REPRESENTATIONS AND CERTIFICATIONS
Commercial Items

For the Pacific Northwest National Laboratory
Operated by Battelle Memorial Institute

Battelle Memorial Institute has executed and is engaged in the performance of Prime Contract DE-AC05-76RL01830 with the United States Department of Energy (DOE), for the management, operation, and maintenance of the Pacific Northwest National Laboratory (PNNL) in Richland, Washington. The following representations and certifications must be completed, and this form must be signed and returned with the Offeror's proposal.

Name and DUNS Number

Individual/Company Name _____

"Doing Business As" (DBA) _____

DUNS Number _____

Taxpayer Identification *(cl. 405 - Oct 1998)*

A. Definitions

"*Common Parent*," as used in this solicitation provision, means that corporation entity owns or controls an affiliated group of corporation that files its Federal income tax returns on a consolidated basis, and of which the offeror is a member.

"*Taxpayer Identification Number (TIN),"* as used in this provision, 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 an Employee Identification Number.

B. All offerors must submit the information required in Paragraphs D through F of this provision to comply with debt collection requirements of 31 U.S.C. 7701(c) and 3325(d), 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 the reporting requirements described in Federal Acquisition Regulation (FAR) 4.904, the failure or refusal by the offeror to furnish the information may result in a 31 percent reduction of payments otherwise due under the contract.

C. The TIN may be used by the Government to collect and report on any delinquent amounts arising out of the offeror's relationship with the government (31 U.S.C. 7701(c)(3)). If the resulting contract is subject to the payment reporting requirements described in FAR 4.904, the TIN provided hereunder may be matched with IRS records to verify the accuracy of the offeror's TIN.

D. *Taxpayer Identification Number (TIN)*

- ☐ TIN: _____
- ☐ TIN has been applied for.
- ☐ 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 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.
- ☐ Offeror is an agency or instrumentality of a foreign government
- ☐ Offeror is an agency or instrumentality of a Federal Government
- ☐ Other. State basis. _____

E. *Type of Organization*

- ☐ Sole proprietorship
- ☐ Partnership
- ☐ Corporate entity (not tax-exempt)
- ☐ Corporate entity (tax-exempt)
- ☐ Government entity (Federal, State, or local)
- ☐ Foreign government
- ☐ 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 provision.
- ☐ Name and TIN of common parent: Name _____ TIN _____

☐ Offeror, its parent company, or subsidiaries, is/has been owned or controlled by a foreign entity. If so, provide the following information:

Name of Parent Company _____

Main Office Address _____

_____

G. *Other*

☐ Foreign organization is headquarter in _____ (country)

☐ Company ☐ is, ☐ is not publicly traded

Small Business Program Representations *(cl. 407 - Oct 2011)*

(Applicable if any performance will be inside the United States or its outlying areas.)

A. 1. The North American Industry Classification System (NAICS) code for this acquisition is _____.

2. The small business size standard is _____.

3. The small business size standard for a concern which submits an offer in its own name, other than on a construction or service contract, but which proposes to furnish a product which it did not itself manufacture, is 500 employees.

B. *Representations*.

1. The offeror represents as part of its offer that it ☐ is, ☐ is not a small business concern.

(Complete 2-8 below, as applicable, only if the offeror represented itself as a small business concern in paragraph B.1. of this provision.)

2. The offeror represents, for general statistical purposes, that it ☐ is, ☐ is not, a small disadvantaged business concern as defined in 13 CFR 124.1002. *(If so, also complete the Small Disadvantaged Business Status representation, below.)*

3. The offeror represents as part of its offer that it ☐ is, ☐ is not a women-owned small business concern.

4. [*Complete only if the offeror represented itself as a women-owned small business concern in Paragraph B.3. of this provision.*] Women-owned small business (WOSB) concern eligible under the WOSB Program.

The offeror represents as part of its offer that—

a. It ☐ is, ☐ is not a WOSB concern eligible under the WOSB Program, 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

b. It ☐ is, ☐ is not a joint venture that complies with the requirements of 13 CFR part 127, and the representation in Paragraph B.4.a. of this provision is accurate in reference to the WOSB concern or concerns that are participating in the joint venture. [*The offeror shall enter the name or names of the WOSB concern or concerns that are participating in the joint venture:* _____.] *Each WOSB concern participating in the joint venture shall submit a separate signed copy of the WOSB representation.*

