

Request for Proposal Professional Auditing Services RFP# 2023-002

> RFP Issue Date: March 15, 2023 RFP Closing Date : Apr 30, 2023

# BACKGROUND

This Request for Proposals (RFP) is issued by the Regent Park Community Health Centre (Regent Park CHC) for the purpose of selecting an Audit Firm to provide Financial Audit Services.

Regent Park CHC was established in 1973 as a non-profit, community-based organization dedicated to improving the health of Regent Park area residents and community. We provide integrated high quality primary health care services, including health promotion services and community capacity building. Our priority is to reduce the health inequities experienced by low-income, immigrant, refugee, non-status, marginally-housed, and homeless populations.

Our belief at the Regent Park CHC is that good health is an essential resource for life and that access to health services, education, housing, employment, and other social determinants of health– impact on our health. Health is much more than not being sick; it is about being able to make choices that help make your life better. It is about having a voice in your community, listening to needs, helping others through action, and being able to hope. For additional Information on Regent Park CHC background and annual reports, please refer to our website at www.regentparkchc.org. Our 2021/22 audited financial statements are attached as Appendix C.

#### **1. RFP TERMS AND PROCEDURES**

#### 1.1. RFP Lead

All communications with the Purchasing Organization regarding any aspect of this RFP must be directed via email to:

Paulos Gebreyesus Executive Director PaulosG@regentparkchc.org Ahmad Faisal Qaderi Director of Finance and Operations <u>AhmadQ@regentparkchc.org</u>

Respondents that fail to comply with the requirement to direct all communications to, and rely on information only from, the RFP Lead shall be disqualified from the RFP process. Without limiting the generality of this provision, Respondents shall not communicate with or attempt to communicate with the following individuals with respect to the RFP:

- (a) any employee, volunteer or student or agent of the Purchasing Organization (other than the RFP Lead);
- (b) any member of the Evaluation Team, or any expert or advisor assisting the Evaluation Team;
- (c) any member of the potential Purchasers' governing Board of Directors; or

If a Respondent has questions or concerns about which individuals it is permitted to discuss the RFP with and which it is not, the Respondent shall contact the RFP Lead for direction and/or clarification. The RFP Lead may, with notice to a Respondent, engage a member of their team to respond to some or all inquiries as her delegate.

#### **1.2. Proposal Time Limit**

Each bidding firm shall commit that the proposal is valid and accurate for 90 days from the closing date **April 30, 2023**.

# **1.3. Selection Process**

Regent Park CHC will review all applications and reserves the right to accept or reject any proposals. The award will be based on a review of the proposals against all evaluation criteria. Each firm will be provided with fair access to information, as requested by e-mail or in writing (see RFP Tentative Schedule). Additional written materials, to ascertain the qualification of Respondents may be requested.

# 1.4. RFP Tentative Schedule

The following is a summary of key dates in the RFP process.

Event	Date
RFP Issue Date:	March 15, 2023
Bidder's questions deadline:	April 7, 2023
(Questions to be submitted in writing)	
Response to questions	April 14, 2023
Deadline for proposals:	April 30, 2023
Interviews for shortlisted Respondents:	May 2023
Final recommendation from the Regent Park CHC Finance Committee to the Board of Directors for approval.	Jun 27, 2023
Anticipated Appointment of Auditors	September 12, 2023 at the Annual General Meeting (AGM)

The Purchasing Organization may change any of the above dates and times, including the RFP Submission Deadline, at its sole discretion and without liability, cost, or penalty. In the event a change is made to any of the above dates, the Purchasing Organization will re-post any such change on the Regent Park CHC website.

In the event of any change in the RFP Submission Deadline, the Respondents shall thereafter be subject to the extended RFP Submission Deadline.

All shortlisted Respondents will be notified of the status of their application by **Jun 30, 2023**.

# **1.5. Distribution of the Invitation for Proposals**

This invitation has been released by notice to potential Respondents identified by Regent Park CHC

# 1.6. Regent Park CHC is not committed to Applicant's Expenses

The application process will not necessarily result in a commitment to sign a contract with the Respondent. Regent Park CHC shall not be liable for any expenses incurred by any Respondent, including the expenses associated with the cost of preparing the Application.

