

**Battelle Memorial Institute**  
505 King Avenue, Columbus, Ohio 43201-2693

**OFFEROR REPRESENTATIONS AND CERTIFICATIONS - PROCUREMENTS OF NONCOMMERCIAL ITEMS/SERVICES  
PSP-025, FORM A**

**SIGNATURE / CERTIFICATION**

By signing below, the offeror certifies, under penalty of law, that the representations and certifications are accurate, current, and complete. The offeror further certifies that it will notify the Battelle Procurement Office of any changes to these representations and certifications. The representations and certifications made by the offeror, as contained herein, concern matters within the jurisdiction of an agency of the United States and the making of a false, fictitious, or fraudulent representation or certification may render the maker subject to prosecution under Title 18, United States Code, Section 1001.

\_\_\_\_\_  
Signature of Officer or Employee Responsible for the Offeror

\_\_\_\_\_  
Date of Execution

\_\_\_\_\_  
Name

\_\_\_\_\_  
Legal Name of Offeror's Organization

\_\_\_\_\_  
Title

\_\_\_\_\_  
Street Address

\_\_\_\_\_  
Contact Phone No.

\_\_\_\_\_  
City, State, and Postal Code

\_\_\_\_\_  
Fax No.

\_\_\_\_\_  
E-mail Address

**1. TYPE AND SIZE OF BUSINESS ORGANIZATION**

**IS OFFEROR: (CHECK ALL THAT APPLY)**

**LARGE BUSINESS**

**SMALL BUSINESS**

To identify the appropriate small business size standard, visit [https://eweb1.sba.gov/naics/dsp\\_naicssearch2.cfm](https://eweb1.sba.gov/naics/dsp_naicssearch2.cfm) and enter offeror primary NAICS Code to determine small business status according to U.S. SBA guidelines.

**SMALL DISADVANTAGED BUSINESS (SDB) \***

▪ A firm that is at least 51 percent owned and controlled by one or more socially and economically disadvantaged individual(s); or, in the case of any publicly-owned business, at least 51 percent of the stock of which is owned by one or more socially and economically disadvantaged individuals; and,

▪ Whose management and daily business operations are controlled by one or more such individuals. **A Small Disadvantaged Business must be certified by the Small Business Administration (SBA) and registered in Pro-Net ([www.pro-net.sba.gov](http://www.pro-net.sba.gov)).**

▪ **PLEASE CHECK THE CATEGORY IN WHICH OWNERSHIP FALLS:**

African-American

Hispanic-American

Native-American (American Indians, Eskimos, Alaskan-Native, Aleuts or Native Hawaiians)

Asian-Pacific American (persons with origins from Burma, Thailand, Malaysia, Indonesia, Singapore, Brunei, Japan, China, Taiwan, Laos, Cambodia (Kampuchea), Vietnam, Korea, The Philippines, US Trust Territory of the Pacific Islands (Republic of Palau), Republic of the Marshall Islands, Federated States of Micronesia, The Commonwealth of the Northern Mariana Islands, Guam, Samoa, Macao, Hong Kong, Fiji, Tonga, Kiribati, Tuvalu or Nauru.

Subcontinent Asian (Asian-Indian) American (persons with origins from India, Pakistan, Bangladesh, Sri Lanka, Bhutan, the Maldives or Nepal).

Individual concern, other than one of the preceding. Specify other \_\_\_\_\_

**CERTIFIED 8(A) FIRM \***

▪ A firm owned and operated by socially and economically disadvantaged individuals and eligible to receive federal contracts under the Small Business Administration's 8(a) Business Development Program.

**HISTORICALLY UNDERUTILIZED BUSINESS ZONE (HUBZONE) SMALL BUSINESS \***

▪ Only companies certified by the SBA are eligible to participate in the HUBZone program;

▪ The company's principal office must be located within a "HUBZone", which includes lands on federally recognized Native American reservations;

▪ The company must be owned and controlled by one or more U.S. citizens; and

▪ At least 35 percent of the company's employees must be HUBZone residents. To fulfill this requirement, employees must live in a primary residence within that area for at least 180 days or be a currently registered voter.

**WOMAN-OWNED SMALL BUSINESS (WOSB)**

▪ Which is at least 51 percent owned and controlled by one or more women; or in the case of any publicly owned business, at least 51 percent of the stock of which is owned by one or more women; and

▪ Whose management and daily business operations are controlled by one or more women.

