Approval Requirements" section of the [HHS GPS \(pg. II-49\)](#).

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Notification or requests for a change in award recipient through recognition of a SII that are submitted to HRSA via email or requested via phone, rather than in the EHBs, will not be considered. If HRSA approves the prior approval request and recognizes the new organization as the SII, HRSA will transfer the Health Center Program federal award, including all associated rights and obligations, to the new organization.

### **Process for Requesting Recognition by HRSA of a Successor-in-Interest**

1. **Pre-submission consultation.** The current Health Center Program awardee should contact both the designated Project Officer and Grants Management Specialist to discuss the process and details of any potential organizational changes **at least six months prior to the proposed effective date of the organizational change to ensure adequate time for review by HRSA** of the formal prior approval request for recognition of the SII.
2. **Request for HRSA approval of a SII.** The current awardee must submit a formal written request for approval of the transfer of the federal award to the proposed SII organization, in the form and manner described in **Appendix A** and consistent with any additional policy guidance from HRSA. The request must, among other things, indicate the current awardee's unconditional relinquishment of the Health Center Program federal award and agreement to complete certain required award closeout actions.
3. **SII Criteria.** The proposed SII organization must provide documentation showing that it meets HRSA's criteria for recognition as a SII under the Health Center Program. Specifically that it:
  - Is **eligible** to receive the federal award (i.e., the organization is a private non-profit entity or public agency);
  - Will acquire all of the assets of the current awardee or all the assets involved in the performance of the Health Center Program award; and
  - Will carry out the full scope of project as approved by HRSA under the previous federal award, inclusive of the approved service sites, services, providers, service area(s), and target population(s).
4. **HRSA review and approval of SII.** If the organization is eligible to be recognized as the SII, HRSA will then assess whether the proposed documentation meets HRSA's criteria for recognition of a SII. **See Appendix A for details on HRSA's review criteria.**
5. **Transfer of Award to SII.** If HRSA approves the prior approval request, the Health Center Program federal award will be transferred to the SII. If the SII is a new organization, not previously funded under the Health Center Program, HRSA will determine the length of the project period. If the SII is a current Health Center Program award recipient, the project period will align with the most recently approved project period for the federal award recipient that has been recognized as the SII.
6. **Documentation.** HRSA will retain all documentation regarding this approval process in the grant file in the EHBs.

## **Appendix A: Documentation for SII Prior Approval Requests**

HHS requires that Health Center Program award recipients undergoing an organizational change submit a prior approval request to HRSA for recognition of a SII. This Appendix describes the information that is required to be submitted as part of such requests.

**Prior to submission of any formal requests for such changes, Health Center Program awardees are encouraged to contact both their designated Project Officer and Grants Management Specialist to discuss the process and details of the potential change.**

**Funding will not be awarded to the proposed transferee/SII organization until all reviews and approvals have been completed by HRSA.**

The current Health Center Program award recipient and the proposed SII must submit the following items as part of a complete prior approval request in the EHBs.

### **Current Recipient/Transferor Organization**

- 1) **Statement of Relinquishment signed by the Authorizing Official for the award.** This statement must include the following:
  - Health Center Program (H80) Award Number.
  - The name and address of the federal award recipient.
  - Name of the current Chief Executive Officer (CEO)/Executive Director (ED)/Project Director (PD) (i.e., the Authorizing Official in the EHBs or identified on the most recent Notice of Award).
  - Confirmation that the rights to, and obligations of, the Health Center Program award are proposed to be acquired by the transferee organization incidental to the transfer of all of the assets of the current award recipient or all the assets involved in the performance of the Health Center Program award.
  - The effective date of the requested relinquishment (which must be a date PRIOR to the current project period end date).
  - Acknowledgement of the federal award recipient's intent to end its Health Center Program project and related Health Center Program (H80) federal award support, and to relinquish all claims to any unobligated funds remaining in the federal award, all claims to any future support of the project, and all federal benefits associated with receipt of Health Center Program award funds.
  - A list of any other non-Health Center Program (H80) federal awards (from HRSA or other HHS agencies) for which the organization is the federal award recipient that would also transfer to the proposed SII.
  - Any information related to Federal Interests created through HRSA awards, including Federal Interests arising from capital awards.
    - SF-429 Real Property Status Report.
    - A list of all items of non-expendable personal property (equipment) costing \$5,000 or more purchased in whole or in part with Health Center Program (H80) federal awards and all other federal awards to be transferred as applicable (e.g., capital awards, awards from other HRSA Bureaus/Offices).
    - SF-428 Tangible Personal Property Report.
  - A list of any amounts to be refunded to HHS/HRSA due to disallowed costs identified by