# 1.7. External Factors

Regent Park CHC reserves the right to withdraw this RFP or terminate the resulting contract within the terms of the contract without penalty. Regent Park CHC receives funding from various sources and therefore all contracted services are subject to budget constraints.

#### 1.8. Proposal submission

Proposals shall be delivered to the RFP Lead via email as referred in Section 1.1.

Proposals received after the RFP Submission Deadline shall not be considered and shall be discarded without being opened. Respondents can submit their proposal in hard copy via courier or other delivery methods if they make prior arrangements via email with the RFP Lead.

In order to be fair to all Respondents, late submissions and phone calls or e-mails to discuss the applications status will not be accepted. Only shortlisted Respondents (individuals/organizations) will be contacted.

#### 1.9. Receipt

Every Proposal received will be treated based on the date/time of the email that is received in the RFP lead's email account and date/time stamped at the location as pre-arranged in Section 1.8 and a receipt will be provided upon request. Under no circumstances will the Purchasing Organization be held responsible for late Proposals.

#### 2. SERVICES

This RFP is issued for the purpose of obtaining proposals for the provision of Audit Services.

#### 2.1. Scope of Audit

This proposal must address all of the following audit items:

- Audit of the Annual Financial Statements;
- Preparation of Audit Reports and other reports such Annual Reconciliation

Report (ARRs)

- Conduct of the examination in accordance with the Canadian Auditing Standards and in compliance with the Canadian Accounting Standards for Not-for-Profit Organizations;
- Presentation of the audit findings to the Regent Park CHC Board of Director's Finance Committee and the Regent Park CHC Board of Directors in person in June;
- Recommendations based on audit findings and/or issuance of a Management letter;

#### 2.2. Consultation from time to time

The Auditors are to serve as a resource and be available for consultation on accounting and related issues throughout the fiscal year.

#### 2.3. Audit Timing

The fiscal year-end at Regent Park CHC is March 31st. The field work typically takes place in April/ May and June. Draft financial statements are usually presented to the Finance Committee in early to mid-June. The finalized audited statement /special audit reports must be provided in June.

# **3. GENERAL REQUIREMENTS AND PRICING**

The requirements set out below will be scored and failure by a Respondent to meet any requirement will affect the Respondent's evaluation and final score. Respondent should provide its responses to the General Requirements as directed.

#### 3.1. Proposal Format

#### 3.1.1. General

The Respondent's Proposal should be comprised of electronic copies of all required documents sent via email attachments. Respondents may send multiple emails in sequence denoting the number of emails in the subject line.

All Proposal submissions must be sent to:

Paulos Gebreyesus	Ahmad Faisal Qaderi
Executive Director	Director of Finance and Operations
PaulosG@regentparkchc.org	AhmadQ@regentparkchc.org

#### 3.1.2. Forms and Schedules

Proposals should be submitted in accordance with the instructions set out in this RFP and by completing the schedules in the attached Response Schedule. The Response Schedule should be completed without delineations, alterations, or erasures to the wording of the Response Schedule. In the event of a discrepancy between the original paper copy of a Proposal and any of the copies, the original shall prevail. Every Respondent should provide its responses to the requirements using the Response Schedule, including any Exhibits attached thereto or as otherwise directed. The Response Schedule is attached to this RFP.

#### 3.1.3. Technical Issues

In preparing its Proposal, the Respondent should adhere to the following:

- All pages should be numbered;
- The use of scanned copies of documents should be avoided, where possible (scanned copies tend to be of greater size than original electronic versions);
- Embedded hyperlinks to online literature about the Services are not permitted as needed, a PDF document containing such information may be incorporated within the Proposal;
- Each general requirement identified in section 3.4. should be completely addressed on a point-by-point basis;
- The Proposal format requirements described above;
- Responding to the requirements in the applicable schedule, or as may be directed in this RFP;
- The use of schedules provided, as appropriate, for completing the Proposal;

## 3.2. Executive Summary

The Respondent should submit an Executive Summary of its Proposal describing the main features, benefits, and any limitation or condition of its Proposal, in non-technical terms. Such executive summary shall include no reference to Pricing.

# 3.3. Mandatory Requirements

#### 3.3.1. Unfair Advantage and Conflict of Interest Statement

The Respondent shall complete the statement provided in the Response Schedule.

#### 3.3.2. References

The Respondent shall provide references from at least three (3) current comparable non-profit audit clients (ideally of a similar size and audit scope). The format is included in the Response Schedule.