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- VETERAN-OWNED SMALL BUSINESS (VOSB)**
- VETERAN – The term “veteran” as the meaning defined in 38 U.S.C. 101
  - Not less than 51 percent of which is owned by one or more veterans or, in the case of any publicly owned business, not less than 51 percent of the stock of which is owned by one or more veterans; and the management and daily business operations of which are controlled by one or more veterans.
- SERVICE-DISABLED VETERAN-OWNED SMALL BUSINESS (SD-VOSB)**
- The term “service-disabled veteran” means a veteran with a disability that is service connected (as defined in section 101 (16) of title 38, United States Code). Specifically, with respect to disability, that such disability was incurred or aggravated, in line of duty in the active military, naval, or air service;
  - The term “small business concern owned and controlled by service-disabled veterans” means a small business concern not less than 51 percent or which is owned by one or more service-disabled veterans or, in the case any publicly owned business, not less than 51 percent of the stock of which is owned by one or more service-disabled veterans; and
  - The management and daily business operations of which are controlled by one or more service-disabled veterans or, in the case of a veteran with permanent and severe disability, the spouse or permanent caregiver of such a veteran.
- HISTORICALLY BLACK COLLEGE OR UNIVERSITY/MINORITY INSTITUTION (HBCU/MI)**
- Not less than 51 percent of which is owned by one or more historically black college(s) & university(ies) or, in the case of any publicly owned business, not less than 51 percent of the stock of which is owned by one or more historically black college(s) and university(ies); and
  - The management and daily business operations of which are controlled by one or more historically black college(s) and university(ies).

\* Attach screen print from the Central Contractor Registration (CCR) database (formerly the Small Business Association’s [SBA’s] PRO-Net) (<http://www.ccr.gov>) indicating small disadvantaged business or HUBZone certification.

### 2. BUSINESS ORGANIZATION INFORMATION

- (a) Provide a Dun and Bradstreet (DUNS) Number.  
DUNS Number \_\_\_\_\_ To obtain a DUNS Number, go to <http://dnb.com/us>.
- (b) Provide North American Industrial Classification System (NAICS) Code(s).  
(1) NAICS Code on worked performed for Battelle \_\_\_\_\_. (2) Other Codes \_\_\_\_\_.  
To find applicable NAICS Codes, see <http://www.census.gov/epcd/naics02/naico602.htm>. (Offeror’s NAICS classification must match business type and size classification listed in Section 1, above.) For assistance, contact the Battelle Office of Supplier Diversity at 614-424-4900.

### 3. TAXPAYER IDENTIFICATION

- (a) **Definitions**  
“Common parent” means the corporate entity that owns or controls an affiliated group of corporations that files its Federal income tax returns on a consolidated basis, and of which the offeror is a member.  
“Corporate status” means a designation as to whether the offeror is a corporate entity, an unincorporated entity (e.g., sole proprietorship or partnership), or a corporation providing medical and health care services.  
“Taxpayer Identification Number (TIN)” means the number required by the Internal Revenue Service (IRS) to be used by the offeror in reporting income tax and other returns. The TIN may be either a Social Security Number or Employer Identification Number.
- (b) All offerors are required to submit the information required in paragraphs (d) and (e) of this solicitation provision in order to comply with reporting requirements of 26 U.S.C. 6041, 6041A, and 6050M and implementing regulations issued by the IRS. If the resulting contract is subject to reporting requirements described in FAR 4.9, the failure or refusal by the offeror to furnish the information may result in a 30 percent reduction of payments otherwise due under the contract. (Backup withholdings will be 29% after December 31, 2003; 28% after December 31, 2005).
- (c) Sections (d), (e), and (f) replaces in part the Internal Revenue Service W-9 form and complies with FAR 52.204-3 (Oct 1998).
- (d) **TAXPAYER IDENTIFICATION NUMBER (TIN)**

- Social Security Number (SSN) \_\_\_\_\_ **OR**  Employer Identification Number (EIN) \_\_\_\_\_

Name: \_\_\_\_\_  
(Name must match exactly the SSN or EIN name provided to the IRS)

“DBA Name: \_\_\_\_\_  
(Business or “DBA” name, if different from above)