5. [*Complete only if the offeror represented itself as a women-owned small business concern eligible under the WOSB Program in Paragraph B.4. of this provision.*] Economically disadvantaged women-owned small business (EDWOSB) concern. The offeror represents as part of its offer that—

a. It ☐ is, ☐ is not an EDWOSB concern eligible under the WOSB Program, 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

b. It ☐ is, ☐ is not a joint venture that complies with the requirements of 13 CFR part 127, and the representation in Paragraph B.5.a. of this provision is accurate in reference to the EDWOSB concern or concerns that are participating in the joint venture. [*The offeror shall enter the name or names of the EDWOSB concern or concerns that are participating in the joint venture:* _____.] *Each EDWOSB concern participating in the joint venture shall submit a separate signed copy of the EDWOSB representation.*

6. The offeror represents as part of its offer that it ☐ is, ☐ is not a veteran-owned small business concern.

7. The offeror represents as part of its offer that it ☐ is, ☐ is not a service-disabled veteran-owned small business concern.

8. The offeror represents, as part of its offer, that—

   a. It ☐ is, ☐ is not 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 change in ownership and control, principal office, or HUBZone employee percentage have occurred since it was in accordance with 13 CFR part 126; and

   b. It ☐ is, ☐ is not a HUBZone joint venture that complies with the requirements of 13 CFR part 126, and the representation in paragraph B.6.a. of this provision is accurate for the HUBZone small business concern that are participating in the HUBZone joint venture.

   [*The offeror shall enter the name or names of the HUBZone small business concern or concerns that are participating in the joint venture*: _____]

   Each HUBZone small business concern participating in the joint venture shall submit a separate signed copy of the HUBZone representation.

C. *Definitions*. As used in this provision …

"Economically disadvantaged women-owned small business (EDWOSB) concern" means a small business concern that is at least 51 percent directly and unconditionally owned by, and the management and daily business operations of which are controlled by, one or more women who are citizens of the United States and who are economically disadvantaged in accordance with 13 CFR part 127. It automatically qualifies as a women-owned small business concern eligible under the WOSB Program.

"Service-disabled veteran-owned small business concern"—

1. Means a small business concern (a) Not less than 51 percent of which is owned by one or more service-disabled 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 service-disabled veterans; and (b) The management and daily business operations of which are controlled by one or more service-disabled veterans or, in the case of a service-disabled veteran with permanent and severe disability, the spouse or permanent caregiver of such veteran.
2. Service-disabled veteran means a veteran, as defined in 38 U.S.C. 101(2), with a disability that is service-connected, as defined in 38 U.S.C. 101(16).

"Small business concern" means a concern, including its affiliates, that is independently owned and operated, not dominant in the field of operation in which it is bidding on Government contracts, and qualified as a small business under the criteria in 13 CFR part 121 and the size standard in Paragraph A of this provision.

"Veteran-owned small business concern" means a small business concern—

1. Not less than 51 percent of which is owned by one or more veterans (as defined at 38 U.S.C. 101(2)) 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
2. The management and daily business operations of which are controlled by one or more veterans.

"Women-owned small business concern" means a small business concern—

1. That is at least 51 percent owned 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
2. Whose management and daily business operations are controlled by one or more women.

D. *Notice*.

1. If this solicitation is for supplies and has been set aside, in whole or in part, for small business concerns, then the clause in this solicitation providing notice of the set-aside contains restrictions on the source of the end items to be furnished.
2. Under 15 U.S.C. 645(d), any person who misrepresents a firm's status as a small, HUBZone small, small disadvantaged, or women-owned small business concern in order to obtain a contract to be awarded under the preference programs established pursuant to section 8(a), 8(d), 9, or 15 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— (i) Be punished by imposition of fine, imprisonment, or both; (ii) Be subject to administrative remedies, including suspension and debarment; and (iii) Be ineligible for participation in programs conducted under the authority of the Act.

Alaska Native Corporation or Indian Tribe Representation *(cl. 407A – Feb 2011)*

In accordance with FAR 52.219-9(d)(1)(i), subcontracts awarded to an Alaska Native Corporation (ANC) or Indian tribe may be counted towards subcontracting goals for small business and small disadvantaged business concerns regardless of the size or Small Business Administration certification of the ANC or Indian tribe. As defined by FAR 52.219-9(b), the offeror represents that it –

☐ is ☐ is not an Alaska Native Corporation

☐ is ☐ is not an Indian tribe

Employment Eligibility Verification *(cl. 421 – Oct 2011)*

(Applicable to proposals exceeding $3,000)

Offeror represents that—

☐ E-Verify is not applicable based on paragraph (e) of FAR 52.222-54 Employment Eligibility Verification.

☐ it is ☐ it is not currently enrolled in E-Verify.