#### 3.3.3. Additional Mandatory Requirements

Respondents must provide:

- An Overview of the firm describing the firm's experience in providing audit services to government funded not-for-profit and charitable organizations and any other ancillary services that you feel would be beneficial to Regent Park CHC;
- The size and organizational structure of the auditor's firm;
- Evidence of the firm's qualifications to provide Auditing Services

#### 3.4 General (Non-Mandatory) Requirements

Respondents will be scored on how well they complete the general requirements set out in this RFP. These are not Mandatory Requirements.

#### 3.4.1. Corporate Overview

Complete applicable components of Stage II of the Response Schedule.

#### 3.4.2. Organizational Profile

The Respondent should:

- Indicate how long they have been providing auditing services for non-profit charitable organizations and name current clients in the CHC sector
- State whether they are a Chartered Professional Accountant (CPA) member with a Public Accounting License (PAL), experienced and knowledgeable in the not-for-profit sector;
- State whether they have current knowledge with respect to legislation relevant to the operation of not-for-profit charitable organizations;
- Have experience in providing audit services for similar sized not-for- profits and charitable organizations using the restricted fund method of accounting
- State particular areas of expertise which may be of value beyond the normal engagement;
- State their understanding of the scope of the proposed professional services as evidenced by the proposal submitted, including a comprehensive understanding of issues that affect the proposed service;

- State whether there are any outstanding judgements against them and provide details;
- State whether there has ever been a claim made against them for breach of third-party confidentiality;
- Warrant that the firm does not currently have any outstanding liability claims that may impact the future health of the firm and that the firm maintains sufficient liability insurance relevant to a client of our size. The liability coverage must be included; and,

The Respondent must not have any personal or business interest that would present an actual, potential or apparent conflict-of-interest with the performance of the contract to be awarded.

# 3.4.3. The Audit Team The

Respondent should:

- Provide names of the partner, audit manager, and field staff who will be assigned to our audit and provide biographies including details of staff with CPA membership and PAL;
- Provide the firm's history regarding staff continuity at the partner and senior staff level and its experience with other clients similar to Regent Park CHC in this regard;
- State the background, education, qualifications and relevant experience of staff assigned to the engagement, and the professional standards of the firm.

# 3.4.4. The Audit Approach The

Respondent should:

- Describe the audit processes and techniques used by their firm;
- Indicate expectations of Regent Park CHC both before and during the audit;
- Propose a timeline for fieldwork and final reporting;
- Provide a proposed fee structure inclusive of any expenses or administrative fees for each of the **3 (three) years** of the proposal period (fiscal years 2024-2026), including any assurances that can be given regarding fees in future years, and the maximum fee that would be charged;
- Describe their billing rates and procedures for technical questions that may come up during the year, or whether these occasional services are covered in the proposed fee structure;
- Indicate any additional services that the firm can provide that might be beneficial to Regent Park CHC and the fee schedule that would apply;
- Complete credit references in the Response Schedule.

# 3.4.5. Legal Actions

The Respondent should disclose any pending or threatened legal actions against the Respondent or by the Respondent against any third party that may have an impact on the Service proposed.

# 3.4.6. Pricing Schedule

The Respondent shall complete the Pricing Exhibit in the Response Schedule.

# 3.5 Type of Agreement

Project Based Contract for Fiscal Year Ending March 31, 2024 with an option to extend annually for an additional **2 (two) years.** 

# 4. EVALUATION CRITERIA

#### 4.1. General

The evaluation of the Proposals will be conducted by the Regent Park CHC Finance Committee based on, but not limited to, the following criteria:

Description	Points	Weighting	
Stage I: Mandatory Requirem	Stage I: Mandatory Requirements		
Unfair Advantage and Conflict of Interest Statement Completed	P/F	N/A	
Reference Completed	P/F	N/A	
Additional Mandatory Requirements	P/F	N/A	
Stage II: General Requiremen	Stage II: General Requirements		
Corporate Overview and Financial Viability	P/F	N/A	
Organizational Profile including audit team and audit approach		30%	
Stage III: Shortlisted Respond	lents		
In-person Interview		20%	
Stage IV: References			
Validation of references will occur at this stage of the evaluation	P/F	N/A	
Stage V: Price	Stage V: Price		
Price		50%	

Please note that all scores on stage I and II of the above evaluation process will be used to shortlist Respondents.

