

Subcontractor Representations and Certifications

All Subcontractors are required to submit annual Representations and Certifications to Charles River Analytics. Subcontractors should fill out each form in this package completely and accurately, and should sign the certifications on pages 13 and 15. Subcontractors should return the completed and signed package to Mark Felix, Director of Contracts, at mfelix@cra.com.

The following Federal Acquisition Regulation (FAR) representations and certifications are included, as indicated, and are self-deleting if not applicable:

52.203-2	Certificate of Independent Price Determination	X
52.203-11	Certification and Disclosure Regarding payments to Influence Certain Federal Transactions	X
52.204-3	Taxpayer Identification	X
52.204-5	Women-Owned Business (Other Than Small Business)	X
52.209-2	Prohibition on Contracting with Inverted Domestic Corporations	X
52.209-5	Certification Regarding Responsibility Matters	X
52.215-6	Place of Performance	X
52.219-1	Small Business Program Representations	X
52.222-22	Previous Contracts and Compliance Reports	X
52.222-25	Affirmative Action Compliance	X
52.222-38	Compliance with Veterans' Employment Reporting Requirements	X
52.223-1	Bio-Based product Certification	X
52.223-4	Recovered Material Certification	X
52.225-2	Buy American Certificate	X
52.225-4	Buy American – Free Trade Agreements – Israeli Trade Act Certificate	X
52.225-6	Trade Agreements Certificate	X
52.225-20	Prohibition on Conducting Restricted Business Operations in Sudan	X
52.225-25	Prohibition on Contracting with Entities Engaging in Certain Activities or Transactions Relating to Iran	X
52.226-2	Historically Black College or University and Minority Institution Representation	X
52.204-17	Ownership or Control of Offeror	X
52.223-9	Estimate of Percentage of Recovered Material Content for EPA-Designated Products	X
52.227-15	Representation of Limited Rights Data and Restricted Computer Software	X

Subcontractor General Information

Subcontractor Name: _____

Subcontractor Address: _____

Type of Organization:

- | | |
|--|---|
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Government entity (Federal, State, or local) |
| <input type="checkbox"/> Partnership | <input type="checkbox"/> Foreign government |
| <input type="checkbox"/> Corporate entity (not tax-exempt) | <input type="checkbox"/> International organization (per 26 CFR 1.6049-4) |
| <input type="checkbox"/> Corporate entity (tax-exempt) | <input type="checkbox"/> Other _____ |

Taxpayer Identification Number (TIN):

- ☐ Subcontractor will supply TIN
 - TIN: _____
- ☐ TIN has been applied for (Date Applied: _____)
- ☐ TIN is not required because:
 - ☐ Subcontractor 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 United States and does not have an office or place of business or a fiscal paying agent in the United States
 - ☐ Subcontractor is an agency of instrumentality of a foreign government
 - ☐ Subcontractor is an agency of instrumentality of a Federal government

Common Parent (see FAR 52.204-3):

- ☐ Subcontractor is not owned or controlled by a common parent
- ☐ Subcontractor is owned or controlled by a common parent

- Name of Common Parent: _____
- Common Parent TIN: _____

Ownership or Control of Subcontractor (see FAR 52.204-11):

Does the Subcontractor have an Immediate Owner?

- ☐ Subcontractor does not have an immediate owner
- ☐ Subcontractor has an immediate owner
 - o Immediate Owner CAGE Code: _____
 - o Immediate Owner Legal Name: _____ (do not use a “doing business as” name)

If the Subcontractor has an Immediate Owner, is the Immediate Owner owned or controlled by another entity?

- ☐ Immediate Owner is not owned or controlled by another entity
- ☐ Immediate Owner is owned or controlled by another entity
 - o Highest Level Owner CAGE Code: _____
 - o Highest Level Owner Legal Name: _____ (do not use a “doing business as” name)

Certificate of Independent Price Determination

Pursuant to FAR 52.203-2, the Subcontractor certifies that:

1. The prices referred to in this Contract have been arrived at independently, without, for the purpose of restricting competition, any consultation, communication, or agreement with any other subcontractor or competitor relating to those prices, the intention to submit an offer, or the methods or factors used to calculate the prices offered;
2. The prices referred to in this Contract have not been and will not be knowingly disclosed by the Subcontractor, directly or indirectly, to any other subcontractor or competitor before contract award, unless otherwise required by law; and
3. No attempt has been made or will be made by the Subcontractor to induce any other concern to submit or not to submit an offer for the purpose of restricting competition.

