

## Representations and Certifications

*Note: 18 U.S.C. § 1001 makes it a crime to knowingly or willfully make false statements in any matter within the jurisdiction of the executive, legislative or judicial branch of the Government of the United States.*

*This document will be issued directly to Supplier for any current or future involvement in any US Government Subcontracts and will be renewed annually (except Sections A & B below which are needed on an individual procurement basis) from the last date renewed. Supplier agrees to execute this document when requested from Insitu, Inc.*

### **A. Representation Regarding Debarment, Suspension, and Proposed Debarment (Modified FAR 52.209-6). Required for potential contract awards ≥ \$35,000**

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, 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.
    - (d)  Have  have not, within a three-year period preceding this offer, been notified of any delinquent Federal taxes in an amount that exceeds \$3,500 for which the liability remains unsatisfied
  - (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. "Principals," for the purposes of this certification, means officers; directors; owners; partners; and persons 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.

- (a) The Offeror shall provide immediate written notice to Insitu if, at any time prior to subcontract award, the Offeror learns that its certification was erroneous when submitted or has become erroneous by reason of changed circumstances.
- (b) 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 Insitu may render the Offeror non-responsible.

- (c) 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.
- (d) 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 Insitu, Insitu may terminate the subcontract resulting from this solicitation for default.

**B. Payment of Influence Disclosure. Required for potential contract awards >\$150,000.00**

**B.1 Certification and Disclosure Regarding Payments to Influence Certain Federal Transactions (Modified 52.203-11. Sept 2007 / April 1991)**

1. The definitions and prohibitions contained in the clause, at FAR 52.203-12, Limitation on Payments to Influence Certain Federal Transactions, included in this solicitation, are hereby incorporated by reference in paragraph (2) of this certification.
2. The Offeror, by signing this submittal, hereby certifies to the best of his or her knowledge and belief that on or after December 23, 1989
  - (a) 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 his or her behalf in connection with the awarding of this contract, any Federal contract, the making of any Federal grant, the making of any Federal loan, the entering into of any cooperative agreement, and the extension, continuation, renewal, amendment or modification of any Federal contract, grant, loan, or cooperative agreement;
  - (b) If any funds other than Federal appropriated funds (including profit or fee received under a covered Federal transaction) 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 his or her behalf in connection with this solicitation, the Offeror shall complete and submit, with its offer, OMB standard form LLL, Disclosure of Lobbying Activities, to the Contracting Officer; and
  - (c) He or she will include the language of this certification in all subcontract awards at any tier and require that all recipients of subcontract awards in excess of \$150,000 shall certify and disclose accordingly.
3. Submission of this certification and disclosure is a prerequisite for making or entering into this contract imposed by section 1352, Title 31, United States Code. Any person who makes expenditure prohibited under this provision or who fails to file or amend the disclosure form 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.
4. Should the Offeror's circumstances change during the life of any resulting subcontract with respect to the above; the Offeror will notify the Buyer immediately.

**B.2 Certification and Disclosure Regarding Payments to Influence Certain Federal Transactions (FAR 52. 203-11 Sept 2007)**

- (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. Insitu Inc. Proprietary. Printed documents are uncontrolled. Current revisions are available on Insitu's Intranet.
- (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 an 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. (f) Should the Offeror's circumstances change during the life of any resulting subcontract with respect to the above, the Offeror will notify Buyer immediately.
- (f) Should the Offeror's circumstances change during the life of any resulting subcontract with respect to the above, the Offeror will notify Buyer immediately.

**C. CERTIFICATION REGARDING COMBATING TRAFFICKING IN PERSONS (Reference FAR 52.222-50) Required prior to award of subcontracts and contracts with agents for potential contract awards > \$550,000.00.**

CERTIFICATION REGARDING COMBATING TRAFFICKING IN PERSONS (Reference FAR 52.222-50) is required to be submitted prior to subcontract award if any portion of the contract has an actual or estimated value that exceeds \$550,000 and that portion is for supplies (excluding the value of commercially available off-the-shelf items) acquired outside the United States or is for services to be performed outside the United States.

The Offeror certifies that it:

- does  does not have an potential contract awards > \$550,000.00 that require a compliance plan per FAR 52.222-50(h). If not, skip to section D.
- has  has not implemented a compliance plan to prevent any prohibited activities identified at paragraph (b) of FAR 52.222-50 and to monitor, detect, and terminate any Offeror employee, agent, subcontract or subcontractor employee engaging in prohibited activities; and

After having conducted due diligence for each such subcontract, either -

- To the best of the Offeror's knowledge and belief, neither it nor any of its agents, subcontractors, or their agents is engaged in any such activities; or
- Abuses relating to any of the prohibited activities identified in paragraph (b) of FAR 52.222-50 have been found and the appropriate remedial and referral actions have been taken. (Describe the abuses and list all remedial and referral actions taken.)