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- HRSA, as well as questioned costs identified by an audit or other review.
  - The anticipated unexpended balance as of the relinquishment date under the Health Center Program (H80) federal award, signed by the federal award recipient's Chief Financial Officer and CEO/ED/PD.
  - Other documentation as needed by HRSA to confirm the details of the planned organizational change.
- 2) **Governing Board Approval.** A written statement or board meeting minutes signed by the chair of the Health Center Program award recipient's governing board, documenting discussion and approval to relinquish the Health Center Program (H80) federal award and to seek approval for the transfer to the proposed SII of all of the organization's assets and liabilities (or all of the assets and liabilities involved in the performance of the Health Center Program award), along with any other pertinent supporting documentation. **Note:** In cases where the federal award recipient is a public entity/agency with a co-applicant governing board, the co-applicant governing board of the health center may also submit documentation related to the relinquishment. However, as the federal award recipient of record is the public entity/agency, HRSA's final decision regarding the relinquishment and any SII recognition will be based on the request of the public entity/agency.
- 3) **Completed Federal Financial Report (FFR).** The FFR must show total expenditures and obligations from the start of the current budget period through the budget period/ period end date proposed by the current federal award recipient.

### **Proposed SII/Transferee Organization**

The organization requesting to become the SII for the Health Center Program federal award (transferee/SII organization) must submit all documentation listed below. If the transferee/SII organization is a current Health Center Program award recipient, it must submit all of the following items via a prior approval request in the EHBs. If the transferee/SII is not a current Health Center Program awardee, it must submit all documentation below via an email or letter to the HRSA Project Officer and Grants Management Specialist of the current awardee. The request (via the EHBs, email, or letter) must include all of the following documentation:

- 1) **Draft Successor-in-Interest Agreement/Statement.** The draft SII agreement/statement from both organizations must stipulate that the transfer will be completed in accordance with applicable law(s) and that the agreement has been approved by the governing boards of both organizations (i.e., the board of the current Health Center Program federal award recipient and the board of the proposed transferee/SII organization). *See suggested template in [Appendix B](#), which may be adapted by awardees for this action.*
- 2) **Eligibility.** *Only applicable if the potential SII organization/transferee is a newly-created entity (e.g., the merger of two awardees into a newly formed entity) or is not a current Health Center Program federal award recipient.* Documentation of the organization's [eligibility](#) to receive the Health Center Program award (i.e., status as a public or non-profit private entity).
- 3) **Health Center Program Requirements.** Documentation that the proposed SII organization is currently in compliance with all [Health Center Program requirements](#).
  - a. If the transferee/SII organization is a current Health Center Program federal award recipient, HRSA will review its current compliance status based on the approved Service Area



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- Competition application, outstanding conditions of award, and/or the most recent [Operational Site Visit](#). If the federal award transfer is approved, HRSA may also conduct additional site visits to confirm the operational status of sites/services for the newly acquired service area(s).
- b. If the transferee/SII organization is not a current Health Center Program federal award recipient, the organization may be required to submit additional information to demonstrate compliance with Health Center Program requirements and HRSA may verify compliance through an [Operational Site Visit](#).
- 4) **Biographical Sketches.** Biographical sketches for the CEO/ED/PD (if not already on file for existing federal award recipients) and/or biographical sketches for any proposed new CEO/PD.
  - 5) **Scope of Project Assurance and Documentation.**
    - a. A statement assuring that the proposed transferee/SII organization will:
      - o Carry out the approved scope of project of the relinquishing award recipient consistent with its approved Service Area Competition application, including a description of the facilities, staffing, and other resources available to carry out the project;
      - o Patient targets. If the transferee/SII organization is a Health Center Program awardee, the patient target of the relinquishing awardee will be added to the patient target of the transferee/SII organization;
      - o Complete all reporting requirements including but not limited to annual UDS and periodic supplemental award reporting; and
      - o Assess any impact on 340B Drug Pricing Program participation, NHSC staff, FTCA coverage, and reimbursement as a Federally Qualified Health Center (FQHC) under Medicare, Medicaid, and Children’s Health Insurance Program (CHIP).
    - b. Completed [Form 5A Services Provided and Form 5B Service Sites](#).
  - 6) **Letter of Intent to Accept.** The proposed transferee/SII organization’s letter of intent to accept the continuation of the federal award to carry out the scope of work being transferred, including accepting the funding level provided by HRSA (based on the completed FFR).
  - 7) **SF 424 Cover Page.** A completed [Application for Federal Assistance \(SF-424\)](#), which must include the transferee/SII organization’s Entity Identification Number (EIN) and Data Universal Numbering System (DUNS) number.
  - 8) **Budget.** A completed [Budget Information for Non-Construction Programs \(SF-424A\)](#) and a Line Item Budget Justification.
  - 9) **Equipment.** If applicable, a detailed list of any equipment purchased with funds from the Health Center Program federal award and all other federal awards, if applicable, that will be transferred to the proposed transferee/SII organization. (Note that inclusion of this list indicates acceptance of title to the equipment.) - Correlates with *SF-428 Tangible Personal Property Report*.
  - 10) **Property.** If applicable, a detailed list of any property purchased or renovated with HRSA funds that will be transferred to the transferee/SII organization - Correlates with *SF-429 Real Property Status Report*.