The Subcontractor's signature below certifies that the signatory is the person in the Subcontractor's organization responsible for determining the prices being offered in this proposal, and that the signatory has not participated and will not participate in any action contrary to subparagraphs (1) through (3) above; or that the signatory has been authorized, in writing, to act as agent for the person responsible for such determination and certifies that he/she/they has/have not participated, and will not participate in any action contrary to subparagraphs (1) through (3) above, and certifies that, as an agent, the signatory has not personally participated, and will not participate, in any action contrary to subparagraphs (1) through (3) above.

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Certification and Disclosure Regarding Payments to Influence Certain Federal Transactions

Pursuant to FAR 52.203-11, the Subcontractor hereby certifies to the best of his/her 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 his/her behalf in connection with the awarding of this Contract.

If any registrants under the Lobbying Disclosure Act of 1995 have made a lobbying contact on behalf of the Subcontractor with respect to this Contract, the Subcontractor shall submit OMB Standard Form LLL. The Subcontractor need not report regularly employed officers or employees of the Subcontractor to whom payments of reasonable compensation were made.

Pursuant to 31 U.S.C. 1352, submission of this Certification and Disclosure is a prerequisite for entering into this Contract. The prohibition and exceptions contained in FAR 52.203-12 (Limitation on Payments to Influence Certain Federal Transactions) are hereby incorporated by reference in this provision. Any person who makes an expenditure prohibited under this provision or who fails to file or amend the required disclosure, shall be subject to a civil penalty of not less than \$10,000, for each such failure.

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Women-Owned and Small Business Program Representations

*This form should only be filled out if the Subcontractor represents that it is a small business concern, as defined in FAR 52.219-1, or a women-owned business concern, as defined in FAR 52.204-5. **The Subcontractor may not represent itself as both a small business concern and a women-owned business concern.** If the Subcontractor does not represent itself as either a small business concern or a women-owned business concern, then it should not fill out this form and should proceed to page 7.*

The North American Industry Classification System (NAICS) code for this acquisition is **541712**

The small business size standard is **500**.

Please check the appropriate box (choose only one):

- ☐ The Subcontractor does not represent itself as a small business concern (please go to page 7).
- ☐ The Subcontractor represents that it is a women-owned business concern (please go to page 7).
- ☐ The Subcontractor represents that it is a small business concern (continue below).

Please check the appropriate box(es), if applicable:

- ☐ The Subcontractor represents that it is a small disadvantaged business concern (please check the category in which your ownership falls):
 - ☐ Black American
 - ☐ Hispanic American
 - ☐ Native American (American Indians, Eskimos, 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, 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 Islands, or Nepal)
 - ☐ Individual/concern, other than one of the preceding
- ☐ The Subcontractor represents that it is a women-owned small business concern (WOSB) eligible under the WOSB Program, as defined in FAR 52.219-1(a); has provided all the required documents to the WOSB Repository and no change in circumstances or adverse decisions have been issued that affects its eligibility; and that it:
 - ☐ Is not a joint venture.
 - ☐ Is a joint venture that complies with the requirements of 13 CFR 127 and FAR 52.219-1(c)(4).

Please list the names of the WOSB concern eligible under the WOSB Program and other small businesses that are participating in the joint venture and attach to this form. Each WOSB concern eligible under the WOSB Program participating in the joint venture must submit a separate signed copy of this representation.

- ☐ The Subcontractor represents that it is an economically disadvantaged women-owned small business concern (EDWOSB) eligible under the WOSB Program, as defined in FAR 52.219-1(a); has provided all the required documents to the WOSB Repository, and no change in circumstances or adverse decisions have been issued that affects its eligibility; and that it:
- ☐ Is not a joint venture.
 - ☐ Is a joint venture that complies with the requirements of 13 CFR 127 and FAR 52.219-1(c)(4).