- TIN was applied for.
- For a nonresident alien, foreign corporation, or foreign partnership that performs any portion of the services in the United States, please complete and attach either the appropriate IRS Form W-8 or IRS Form 8233 (for nonresident alien individuals). These forms and instructions can be obtained from the Internal Revenue Service at [www.irs.gov](http://www.irs.gov) or 1-800-829-3676. Residents of a tax treaty country may download the tax treaty at [www.irs.gov/prod/ind\\_infor/treaties.html](http://www.irs.gov/prod/ind_infor/treaties.html).
- TIN is not required because:
- Offeror is a nonresident alien, foreign corporation, or foreign partnership that does not have income effectively connected with the conduct of a trade or business in the U.S. and does not have an office or place of business or a fiscal paying agency in the U.S. (All services will be performed outside the United States).
  - Offeror is an agency or instrumentality of a foreign government.
  - Offeror is an agency or instrumentality of a Federal, state, or local government.
  - Other: State basis \_\_\_\_\_

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**(e) TYPE OF ORGANIZATION**

- Individual / Sole proprietorship
- Corporate entity (not tax-exempt) in State of \_\_\_\_\_
- Corporate entity (tax-exempt) in State of \_\_\_\_\_
- Government entity (Federal, state, or local)
- Foreign government
- Non-profit organization
- Educational institution
- Partnership (including LLP)
- Limited Liability Company (LLC) (select Single or Multi):
  - Single-Owner LLC
  - Multi-Owner LLC, TAXED as  Partnership or  Corporation
- International organization per 26 CFR 1.6049-4
- Other \_\_\_\_\_

**(f) COMMON PARENT**

- Offeror **is not** owned or controlled by a common parent as defined in paragraph (a) of this clause
- Offeror **is** owned or controlled by a common parent as defined in paragraph (a) of this clause
- Name of Common Parent: \_\_\_\_\_ TIN: \_\_\_\_\_

**4. PLACE OF PERFORMANCE (52.215-6) (OCT 1997)**

- (a) The offeror or respondent, in the performance of any contract resulting from this solicitation,  **intends**,  **does not intend** to use one or more plants or facilities located at a different address from the address of the offeror or respondent as indicated in this proposal or response to request for information.
- (b) If the offeror or respondent checks “intends” in paragraph (a) of this provision, it shall insert in the following spaces the required information:

Place of performance (street address, city, state, county, zip code)  
 \_\_\_\_\_  
 Name and address of owner and operator of the plant or facility if other than offeror or respondent  
 \_\_\_\_\_

**5. BUY AMERICAN ACT CERTIFICATE (FAR 52.225-2) (FEB 2009)**

- (a) The offeror certifies that each end product, except those listed in paragraph (b) of this provision, is a domestic end product and that for other than COTS items, the offeror has considered components of unknown origin to have been mined, produced, or manufactured outside the United States. The offeror shall list as foreign end products those end products manufactured in the United States that do not qualify as domestic end products, *i.e.*, an end product that is not a COTS item and does not meet the component test in paragraph (2) of the definition of “domestic end product.” The terms “commercially available off-the-shelf (COTS) item,” “component,” “domestic end product,” “end product,” “foreign end product,” and “United States” are defined in the clause of this solicitation entitled “Buy American Act—Supplies.”

**(b) FOREIGN END PRODUCTS**

LINE ITEM NUMBER	COUNTRY OF ORIGIN
(List on separate sheet as necessary)	

- (c) Battelle will evaluate offers in accordance with the policies and procedures of Part 25 of the Federal Acquisition Regulation.

**6. BUY AMERICAN ACT – FREE TRADE AGREEMENTS – ISRAELI TRADE ACT CERTIFICATE (FAR 52.225-4) (JUN 2009)**

- (a) The offeror certifies that each end product, except those listed in paragraph (b) or (c) of this provision, is a domestic end product and that for other than COTS items, the offeror has considered components of unknown origin to have been mined, produced, or manufactured outside the United States. The terms “Bahrainian, Moroccan, Omani, or Peruvian end product,” “commercially available off-the-shelf item,” “component,” “domestic end product,” “end product,” “foreign end product,” “Free Trade Agreement country,” “Free Trade Agreement country end product,” “Israeli end product,” and “United States” are defined in the clause of this solicitation entitled “Buy American Act—Free Trade Agreements—Israeli Trade Act.”
- (b) The offeror certifies that the following supplies are Free Trade Agreement country end products (other than Bahrainian, Moroccan, Omani, or Peruvian end products) or Israeli end products as defined in the clause of this solicitation entitled “Buy American Act-- Free Trade Agreements--Israeli Trade Act”:

Free Trade Agreement Country End Products (Other than Bahrainian, Moroccan, Omani, or Peruvian End Products) or Israeli End Products:

LINE ITEM NUMBER	COUNTRY OF ORIGIN
(List on separate sheet as necessary)	

**Offeror Representations and Certifications—Procurements of Noncommercial Items/Services**

- (c) The offeror shall list those supplies that are foreign end products (other than those listed in paragraph (b) of this provision) as defined in the clause of this solicitation entitled "Buy American Act--Free Trade Agreement--Israeli Trade Act." The offeror shall list as other foreign end products those end products manufactured in the United States that do not qualify as domestic end products, *i.e.*, an end product that is not a COTS item and does not meet the component test in paragraph (2) of the definition of "domestic end product."

**OTHER FOREIGN END PRODUCTS**

LINE ITEM NUMBER	COUNTRY OF ORIGIN
(List on separate sheet as necessary)	

- (d) Battelle will evaluate offers in accordance with the policies and procedures of Part 25 of the Federal Acquisition Regulation.

**7. ROYALTY INFORMATION (FAR 52.227-6) (APR 1984)**

In order that Battelle may be informed regarding royalty payments greater than \$250 to be made by an offeror in connection with any acquisition, construction, or operation for which the amount of the royalty payment is reflected in the contract price, or is to be reimbursed by Battelle, check the box below and provide the following information:

- When the response to this solicitation contains costs or charges for royalties totaling more than \$250, the following information shall be included in the response relating to each separate item of royalty or license fee:

Name and address of licensor: \_\_\_\_\_  
 Date of license agreement: \_\_\_\_\_  
 Patent numbers, patent application serial numbers, or other basis on which the royalty is payable: \_\_\_\_\_  
 Brief description, including any part or model numbers of each contract item or component on which the royalty is payable. \_\_\_\_\_  
 Percentage or dollar rate of royalty per unit: \_\_\_\_\_  
 Unit price of contract item: \_\_\_\_\_  
 Number of units: \_\_\_\_\_  
 Total dollar amount of royalties: \_\_\_\_\_

**8. AUDIT RIGHTS** Government regulations provide suppliers with the right to limit the release of proprietary cost information or audit access to financial books and records to Government representatives only. Alternatively, suppliers may grant these same rights to Battelle. Indicate below your firm's position on this issue:

- Only the Government is authorized to perform an audit of the firm's proposed costs or costs incurred if a closeout audit is required.
- Battelle is granted access to all of the firm's financial data for the purpose of auditing proposed costs or the costs incurred in the performance of this agreement.

**9. Certification Regarding Responsibility Matters (derived from FAR 52.209-5, dated Dec 2008).**

- (a) (1) The Offeror certifies, to the best of its knowledge and belief, that --

(i) The Offeror and/or any of its Principals --

(A) Are [ ] are not [ ] presently debarred, suspended, proposed for debarment, or declared ineligible for the award of contracts by any Federal agency;

(B) Have [ ] have not [ ], within a three-year period preceding this offer, been convicted of or had a civil judgment rendered against them for: commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a public (Federal, state, or local) contract or subcontract; violation of Federal or state antitrust statutes relating to the submission of offers; or commission of embezzlement, theft, forgery, bribery, falsification or destruction of records, making false statements, tax evasion, violating Federal criminal tax laws, or receiving stolen property; and

(C) Are [ ] are not [ ] presently indicted for, or otherwise criminally or civilly charged by a governmental entity with, commission of any of the offenses enumerated in paragraph (a)(1)(i)(B) of this provision; and

(D) Have [ ], have not [ ], within a three-year period preceding this offer, been notified of any delinquent Federal taxes in an amount that exceeds \$3,000 for which the liability remains unsatisfied.

(1) Federal taxes are considered delinquent if both of the following criteria apply:

(i) *The tax liability is finally determined.* The liability is finally determined if it has been assessed. A liability is not finally determined if there is a pending administrative or judicial challenge. In the case of a judicial challenge to the liability, the liability is not finally determined until all judicial appeal rights have been exhausted.

(ii) *The taxpayer is delinquent in making payment.* A taxpayer is delinquent if the taxpayer has failed to pay the tax liability when full payment was due and required. A taxpayer is not delinquent in cases where enforced collection action is precluded.