**D. System for Award Management**

Offeror represents that:

- Will maintain active registration in the U.S. government SAM database (see FAR 52.204-7).  
[www.sam.gov](http://www.sam.gov)

OR

- Will not maintain active registration in the U.S. government SAM Database as it is otherwise exempt under FAR 4.1102

## E. Foreign Business Status

The Offeror represents, pursuant to government law or regulation, that it:

- is a foreign business concern (i.e., a business concern organized or existing under the laws of a country other than the United States or its territories or possessions).
- is not a foreign business concern i.e., a business concern organized or existing under the laws of a country other than the United States or its territories or possessions).

## F. Certificate of Registration with the Canadian Goods Directorate (Reference Defense Production Act and Controlled Goods Regulations <https://www.tpsgc-pwgsc.gc.ca/pmc-cgp/quellessont-whatare/guidelpd-guidedpa-eng.html>. Applies if the Offeror is located in Canada)

The Offeror certifies that it:

- is  is not required to be registered to manufacture or export defense articles, or furnish defense services as required by the Canadian Goods Directorate (CGD). If required to be registered, the Offeror certifies that it is currently registered with the CGD.

PROVISIONS G THROUGH I OF THESE REPRESENTATIONS AND CERTIFICATIONS ARE NOT APPLICABLE WITH RESPECT TO WORK PERFORMED OUTSIDE OF THE UNITED STATES BY EMPLOYEES WHO WERE NOT RECRUITED WITHIN THE UNITED STATES.

## G. Nonsegregated Facilities Requirements (Modified FAR 52.222-21) (Applicable only if the US Government's solicitation sent to the Buyer includes FAR 52.222-21 (APR 1984). Applies when contract is contemplated to include the clause 52.222-26 Equal Opportunity.)

### 1. CERTIFICATION OF NONSEGREGATED FACILITIES (Modified FAR 52.222-21) (April 1984)

- (a) "Segregated facilities," as used in this provision, means any waiting rooms, work areas, rest rooms and wash rooms, restaurants and other eating areas, time clocks, locker rooms and other storage or dressing areas, parking lots, drinking fountains, recreation or entertainment areas, transportation, and housing facilities provided for employees, that are segregated by explicit directive or are in fact segregated on the basis of race, color, religion, or national origin because of habit, local custom, or otherwise.
- (b) By the submission of this offer, the Offeror certifies that it does not and will not maintain or provide for its employees any segregated facilities at any of its establishments, and that it does not and will not permit its employees to perform their services at any location under its control where segregated facilities are maintained. The Offeror agrees that a breach of this certification is a violation of the Equal Opportunity clause in the contract.
- (c) The Offeror further agrees that (except where it has obtained identical certifications from proposed subcontractors for specific time periods) it will-
- i. Obtain identical certifications from proposed subcontractors before the award of subcontracts under which the subcontractor will be subject to the Equal Opportunity clause;
  - ii. Retain the certifications in the files

### 2. NOTICE TO PROSPECTIVE SUBCONTRACTORS OF REQUIREMENT FOR CERTIFICATION OF NONSEGREGATED FACILITIES

- (a) A Certification of Non-segregated Facilities must be submitted before the award of a subcontract under which the subcontractor will be subject to the Equal Opportunity clause. The certification may be submitted either for each subcontract or for all subcontracts during a period (i.e., quarterly, semiannually, or annually).

**H. Previous Contracts and Compliance Reports (Modified FAR 52.222-22 (April 1984// February 1999))**

The Offeror represents that it:

1.  has participated in a previous contract or subcontract subject to the Equal Opportunity clause of this solicitation, the clause originally contained in Section 310 of Executive Order 10925 or the clause contained in Section 201 of Executive Order 11114 and has filed all required compliance reports; or
2.  has participated in a previous contract or subcontract subject to the Equal Opportunity clause of this solicitation, the clause originally contained in Section 310 of Executive Order 10925 or the clause contained in Section 201 of Executive Order 11114 but has not filed all required compliance reports; or
3.  has not participated in a previous contract or subcontract subject to the Equal Opportunity clause of this solicitation, the clause originally contained in Section 310 of Executive order 10925 or the clause contained in Section 201 of Executive Order 11114 and therefore no compliance reports have been required.

**I. Affirmative Action Compliance (Modified FAR 52.222-25) (Applies when the Offeror has 50 or more employees, or if the Offeror has employees that perform work at a construction site)**

The Offeror represents that it:

1.  has developed will maintain and has on file, or
2.  has not developed and does not have on file, at each establishment, a written affirmative action program required by the rules and regulations of the Secretary of Labor (41 CFR 60-1, 60-2 or 60-4)
3.  has not previously had contracts subject to the written affirmative action program requirement of the rules and regulations of the Secretary of Labor.
  - a. If 2 is marked, then the Offeror represents that it will develop, maintain, update annually and have on file, at each establishment, a written affirmative action compliance program within 120 days from the commencement of any contract in excess of \$50,000 it receives from the Buyer.