Please list the names of the WOSB concern eligible under the WOSB Program and other small businesses that are participating in the joint venture and attach to this form. Each WOSB concern eligible under the WOSB Program participating in the joint venture must submit a separate signed copy of this representation.

- ☐ The Subcontractor represents that it is a veteran-owned small business concern.

- ☐ The Subcontractor represents that it is a service-disabled veteran-owned small business concern.

- ☐ The Subcontractor represents that it is a HUBZone small business concern listed, on the date of this representation, on the List of Qualified HUBZone Small Business Concerns maintained by the Small Business Administration, and no material changes in ownership and control, principal office, or HUBZone employee percentage have occurred since it was certified in accordance with 13 CFR 126; and that it:
- ☐ Is not a HUBZone joint venture.
 - ☐ Is a HUBZone joint venture that complies with the requirements of 13 CFR 126 and FAR 52.219-1(c)(8).

Please list the names of the HUBZone small business concerns that are participating in the joint venture and attach to this form. Each HUBZone small business concern eligible under the HUBZone Program participating in the joint venture must submit a separate signed copy of this representation.

Under 15 U.S.C. 645(d), any person who misrepresents a firm's status as a business concern that is small, HUBZone small, small disadvantaged, service-disabled veteran-owned small, economically disadvantaged women-owned small, or women-owned small eligible under the WOSB Program in order to obtain a contract to be awarded under the preference programs established pursuant to section 8, 9, 15, 31, and 36 of the Small Business Act or any other provision of Federal law that specifically references section 8(d) for a definition of program eligibility, shall (1) be punished by imposition of fine, imprisonment, or both; (2) be subject to administrative remedies, including suspension and debarment; and/or (3) be ineligible for participation in programs conducted under the authority of the Act.

Certification Regarding Responsibility Matters

Pursuant to FAR 52.209-5, the Subcontractor certifies, to the best of its knowledge and belief, that the Subcontractor and/or any of its Principals:

- (a) Are not presently debarred, suspended, proposed for debarment, or declared ineligible for the award of contracts by any Federal agency;
- (b) Have not, within a three-year period preceding the start date of this Contract, been convicted of or had a civil judgment rendered against them for:
 - (i) 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;
 - (ii) Violation of Federal or State antitrust statutes relating to the submission of offers; or
 - (iii) 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;
- (c) Are not presently indicted for, or otherwise criminally or civilly charged by a governmental entity with, commission of any of the offenses enumerated above;
- (d) Have not, within a three-year period preceding the start date of this Contract, been notified of any delinquent Federal taxes in an amount that exceeds \$3,500 for which the liability remains unsatisfied; and
- (e) The Subcontractor has not, within a three-year period preceding the start date of this Contract, had one or more contracts terminated for default by any Federal agency.

“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 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 18 U.S.C. §1001.

This certification is a material representation of fact upon which reliance was placed when making award. If it is later determined that the Subcontractor knowingly rendered an erroneous certification, in addition to other remedies available at law, the Contracting Officer may terminate the contract resulting from this solicitation for default. The Subcontractor shall provide immediate written notice to Charles River Analytics if, at any time prior to contract award, the Subcontractor learns that its certification was erroneous when submitted or has become erroneous by reason of changed circumstances.

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Place of Performance

Pursuant to FAR 52.215-6, any Subcontractor who, in the performance of the Contract, intends to use one or more plants or facilities located at an address that is different from the address listed on Page 2 must provide Charles River Analytics with the location and owner of the plant/facility, if other than the Subcontractor.

Please choose one of the following:

- ☐ Subcontractor intends to use only those plants or facilities located at the address listed on Page 2
- ☐ Subcontractor intends to use one or more plants or facilities located at the addresses below:

Place of Performance (Street Address, City, State, County, Zip Code)	Name and Address of Owner and Operator of Plant/Facility (if other than the Subcontractor)

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Buy American Certifications

Pursuant to FAR 52.225-2, the Subcontractor certifies that each end product, except those listed below, is a domestic end product and that for other than commercially available off-the-shelf items (COTS items), as defined in FAR 52.225-1(a), the Subcontractor has considered components of unknown origin to have been mined, produced, or manufactured outside the United States.