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### (2) Examples.

(i) The taxpayer has received a statutory notice of deficiency, under I.R.C. §6212, which entitles the taxpayer to seek Tax Court review of a proposed tax deficiency. This is not a delinquent tax because it is not a final tax liability. Should the taxpayer seek Tax Court review, this will not be a final tax liability until the taxpayer has exercised all judicial appeal rights.

(ii) The IRS has filed a notice of Federal tax lien with respect to an assessed tax liability, and the taxpayer has been issued a notice under I.R.C. §6320 entitling the taxpayer to request a hearing with the IRS Office of Appeals contesting the lien filing, and to further appeal to the Tax Court if the IRS determines to sustain the lien filing. In the course of the hearing, the taxpayer is entitled to contest the underlying tax liability because the taxpayer has had no prior opportunity to contest the liability. This is not a delinquent tax because it is not a final tax liability. Should the taxpayer seek tax court review, this will not be a final tax liability until the taxpayer has exercised all judicial appeal rights.

(iii) The taxpayer has entered into an installment agreement pursuant to I.R.C. §6159. The taxpayer is making timely payments and is in full compliance with the agreement terms. The taxpayer is not delinquent because the taxpayer is not currently required to make full payment.

(iv) The taxpayer has filed for bankruptcy protection. The taxpayer is not delinquent because enforced collection action is stayed under 11 U.S.C. 362 (the Bankruptcy Code).

(ii) The Offeror has  has not , within a three-year period preceding this offer, had one or more contracts terminated for default by any Federal agency.

(2) "Principal," for the purposes of this certification, means an officer; director; owner; partner; or a person having primary management or supervisory responsibilities within a business entity (e.g., general manager; plant manager; head of a subsidiary, division, or business segment, and similar positions).

This Certification Concerns a Matter Within the Jurisdiction of an Agency of the United States and the Making of a False, Fictitious, or Fraudulent Certification May Render the Maker Subject to Prosecution Under Section 1001, Title 18, United States Code.

- (b) The Offeror shall provide immediate written notice to the Battelle Procurement Officer if, at any time prior to contract award, the Offeror learns that its certification was erroneous when submitted or has become erroneous by reason of changed circumstances.
- (c) A certification that any of the items in paragraph (a) of this provision exists will not necessarily result in withholding of an award under this solicitation. However, the certification will be considered in connection with a determination of the Offeror's responsibility. Failure of the Offeror to furnish a certification or provide such additional information as requested by Battelle may render the Offeror nonresponsible.
- (d) Nothing contained in the foregoing shall be construed to require establishment of a system of records in order to render, in good faith, the certification required by paragraph (a) of this provision. The knowledge and information of an Offeror is not required to exceed that which is normally possessed by a prudent person in the ordinary course of business dealings.
- (e) The certification in paragraph (a) of this provision is a material representation of fact upon which reliance was placed when making award. If it is later determined that the Offeror knowingly rendered an erroneous certification, in addition to other remedies available to Battelle and the Government, Battelle may terminate the contract resulting from this solicitation for default.

### 10. PREVIOUS CONTRACTS AND COMPLIANCE REPORTS (FAR 52.222-22) (FEB 1999) *(Required if 50 or more employees, and awarded contracts and subcontracts greater than or equal to \$50,000 in the last 12 months)*. The offeror represents that:

- (a) It  has  has not participated in a previous contract or subcontract subject to the Equal Opportunity clause of this solicitation;
- (b) It  has  has not filed all required compliance reports; and
- (c) Representations indicating submission of required compliance reports, signed by proposed subcontractors, will be obtained before subcontract awards.

### 11. AFFIRMATIVE ACTION COMPLIANCE (FAR 52.222-25) (APR 1984) *(Required if 50 or more employees, and awarded contracts and subcontracts greater than or equal to \$50,000 in the last 12 months. Not applicable to construction services)*. The offeror represents that:

- (a) It  has developed and has on file or  has not developed and does not have on file, at each establishment, affirmative action programs required by the rules and regulations of the Secretary of Labor (41 CFR 60-1 and 60-2), or
- (b) It  has not previously had contracts subject to the written affirmative action programs requirement of the rules and regulations of the Secretary of Labor.

### 12. ACCOUNTING SYSTEM ADEQUACY REPRESENTATION

In order for Battelle to determine the adequacy of the Offeror's accounting system to meet the cost accumulation and reporting requirements of contracts, the offeror shall provide the following information.