There will be a minimum of 2 shortlisted Respondents invited to an interview. Proposals that do not meet the mandatory requirements listed above will be disqualified.

Respondents are expected to respond to all requirements of this RFP

#### 4.2. Stage I - Review of Mandatory Requirements (Pass/Fail)

Proposals that do not meet the mandatory requirements will be disqualified.

#### 4.3. Stage II- General Requirements (30%)

Respondents are to respond to the General Requirements of this RFP in the Response Schedule or as otherwise directed in that schedule.

# 4.4. Stage III - In person interviews (20%)

Shortlisted Respondents are expected to accommodate to the dates and times of the interviews.

# 4.5. Stage IV- Reference Verification (Pass/Fail)

The Purchasing Organization will verify as many references provided by the Respondent in The References as the Evaluation Team may deem appropriate. References will be assessed on a pass/fail basis as to their satisfaction with the Services delivered, and will serve to validate (or not, as the case may be) the evaluation conducted by the Evaluation Team.

#### 4.6. Stage V - Pricing (50%)

Pricing will be scored on a pricing formula established by the Evaluation Team on the basis of the information provided in the Price Exhibit set out in the Response Schedule.

#### 4.7. Discussions with Preferred Respondent

After identifying the Preferred Respondent, the Purchasing Organization will finalize the draft terms and conditions of the Agreement with the Preferred Respondent.

For certainty, the Purchasing Organization makes no commitment to the Preferred Respondent that the Agreement will be executed, until the Auditor is approved at the Annual General Meeting in September 2021. The Preferred Respondent acknowledges that the commencement of any discussions does not obligate the Purchaser to execute an Agreement.

#### 4.8. Successful Respondent

The successful Respondents will be required to:

- Provide the services for fiscal year ending March 31, 2024 with an option to extend annually for an additional 2 (two) years. Annual extensions will be determined through a vote at the Annual General Meeting;
- Provide invoices to Regent Park CHC on account of their services;
- Provide Regent Park CHC with an HST number for their business.

# Appendix A Regent Park Community Health Centre Background

The Regent Park Community Health Centre (the Community Health Centre) is a community-based organization that provides a wide range of services and initiatives including primary health care, health promotion, service integration and community capacity building. Its services and programs are designed to respond to the unique needs of the communities it works with and the barriers to health and access to services that impact them. Those barriers may be economic, social, cultural, linguistic or related to mental health or substance use. Its work includes both ameliorating the negative health impacts of social inequities and promoting policy and system change to improve health and wellbeing. Regent Park Community Health Centre is incorporated in Ontario as a nonprofit organization. Regent Park, in the downtown east of Toronto, was the oldest and largest public housing development in Canada and is in the midst of a multi-year redevelopment. Through this process the community is transitioning from a primarily low-income, racialized, and very culturally diverse community that was spatially isolated from the rest of Toronto to one that is more mixed income and more spatially integrated.

The Community Health Centre receives funding from a variety of sources primarily from Ontario Health Toronto Region (OH-Toronto) for the core operations of the health center and the Ministry of Health for the Consumption and Treatment Services. Any excess of receipts over expenditures from the Ministry of Health and OH-Toronto funding in the year are recoverable.

The Community Health Centre also delivers a range of programs focused on the Children, Youth and Families. The Pathways to Education program aims to provide community, advocacy, social,

financial, and academic supports to youth in the Regent Park area to enable them to successfully complete high school. The EarlyON program is a primary prevention program that promotes social, emotional, behavioral, physical and cognitive development of children from 0 to 6 years old and strengthens parents' and caregivers' capacity and the community around them.

Regent Park CHC is a publicly-funded, charitable organization which is governed by a Board of Directors. We are a member of the provincial Alliance for Healthier Communities.

# **Our Vision**

Equitable health outcomes and social justice for the communities we serve.

#### Our Mission

To provide comprehensive health and community services that remove barriers and improve lives.

#### Our Values

- Equity / Social Justice: We oppose discrimination and oppression everywhere, in all their forms.
- **Respect & Dignity:** We value, accept and include all individuals for who they are.
- Accessibility: We commit to responsive, culturally safe, and stigma-free services.
- Excellence & Innovation: We embrace effective practices and create novel solutions to improve services.
- **Accountability:** We are responsible for the resources entrusted to us. We commit to act ethically and with integrity.
- **Community Ownership:** We embed community engagement and decision making at all levels.