The Subcontractor 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" in FAR 52.225-1(a)).

☐ Subcontractor certifies that all end products are domestic end products (please go to page 11).

☐ Subcontractor will list foreign end products below.

The Subcontractor certifies that the following supplies are **Free Trade Agreement country end products** (other than Bahrainian, Moroccan, Omani, Panamanian, or Peruvian end products) **or Israeli end products** as defined in FAR 52.225-3(a) (*list as necessary*):

Line Item No.	Country of Origin

The Subcontractor shall list below those supplies that are **foreign end products** (other than those listed above) or those **end products manufactured in the United States that do not qualify as domestic end products**, as defined in FAR 52.225-3(a) (*list as necessary*):

Line Item No.	Country of Origin

The Subcontractor certifies that each end product, except those listed below, is a U.S.-made or designated country end product, as defined in FAR 52.225-5(a). The Subcontractor shall list below as other those supplies that **are not U.S.-made or designated country end products** (*list as necessary*):

Line Item No.	Country of Origin

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Prohibition on Conducting Restricted Business Operations in Sudan and Contracting with Entities Engaging in Certain Activities or Transactions Relating to Iran

Pursuant to FAR 52.225-20 and FAR 52.225-25, the Subcontractor makes the following certifications:

- (a) The Subcontractor certifies that it does not conduct any restricted business operations in Sudan.
- (b) The Subcontractor represents that, to the best of its knowledge and belief, the Subcontractor does not export any sensitive technology to the government of Iran or any entities or individuals owned or controlled by, or acting on behalf or at the direction of, the government of Iran.
- (c) The Subcontractor certifies that the Subcontractor, or any person owned or controlled by the Subcontractor, does not engage in any activities for which sanctions may be imposed under Section 5 of the Iran Sanctions Act (i.e. sanctioned activities in the areas of development of the petroleum resources of Iran, production of refined petroleum products in Iran, sale and provision of refined petroleum products to Iran, and contributing to Iran's ability to acquire or develop certain weapons or technologies).
- (d) The Subcontractor certifies that the Subcontractor, and any person owned or controlled by the Subcontractor, does not knowingly engage in any transaction that exceeds \$3,500 with Iran's Revolutionary Guard Corps or any of its officials, agents, or affiliates, the property and interests in property of which are blocked pursuant to the International Emergency Economic Powers Act (50 U.S.C. 1701 et seq.).

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Bio-Based Product and Recovered Material Certification

(a) Bio-Based Product Certification

- i. Pursuant to FAR 52.223-1, and as required by the Farm Security and Rural Investment Act of 2002 and the Energy Policy Act of 2005 (7 U.S.C. 8102(c)(3)), the Subcontractor certifies that bio-based products (within categories of products listed by the United States Department of Agriculture in 7 CFR part 3201, subpart B) to be used or delivered in the performance of the Contract, other than bio-based products that are not purchased by the Subcontractor as a direct result of this Contract, will comply with the applicable specifications or other contractual requirements.

(b) Recovered Material Certification

- i. Pursuant to FAR 52.223-4, and as required by the Resource Conservation and Recovery Act of 1976 (42 U.S.C. 6962(c)(3)(A)(i)), the Subcontractor certifies that the percentage of recovered materials content for EPA-designated items to be delivered or used in the performance of the Contract will be at least the amount required by the applicable contract specifications or other contractual requirements.
- ii. Pursuant to FAR 52.223-9, the Subcontractor, on completion of this Contract, shall estimate the percentage of the total recovered material content for EPA-designated item(s) delivered and/or used in contract performance, including, if applicable, the percentage of postconsumer material content; and will submit this estimate to Charles River Analytics.