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- 11) **Project-Specific Assurances.** Any Health Center Program required project-specific assurances, verifications, or lobbying forms (if not already on file for existing Health Center Program federal award recipients).
- 12) **Contact Information.** A contact list for the Project Director, Business Official, and Authorizing Official, including their prefix, name, physical address, e-mail address, and phone number.
- 13) **Record Modification Request.** A request that HRSA modify its records to reflect the transferee/SII organization as the Health Center Program federal award recipient for this award.

**BOTH Current Health Center Program Federal Award Recipient (Transferor) AND Potential SII organization/Transferee.**

The following documents must be received before HRSA can consider whether it will accept the current award recipient/transferor's relinquishment and recognize the proposed SII:

- 1) **Legal Opinion or Attestation.** An opinion or attestation by legal counsel(s) for the transferor and the transferee/SII organization that the transfer was properly completed in accordance with applicable law and the effective date of the transfer.
- 2) **Articles of Incorporation.** A properly authenticated copy of the certificate and articles of incorporation of the transferee/SII organization if such corporation was formed to receive the assets involved in the performance of the Health Center Program federal award.
- 3) **Asset Transfer Instrument.** A properly authenticated copy of the instrument that transfers the assets such as a bill of sale, certificate of merger, or decree of court.
- 4) **SII Agreement.** An original copy of the final, signed, and notarized Successor-in-Interest Agreement/Statement for HRSA signature that stipulates that the transfer will be properly completed in accordance with applicable law and that the agreement has been approved by the governing boards of both organizations (current Health Center Program federal award recipient/transferor and proposed transferee/SII organization).

*For additional information on submission requirements, please review the detailed list of key action steps and documents in the sections below and also see: "Changes in Organizational Status," (pg II-82) at <http://www.hrsa.gov/grants/hhsgrantspolicy.pdf>.*

**HRSA**

HRSA will provide guidance throughout the process. HRSA will review the documents and information provided for completeness and to ensure the eligibility and suitability of the transferee/SII organization. HRSA will specifically review the documents submitted from both organizations to assess and determine:

- 1) The proposed transferee/SII organization's eligibility, plan for substantial continuity of the same Health Center Program project operations, and compliance status, including a review of the transferee/SII organization by HRSA's Division of Financial Integrity (DFI).
- 2) The transfer, on its face and as supported by the opinion or attestation by counsel for the transferor and transferee/SII organization, was completed in accordance with applicable law(s).
- 3) Any conditions, terms, and reporting requirements that may need to be applied to the transferee/SII organization's Health Center Program award.
- 4) If any property issues/Federal Interest exists and appropriate next steps regarding any Federal Interest with the transferee/SII organization.

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- 5) If applicable, how all liabilities associated with the Health Center Program project have been properly liquidated or will be assumed by the transferee/SII organization.
- 6) If any outstanding unallowable costs from the Health Center Program recipient/transferor relinquishing the award will need to be addressed by the transferee/SII awardee.
- 7) Whether HRSA will perform an Operational Site Visit in connection with the prior approval request for transfer/SII (which may occur prior to or immediately after approval of the transfer/SII, depending on the circumstances).
- 8) The timing of the de-obligation of funds from the current Health Center Program federal award recipient/transferor and the award of funds to the transferee/SII organization.
- 9) The alignment of future Service Area Competitions with the transferee/SII organization's project period end date, as appropriate.
- 10) Whether the proposed transferee/SII organization is listed as an excluded party in the System for Award Management (at SAM.gov) or has any issue of past performance or ethics listed in the Federal Awardee Performance and Integrity Information System (FAPIS).

**NOTE:** HRSA may also request and review any new or amended documents in order to complete the review of the request for transfer of the federal award to a proposed SII organization.