- (a) If Offeror has a cognizant Government Audit Agency, provide the following:  
Name of Agency: \_\_\_\_\_  
Address: \_\_\_\_\_  
Name of Auditor: \_\_\_\_\_  
Telephone: \_\_\_\_\_

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- (b) Offeror  has  does not have a government-approved Cost Accounting (CAS) Disclosure Statement. If approved, attach copy of the approval letter.
- (c) Offeror  has  does not have a government-approved Internal Control Audit Planning Summary System (ICAPS) review of its accounting system. If approved, attach a copy of the approval letter.
- (d) If Offeror's cost accounting system has been approved by any Government agency, provide the name and location of agency granting approval:  
Name of approving agency: \_\_\_\_\_  
Location: \_\_\_\_\_
- (e) If Offeror's billing system has been approved by any Government agency, provide the name and location of agency granting approval:  
Name of approving agency: \_\_\_\_\_  
Location: \_\_\_\_\_
- (f) If Offeror's system of control of Government property has been approved by a Government agency, provide name and location of Government agency granting approval (if different from above)  
Name of approving agency: \_\_\_\_\_  
Location: \_\_\_\_\_

### If Offeror does not have an approved CAS Disclosure Statement, ICAPS or accounting system, complete (g) through (j).

- (g) Cost accounting system is
- Job Order type
  - Process type
  - Other, describe (e.g. QuickBooks, Peachtree) \_\_\_\_\_
- (h) Offeror  has  has not had in the past 3 years been awarded a government prime contract. If yes, check types below:
- Cost reimbursement, largest (approx.) \$ \_\_\_\_\_
  - Labor-hour/Time and materials, largest (approx.) \$ \_\_\_\_\_
  - Fixed price, largest (approx.) \$ \_\_\_\_\_
- (i) Offeror  has  has not had in the past 3 years been awarded a subcontract under government prime contract. If yes, check types below:
- Cost reimbursement, largest (approx.) \$ \_\_\_\_\_
  - Labor-hour/Time and materials, largest (approx.) \$ \_\_\_\_\_
  - Fixed price, largest (approx.) \$ \_\_\_\_\_
- (j) Have the proposed indirect cost rate(s) been evaluated and accepted by any Government agency? Yes  No
- If yes, name and location of Government agency \_\_\_\_\_
- Attach a copy of the approval letter.
  - Date of last pre-award audit by a Government agency. \_\_\_\_\_

### 13. ORGANIZATIONAL CONFLICT OF INTEREST CERTIFICATION:

- (a) The offeror certifies, to the best of its knowledge that:
- It is not aware of any facts which would create any actual or potential Organizational and Consultant Conflicts of Interest (FAR Subpart 9.5) relating to the award of this contract, or
- It has included information in its proposal, or has provided in writing, all current information bearing on the existence of any actual or Potential Organizational Conflicts of Interest.
- (b) The offeror is on notice that if the Battelle Procurement Office determines that an actual or potential conflict exists, the offeror shall not receive an award unless the conflict can be avoided, neutralized, mitigated or otherwise resolved to the satisfaction of Battelle.

### **THIS SECTION IS APPLICABLE FOR OFFERS EXCEEDING \$100,000**

### 14. COVENANT AGAINST CONTINGENT FEES (FAR 52.203-5) (APR 1984) **(APPLICABLE IF OFFER EXCEEDS \$100,000)**

As prescribed in 3.404, insert the following clause:

- (a) The Contractor warrants that no person or agency has been employed or retained to solicit or obtain this contract upon an agreement or understanding for a contingent fee, except a bona fide employee or agency. For breach or violation of this warranty, the Government shall have the right to annul this contract without liability or, in its discretion, to deduct from the contract price or consideration, or otherwise recover, the full amount of the contingent fee.
- (b) "*Bona fide agency*," as used in this clause, means an established commercial or selling agency, maintained by a contractor for the purpose of securing business, that neither exerts nor proposes to exert improper influence to solicit or obtain Government contracts nor holds itself out as being able to obtain any Government contract or contracts through improper influence.
- "*Bona fide employee*," as used in this clause, means a person, employed by a contractor and subject to the contractor's supervision and control as to time, place, and manner of performance, who neither exerts nor proposes to exert improper influence to solicit or obtain Government contracts nor holds out as being able to obtain any Government contract or contracts through improper influence.
- "*Contingent fee*," as used in this clause, means any commission, percentage, brokerage, or other fee that is contingent upon the success that a person or concern has in securing a Government contract.
- "*Improper influence*," as used in this clause, means any influence that induces or tends to induce a Government employee or officer to give consideration or to act regarding a Government contract on any basis other than the merits of the matter.