☐ if not currently enrolled, it will enroll in E-Verify within 30 calendar days of subcontract award.

☐ it will include FAR 52.222-54 in applicable lower-tier subcontracts.

Affirmative Action Compliance *(cl. 409 - Apr 1984)*

The offeror represents that it –

☐ has developed and has on file,

☐ 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

☐ has not previously had contracts subject to the written affirmative action programs requirement of the rules and regulations of the Secretary of Labor.

Previous Contracts and Compliance Reports *(cl. 408 - Feb 1999)*

Offeror represents that it—

☐ has ☐ has not participated in a previous contract or subcontract subject the Equal Opportunity clause of this solicitation;

☐ Has ☐ has not filed all required compliance reports; and

Representations indicating submission of required compliance reports, signed by proposed subcontractors, will be obtained before subcontract awards.

Royalty Payment Certification *(cl. 414 - Jan 1986)*

In order that the U.S. Department of Energy may be informed regarding royalty payments to be made by a contractor in connection with any acquisition, construction, or operation where the amount of the royalty payment is reflected in the contract price, or is to be reimbursed by Battelle, check one of the following:

☐ The Contract price includes no amount representing the payment of royalty by the Offeror directly to others in connection with the performance of the contract.

☐ The Contract price includes an amount for royalty payment expected to be made in connection with the proposed award set forth below:

1. the amount of each payment,
2. the names of the licensor, and
3. either the patent numbers involved or such other information as will permit identification of the patents and patent applications and the basis on which royalties will be paid.

Buy American Act Certificate *(cl. 410 - 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 No.	Country of Origin

C. Offers will be evaluated in accordance with the policies and procedures of Part 25 of the Federal Acquisition Regulation.

Export Control *(cl. 422 – July 2012)*

(Required for all proposals of Equipment, Tools, Software or Technology)

The Offeror represents that the property has an Export Control requirement that is described in either of the following regulations:

A. An International Traffic in Arms Regulations (ITAR) United States Munitions List (USML) Category

Manufacturer Name _____
Model Number _____
Description _____
USML Category # _____

B. An Export Administrations Regulations (EAR) Export Control Classification Number (ECCN);

Manufacturer Name _____
Model Number _____
Description _____
ECCN # _____ (e.g. 1A001…NOT the Harmonizing Code)

Note: Prior to the delivery of equipment, tools, software or technology, the successful contractor must provide the ECCN for each item to the PNNL Property Office at pnnl.property@pnnl.gov.

Certification Regarding Responsibility Matters *(cl. 419 - April 2010)*

A. The Offeror certifies, to the best of its knowledge and belief, that—

1. The Offeror and/or any of its Principals—

☐ are ☐ are not presently debarred, suspended, proposed for debarment, or declared ineligible for the award of contracts by any Federal agency;

☐ 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;

☐ 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.a.ii. of this provision;

☐ 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.

a. 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.

b. *Examples*.

- 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.
- 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.
- 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.
- 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).

c. 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 Contracts Representative 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 the Battelle Contracts Representative 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, the Battelle Contracts Representative may terminate the contract resulting from this solicitation for default.

Certification and Disclosure Regarding Payments to Influence Certain Federal Transactions *(cl. 404 - Sep 2007)*

(Applicable to proposals exceeding $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 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.

Code of Business Ethics and Conduct *(cl. 406 - Oct 2011)*

By submission of this offer, the offeror certifies that it conducts its business fairly, impartially, and in an ethical and proper manner. The offeror also certifies that it maintains a Code of Business Ethics and Conduct and adheres to its terms. The offeror agrees, in consideration of the opportunity to propose on this requirement, that the offeror shall immediately report all unethical or improper conduct by the offeror or Buyer's agents in connection with this solicitation or the resulting contract to the U.S. Department of Energy, Office of Inspector General, and the Battelle Contracts Representative.

SIGNATURE

Note: A person authorized to make legally binding commitments on behalf of the offeror must sign below. Signature constitutes a representation that reasonable and prudent inquiry has been made to ascertain the true and accurate basis of all statements. Statements which a person knows or has reason to know are false, fictitious, or fraudulent may result in criminal or civil penalties, as prescribed in 18 USC 1001 and 31 USC 3802(a)(2). These Representations and Certifications shall remain in effect for a period of one (1) year from the date signed and shall satisfy any subsequent proposal requirements during that one-year period. The Offeror shall notify Battelle of any changes that occur in any of the representation or certifications during that period.

Authorized Signature _____

Signer's Name (Printed) _____

Title _____

Date _____