# APPENDIX B RESPONSE SCHEDULE FOR

# **RFP NO. 2023-002 FOR AUDITING SERVICES**

# ISSUE DATE: February 13, 2023

# CLOSING TIME: AT 5:00 P.M. EASTERN DAYLIGHT SAVING TIME (EDT) ON

# April 30, 2023

# Response Schedule

Please provide concise responses to the following questions in complete sentences where applicable. Any questions left blank in your company's response will be evaluated unfavourably. Please keep this in mind when completing your company's response.

Please note any or all parts of this response schedule will form the basis of the Scope of Work incorporated in the Services Agreement that will be signed with the awarded Respondent.

#### Please review all RFP materials before completing this schedule.

#### Stage I – Mandatory Requirements

Proposals that do not meet the mandatory requirements will be **<u>disqualified</u>**. A Proposal must include, or conform to, the following Mandatory Requirements:

#### **Unfair Advantage and Conflict of Interest Statement**

Unfair Advantage and Conflict of Interest Statement provided for in the Response Schedule, completed, by the Respondent in accordance with the instructions contained in that schedule.

#### References

The References in the Response Schedule, completed by the Respondent in accordance with the instructions contained in that schedule. **Additional Mandatory Requirements** 

Respondents must answer the additional mandatory requirements set out in Section 3.3.3 of the RFP and in the Response Schedule.

# Please note Respondents unable to comply with any of the Mandatory Requirements shall be eliminated from the process and will not be further considered.

#### **Unfair Advantage and Conflict of Interest Statement**

In the event that the boxes below are left blank, the Respondent shall be deemed to declare that (a) It has had no Unfair Advantage in preparing its Proposal and (b) there is no foreseeable actual or potential Conflict of Interest in performing the contractual obligations contemplated in the RFP.

If either or both of the statements below apply, check the appropriate box:

- □ The Respondent declares that there is an actual or potential Unfair Advantage relating to the preparation of its Proposal.
- □ The Respondent declares that there is an actual or potential Conflict of Interest in performing the contractual obligations contemplated in the RFP.

In the event the Respondent declares an actual or potential Unfair Advantage and/or an actual or potential Conflict of Interest (by marking either of the boxes above), the Respondent shall provide all relevant detailed information below.

The Respondent agrees to provide any additional information which may be requested by the Executive Director, in the form prescribed by the Executive Director. Where, in its sole discretion, the Purchasing Organization concludes that an Unfair Advantage and/or Conflict of Interest arises, it may, in addition to any other remedy available to it at law or in equity, disqualify the Respondent's Proposal or terminate any Agreement awarded to the Respondent under the RFP.

#### References

Subject to the requirements set out in this RFP, the Respondent shall state below its experience on work that is similar to that which is contemplated in this RFP. Regent Park CHC may, at its discretion, request any additional references in support of the RFP. The Respondent shall comply with any such request.

Reference 1	Respondent Response
Organization name	
Address	
Number of sites/facilities	
Contact Information	Contact Name
Identify appropriate contacts to discuss the	& Title
Services (e.g., Director of in this area)	
	Phone
	Email
Detailed description of the Services provided	
Start-up date of implementation	

Reference 2	Respondent Response
Organization name	
Address	
Number of sites/facilities	
Contact Information	Contact Name
Identify appropriate contacts to discuss the	& Title
Services (e.g., Director of in this area)	
, , ,	
	Phone
	Email

Detailed description of the Services provided	
Start-up date of implementation	

Reference 3	Respondent Response
Organization name	
Address	
Number of sites/facilities	
Contact Information	Contact Name
Identify appropriate contacts to discuss the	& Title
Services (e.g., Director of in this area)	
,	
	Phone
	Email
Detailed description of the Services	
provided	
Start-up date of implementation	

# Additional Mandatory Requirements

Please limit your answers to 250 words or less
An Overview of the firm describing the firm's experience in providing audit services to government funded not-for-profit and charitable organizations and any other ancillary services that you feel would be beneficial to Regent Park CHC.

Provide the size and organizational structure of the auditor's firm.

Provide evidence of the firm's qualifications to provide Auditing Services.