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(for the dreems project)

Representation of Limited Rights Data and Restricted Computer Software

As Prime Contractor, Charles River Analytics has agreed to the Government's known delivery requirements for data (as defined in FAR 52.227-14, Rights in Data—General), and as such any Subcontractor is required to agree to the same. Any resulting contract may also provide the Government the option to order additional data under FAR 52.227-16 (Additional Data Requirements). Under the latter clause, a Contractor may withhold from delivery data that qualifies as limited rights data or restricted computer software, and deliver form, fit, and function data instead.

By completing the remainder of this paragraph, the Subcontractor represents that it has reviewed the requirements for the delivery of technical data or computer software and states [check appropriate block]:

- ☒ None of the data proposed for fulfilling the data delivery requirements qualifies as limited rights data or restricted computer software.
- ☐ Data proposed for fulfilling the data delivery requirements qualify as limited rights data or restricted computer software and is identified as follows:

Technical Data or Computer Software to be Furnished with Restrictions ¹	Basis for Assertion ²	Asserted Rights Category ³	Name of Person Asserting Restrictions ⁴

Any identification of limited rights data or restricted computer software in the Subcontractor's response is not determinative of the status of the data should a contract be awarded to the Subcontractor.

Frank E. Ritter

Signature

Frank Ritter

Name (please print)

Professor

Title

28 June 2017

Date

¹ For technical data (other than computer software documentation) pertaining to items, component, or processes developed at private expense, identify both the deliverable technical data and each such item, component, or process. For computer software or computer software documentation, identify the software or documentation.

² Generally, development at private expense, either exclusively or partially, is the only basis for asserting restrictions. For technical data, other than computer software documentation, development refers to development of the item, component, or process to which the data pertain. The Government's rights in computer software documentation generally may not be restricted. For computer software, development refers to the software. Indicate whether development was accomplished exclusively or partially at private expense. If development was not accomplished at private expense, or for computer software documentation, enter the specific basis for asserting restrictions.

³ Enter asserted rights category (e.g., government purpose license rights from a prior contract, rights in SBIR data generated under another contract, limited, restricted, or government purpose rights under this or a prior contract, or specially negotiated licenses).

⁴ Corporation, individual, or other person, as appropriate.

Other Representations and Certifications

- (a) Affirmative Action. Pursuant to FAR 52.222-25 , the Subcontractor represents that *(please choose one)*:
- ☐ It has developed and has 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)
 - ☐ It has not previously had contracts subject to the written affirmative action programs requirement of the rules and regulations of the Secretary of Labor.
- (b) Historically Black College or University Representation. Pursuant to the definitions in FAR 52.226-2, the Subcontractor represents that it *(please choose one)*:
- ☐ Is a historically black college or university.
 - ☐ Is not a historically black college or university.
 - ☐ N/A
- (c) Minority Institution Representation. Pursuant to the definitions in FAR 52.226-2, the Subcontractor represents that it *(please choose one)*:
- ☐ Is a minority institution.
 - ☐ Is not a minority institution.
 - ☐ N/A
- (d) Previous Contracts and Compliance Reports. Pursuant to FAR 15.222-22, if the Subcontractor has participated in a previous contract or subcontract subject to the Equal Opportunity clause of this solicitation then the Subcontractor certifies that it has filed all required compliance reports.
- (e) Inverted Domestic Corporations. The Subcontractor represents that it is not an inverted domestic corporation or a subsidiary of an inverted domestic corporation, as defined in FAR 52.209.10.
- (f) Veterans' Employment Requirements. Pursuant to FAR 52.222-38, the Subcontractor represents that, if it is subject to the reporting requirements of 38 U.S.C. 4212(d) (i.e., if it has any contract containing Federal Acquisition Regulation clause 52.222-37, Employment Reports on Veterans), it has submitted the most recent VETS-100A Report required by that clause.

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Subcontractor Certification

By executing below, the Subcontractor represents and certifies that the information provided herewith is accurate and complete as of the date recorded below. The information provided will remain valid for no more than twelve (12) months from the date signed. The Subcontractor is responsible for updating this information by requesting and submitting a revised form should any of the information change during the twelve (12) month period.

John W. Harold
Signature

John W Harold
Name (please print)

Assoc VP for Research, Director of OSP
Title

6/29/17
Date