**J. Reporting Executive Compensation and First-Tier Subcontract Awards (FAR 52.204-10)**

The Offeror certifies that:

1. In your business or organization's preceding completed fiscal year, your business or organization (the legal entity to which the UEI number you provided belongs)
  - 1)  did  did not receive 80 percent or more of its annual gross revenues in U.S. federal contracts, subcontracts, loans, grants, sub-grants, and/or cooperative agreements;

AND

  - 2)  did  did not receive \$25,000,000 or more in annual gross revenues from U.S. federal contracts, subcontracts, loans, grants, sub-grants, and/or cooperative agreements.
2. The public  does  does not have access to information about the compensation of the executives in your business or organization (the legal entity to which the specific SAM record, represented by a UEI number, belongs) though periodic reports filed under section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 USC 78m(a), 78o(d)) or section 6104 of the internal Revenue Code of 1986.

**K. Certification of Registration with the Directorate of Defense Trade Controls (DDTC)**

The Offeror certifies that it:

is  is not required to be registered to manufacture or export defense articles, or furnish defense services as required by the International Traffic in Arms Regulations (22 C.F.R. Part 122).

**L. Certification of Counterfeit Parts Plan Including Counterfeit Electronic Parts Detection and Avoidance Systems (Reference DFARS 252.246-7007)**

The Offeror certifies that it-

does or  does not provide goods or services that are Electrical, Electronic, and Electro-mechanical (EEE) parts or contain EEE parts. (NOTE: Electrical wire and electrical connectors are considered EEE parts.)

If no, do not proceed further.

If yes, Offeror further certifies that it-

does or  does not have a Counterfeit Parts Plan in place for the detection and avoidance of counterfeit goods or services.

And such plan

is or  is not consistent with DFARS 252.246-7007 or Industry standards (e.g. SAE AS5553, SAE AS6496 or SAE AS6081).

**M. CERTIFICATION OF THE SAFEGUARDING COVERED DEFENSE INFORMATION REQUIREMENTS (Reference DFARS 252.204-7012)**

The Offeror certifies that it-

is, or  is not in compliance with the requirements of DFARSZ clause 252.204-7012 to provide 'adequate security' for all 'covered defense information' on all 'covered contractor information systems', as those terms are defined in the clause.

**N. CERTIFICATION OF NIST SP 800-171 DoD ASSESSMENT AND SPRS REPORTING REQUIREMENTS (Reference DFARS 252.204-7020)**

1. The Offeror  has, or  has not completed a NIST SP 800-171 DoD Assessment within the last three (3) years or within a lesser time if specified in the solicitation/contract:

(Check each box that is applicable)

- i.  has completed a NIST SP 800-171 Basic Assessment, or
- ii.  has had a NIST SP 800-171 Medium Assessment completed by the government, or
- iii.  has had a NIST ST 800-171 High Assessment completed by the government.

2. The Offeror  has, or  has not ensured the above Assessment has been posted in the Supplier Performance Risk System (SPRS).

**O. Offeror's Execution**

THE UNDERSIGNED OFFEROR HEREBY CERTIFIES THAT THE INFORMATION CONTAINED WITHIN THIS DOCUMENT IS CURRENT, TRUE, ACCURATE, AND COMPLETE TO THE BEST OF ITS KNOWLEDGE.

BY THE EXECUTION OF THIS DOCUMENT, THE UNDERSIGNED OFFEROR AGREES TO PROVIDE IMMEDIATE WRITTEN NOTICE TO INSITU IF, AT ANY TIME DURING THE EFFECTIVE PERIOD OF THIS DOCUMENT, THE UNDERSIGNED OFFEROR LEARNS THAT THIS DOCUMENT WAS ERRONEOUS WHEN SUBMITTED OR HAS BECOME ERRONEOUS OR INACCURATE BY REASON OF CHANGED CIRCUMSTANCES.

OFFEROR'S EXECUTION	
Company Name:	<input style="width: 80%;" type="text"/>
Address:	<input style="width: 80%;" type="text"/>
<i>Offeror's location where performance will occur</i>	
Phone:	<input style="width: 80%;" type="text"/>
Fax:	<input style="width: 80%;" type="text"/>
E-Mail:	<input style="width: 80%;" type="text"/>
DUNS:	<input style="width: 40%;" type="text"/>
UEI:	<input style="width: 40%;" type="text"/>
CAGE:	<input style="width: 80%;" type="text"/>
X Signature	<input style="width: 80%;" type="text"/>
Printed Name:	<input style="width: 80%;" type="text"/>
Title:	<input style="width: 80%;" type="text"/>
Date:	<input style="width: 80%;" type="text"/>