**Appendix B: Successor-in-Interest Agreement Suggested Template**

THIS AGREEMENT, entered into as of the \_\_\_\_ day of \_\_\_\_\_, 20\_\_, by and between the \_\_\_\_\_, a corporation duly organized and existing under the laws of the State of \_\_\_\_\_, with its principal office in \_\_\_\_\_, (hereafter referred to as the “Transferor”); the \_\_\_\_\_, a corporation duly organized and existing under the laws of the State of \_\_\_\_\_, with its principal office in \_\_\_\_\_, (hereafter referred to as the “Transferee”); and the Health Resources and Services Administration (HRSA) and appropriate modifications to this agreement in the following paragraphs).

WITNESSETH THAT

WHEREAS, the Health Resources and Services Administration (HRSA) represented by its Grants Management Officer, has made certain grants to the Transferor, as set forth in the attached list marked “Exhibit A” to this Agreement and incorporated herein by reference; and the term “grants” as hereinafter used means the above-referenced grant(s) and/or cooperative agreement(s), including modifications thereto, heretofore made between the HRSA, represented by its Grants Management Officer(s) and the Transferor (whether or not performance and payment have been completed and releases executed, if the HRSA or the Transferor has any remaining rights, duties, or obligations thereunder), and including modifications thereto hereafter made between the HRSA and the Transferee; WHEREAS, effective \_\_\_\_\_, 20\_\_, the Transferor assigned, conveyed, and transferred to the Transferee certain assets (Exhibit A) now in the possession of the Transferor funded in whole or in part with federal funds;

WHEREAS, by virtue of said agreement, conveyance, and transfer, the Transferee will assume all the duties, obligations, and liabilities of the Transferor under the listed grants;

WHEREAS, the Transferee is in a position to fully perform said grants, and such duties and obligations as may exist under said grants;

WHEREAS, it is consistent with the HRSA interest to recognize the Transferee as the successor party to the grants; and

WHEREAS, there has been filed with HRSA the evidence of the said assignment, conveyance, or transfer;

NOW, THEREFORE, in consideration of the premises, the parties hereto agree as follows:

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1. The Transferor does hereby release and discharge the HRSA from, and does hereby waive, all claims, demands, and rights against those organizations which it now has or may hereafter have in connection with said grants, except any allowable costs incurred in the performance of said grants prior to the transfer of said grants to \_\_\_\_\_  
on \_\_\_\_\_, 20\_\_\_\_.
2. The Transferee hereby assumes responsibility for, be bound by, and agrees to comply with the terms and conditions of said grants and governing policies and regulations of HRSA and the Department of Health and Human Services.
3. The Transferee agrees to accept reimbursement for indirect costs, upon the basis of, and subject to rates negotiated with the Department of Health and Human Services or other cognizant federal agency, as applicable.
4. The Transferee agrees to ratify and confirm all actions heretofore taken by the Transferor with respect to continuation grants on and after \_\_\_\_\_, 20\_\_\_\_, with the same force and effect as if the action had been taken by the Transferee.
5. The HRSA acting on behalf of the Department of Health and Human Services hereby recognize(s) the Transferee as the Transferor’s successor-in-interest in and to said grants. The Transferee hereby becomes entitled to all the interest of the Transferor in and to said grants in all respects as if the Transferee were the original party to said grants. The terms “grantee” as used in said grants shall be deemed to refer to the Transferee rather than the Transferor.

IN WITNESS WHEREOF, each of the parties hereto has executed this Agreement as of the date and year first above written.

Health Resources and Services Administration

By: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

[TRANSFEROR]

By: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

[TRANSFEREE]

By: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

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CERTIFICATE

I, \_\_\_\_\_, certify that I am the \_\_\_\_\_ of the (Transferor), named above; that \_\_\_\_\_, who signed this Agreement on behalf of said corporation, was then \_\_\_\_\_ of said corporation; and that the Agreement was duly signed for and in behalf of said corporation by authority of its governing body and is within the scope of its corporate powers.

Witness my hand and seal of said corporation this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

By: \_\_\_\_\_

CERTIFICATE

I, \_\_\_\_\_, certify that I am the \_\_\_\_\_ of the (Transferee), named above; that \_\_\_\_\_, who signed this Agreement on behalf of said corporation, was then \_\_\_\_\_ of said corporation; and that this Agreement was duly signed for and in behalf of said corporation by authority of its governing body and is within the scope of its corporate powers.

Witness by hand and seal of said corporation this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

By: \_\_\_\_\_