# Stage II – General Requirements

Completion of this document is required to establish whether a Respondent possesses the capacity, skill and reliability necessary for the proper execution of the Agreement.

Please provide concise responses to the following questions.

#### Firm Overview

Item	Respondent Response
Identification	
Firm head office location	
Other locations	
Indicate whether incorporated, partnership,	
sole proprietorship, consortium or other	
Date firm commenced/incorporated	
If incorporated, jurisdiction incorporated under	
CPA Jurisdiction firm is registered under	
Place(s) firm operates	
Firm Overview (In 300 words or less),	

Brief overview of the company background and its firm philosophy	
Brief description of the area and scope of services provided by your firm	
Type of clients	
Organizational Profile (In 300 words or less),	

Respondent should indicate how long they have been providing auditing services for nonprofit	
Respondent should state whether they are a Chartered Professional Accountant (CPA) member, Licensed Public Accountant (LPA), experienced and knowledgeable in the not-for- profit sector;	
Respondent should state whether they have current knowledge and experience with respect to legislation relevant to the operation of not- for-profit charitable organizations;	
The Respondent should state their experience in providing audit services for similar sized not- for-profits and charitable organizations	
Please list clients using the restricted fund method of accounting	
The Respondent should state particular areas of expertise which may be of value beyond the normal engagement;	
The Respondent should state their understanding of the scope of the proposed professional services as evidenced by the proposal submitted, including a comprehensive understanding of issues that affect the proposed service;	

Respondent should state whether there are any outstanding judgements against them and provide details;	
Respondent should state whether there has ever been a claim made against them for breach of third-party confidentiality;	
Respondent should warrant that the firm does not currently have any outstanding liability claims that may impact the future health of the firm and that the firm maintains sufficient liability insurance relevant to a client of our size. The liability coverage must be included;	
Respondent should state that it does not have any personal or business interest that would present an actual, potential or apparent conflict-of-interest with the performance of the contract to be awarded.	

The Audit Team (In 300 words or less),	
Respondent should provide names of the partner, audit manager, and field staff who will be assigned to our audit and provide biographies;	
Respondent should provide the firm's history regarding staff continuity at the partner and senior staff level;	
The Respondent should state the background, education, qualifications and relevant experience of staff assigned to the engagement;	
The Audit Approach (In 300 words or less),	
Respondent should describe the audit processes and techniques used by their firm;	

	1	
Respondent should indicate expectations of Regent Park CHC both before and during the		
audit;		
Respondent should propose a timeline for		
fieldwork and final reporting;		
Respondent should provide a proposed fee		
structure inclusive of any expenses or		
administrative fees for each of the 3 (three)		
years of the proposal period (2022/232024/25), including any assurances		
that can be given regarding fees in future		
years, and the maximum fee that would be		
charged;		
Deependent abould decaying their billing		
Respondent should describe their billing rates and procedures for technical questions		
that may come up during the year, or whether		
these occasional services are covered in the		
proposed fee structure;		
Respondent should indicate any additional		
services that the firm can provide that might be		
beneficial to Regent Park CHC and the fee		
schedule that would apply;		
Legal Actions (In 250 words or less),		
The Respondent should disclose any pending		
or threatened legal action against the		
Respondent, or by the Respondent against any third party, that may have an impact on		
the service proposed by the Respondent under		
this RFP.		

# Stage III

# Price Exhibit

The Respondent is to complete this Exhibit in accordance with the instructions contained in this RFP, provided that the following shall apply:

- (a) All prices shall be provided in Canadian funds and shall include all applicable customs duties, tariffs, overhead, profit, permits, licenses, labour, carriage insurance, and warranties. All prices shall be quoted exclusive of applicable taxes, taxes if applicable, should be stated separately;
- (b) All prices quoted, unless otherwise instructed in this RFP, shall remain firm for the period set out in the RFP;
- (c) Travel, meal and accommodation expenses shall not be paid, and should not be quoted;
- (d) In the event of any discrepancy in the pricing, the lowest unit price submitted shall prevail; and
- (e) The Respondent is deemed to confirm that it has prepared its proposed pricing with reference to all of the provisions of the Agreement and Form of Agreement.

#### 2. Payment Terms and Conditions

Standard payment terms for the Purchaser are net 45 days subject to the terms and conditions of the Agreement.