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15. **CERTIFICATE OF INDEPENDENT PRICE DETERMINATION (FAR 52.203-2) (APR 1985)** (*REQUIRED FOR FIXED-PRICE OFFERS ONLY. APPLICABLE IF OFFER EXCEEDS \$100,000*)
- (a) The offeror certifies that:
    - (1) The prices in this offer have been arrived at independently, without, for the purpose of restricting competition, any consultation, communication, or agreement with any other offeror or competitor relating to: (i) those prices; (ii) the intention to submit an offer; or (iii) the methods or factors used to calculate the prices offered;
    - (2) The prices in this offer have not been and will not be knowingly disclosed by the offeror, directly or indirectly, to any other offeror or competitor before bid opening (in the case of a sealed bid solicitation) or contract award (in the case of a negotiated solicitation) unless otherwise required by law; and
    - (3) No attempt has been made or will be made by the offeror to induce any other concern to submit or not to submit an offer for the purpose of restricting competition.
  - (b) Each signature on the offer is considered to be a certification by the signatory that the signatory:
    - (1) Is the person in the Offeror's organization responsible for determining the prices being offered in this bid or proposal, and that the signatory has not participated and will not participate in any action contrary to subparagraphs (a)(1) through (a)(3) of this provision; Or
    - (2) (i) Has been authorized, in writing, to act as agent for the following principals in certifying that those principals have not participated, and will not participate in any action contrary to subparagraphs (a) (1) through (a) (3) of this provision...*[insert full name of person(s) in the Offeror's organization responsible for determining the prices offered in this bid or proposal, and the title of his or her position in the Offeror's organization]*;
      - (ii) As an authorized agent, does certify that the principals named in subdivision (b) (2) (i) of this provision have not participated, and will not participate, in any action contrary to subparagraphs (a) (1) through (a) (3) of this provision; and
      - (iii) As an agent, has not personally participated, and will not participate in any action contrary to subparagraphs (a) (1) through (a) (3) of this provision.
  - (c) If the offeror deletes or modifies subparagraph (a)(2) of this provision, the offeror must furnish with its offer a signed statement setting forth in detail the circumstances of the disclosure.
16. **CERTIFICATION AND DISCLOSURE REGARDING PAYMENTS TO INFLUENCE CERTAIN FEDERAL TRANSACTIONS (FAR 52.203-11) (SEP 2007)** (*APPLICABLE IF OFFER EXCEEDS \$100,000*)
- (a) *Definitions.* As used in this provision—"Lobbying contact" has the meaning provided at 2 U.S.C. 1602(8). The terms "agency," "influencing or attempting to influence," "officer or employee of an agency," "person," "reasonable compensation," and "regularly employed" are defined in the FAR clause of this solicitation entitled "Limitation on Payments to Influence Certain Federal Transactions" (52.203-12).
  - (b) *Prohibition.* The prohibition and exceptions contained in the FAR clause of this solicitation entitled "Limitation on Payments to Influence Certain Federal Transactions" (52.203-12) are hereby incorporated by reference in this provision.
  - (c) *Certification.* The offeror, by signing its offer, hereby certifies to the best of its knowledge and belief that no Federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress on its behalf in connection with the awarding of this contract.
  - (d) *Disclosure.* If any registrants under the Lobbying Disclosure Act of 1995 have made a lobbying contact on behalf of the offeror with respect to this contract, the offeror shall complete and submit, with its offer, OMB Standard Form LLL, Disclosure of Lobbying Activities, to provide the name of the registrants. The offeror need not report regularly employed officers or employees of the offeror to whom payments of reasonable compensation were made.
  - (e) *Penalty.* Submission of this certification and disclosure is a prerequisite for making or entering into this contract imposed by 31 U.S.C. 1352. Any person who makes expenditure prohibited under this provision or who fails to file or amend the disclosure required to be filed or amended by this provision, shall be subject to a civil penalty of not less than \$10,000, and not more than \$100,000, for each such failure.