



**THE BOEING COMPANY SPECIAL PROVISIONS SP1 (22 October 2015)
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].

A. REPRESENTATION REGARDING DEBARMENT, SUSPENSION, PROPOSED DEBARMENT OR DECLARED INELIGIBLE STATUS (Reference FAR 52.209-6)

1. The Offeror represents that the Offeror and/or any of its Principals are not presently debarred, suspended, proposed for debarment by the Federal Government or declared ineligible for award of Government contracts or subcontracts;
2. The Offeror shall provide immediate written notice to the Buyer if the Offeror learns that its certification was erroneous when submitted or if the Offeror and/or any of its Principals hereafter becomes debarred, suspended, proposed for debarment by the Federal Government or declared ineligible for award of Government contracts or subcontracts.

B.1 CERTIFICATION AND DISCLOSURE REGARDING PAYMENTS TO INFLUENCE CERTAIN FEDERAL TRANSACTIONS (Reference FAR 52.203-11. Applies if the solicitation/contract includes the Sept 2005 or April 1991 versions of the clause.)

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
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 \$100,000 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 an 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 (Reference FAR 52.203-11 Sept 2007. Applies if the solicitation/contract includes the Sep 2007 version of the clause.)

- (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.
- (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. SYSTEM FOR AWARD MANAGEMENT (SAM)

Offeror represents that prior to contract award, during contract performance, and through final payment of any contract issued by Buyer, Offeror shall maintain active registration in the U.S. government **SAM** database (see FAR 52.204-7). www.sam.gov

D. 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 the United States or its territories or possessions).

E. CERTIFICATION OF REGISTRATION WITH THE CANADIAN GOODS DIRECTORATE (Reference Defense Production Act and Controlled Goods Regulations <http://ssi-iss.tpsgc-pwgsc.gc.ca/dmc-cgd/index-eng.html>. Applies if the Offeror is located in Canada.)

The Offeror certifies that it:

is, or 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 F THROUGH H 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.

F. NONSEGREGATED FACILITIES REQUIREMENTS (Reference FAR 52.222-21. Applies when the solicitation/contract contains the April 1984 version of the clause and includes FAR 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; and

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

A Certification of Nonsegregated 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).

G. PREVIOUS CONTRACTS AND COMPLIANCE REPORTS (Reference FAR 52.222-22)

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.

H. AFFIRMATIVE ACTION COMPLIANCE (Reference 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.)

1. The Offeror represents that it:
 - a. has developed will maintain and has on file, or
 - b. 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 FR 60-1, 60-2 or 60-4)
 - c. has not previously had contracts subject to the written affirmative action program requirement of the rules and regulations of the Secretary of Labor.
2. If 1.b 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.

PROVISIONS I THROUGH J OF THESE REPRESENTATIONS AND CERTIFICATIONS ARE NOT APPLICABLE WITH RESPECT TO WORK PERFORMED OUTSIDE OF THE UNITED STATES AND ITS OUTLYING AREAS.

I. CLEAN AIR AND WATER CERTIFICATION (Reference FAR 52.223-1 (April 1984). Applies if the solicitation/contract includes the April 1984 version of the clause.)

(This provision is not applicable to (1) offers of \$100,000 or under; (2) indefinite quantity contracts where the amount ordered in any year is not projected by the Buyer to exceed \$100,000 as set forth in the solicitation; or (3) commercial items. None of these exemptions apply if the facility to be used is on the EPA List of Violating Facilities for a conviction under the Air Act or the Water Act. See FAR 23.104 (a) and (b).)

The Offeror certifies that –

1. Any facility to be used in the performance of this proposed contract is, or is not listed on the Environmental Protection Agency (EPA) List of Violating Facilities.
2. The Offeror will immediately notify the Buyer, before award, of the receipt of any communication from the Administrator, or a designee, of the EPA, indicating that any facility that the Offeror proposes to use for the performance of the contract is under consideration to be listed on the EPA List of Violating Facilities; and
3. The Offeror will include a certification substantially the same as this certification, including this paragraph 3, in every nonexempt subcontract as defined in FAR 23.104.

J. CERTIFICATION OF TOXIC CHEMICAL RELEASE REPORTING (Reference 52.223-13. Applies if the solicitation/contract contains the August 2003 or October 1995 versions of the clause and includes FAR 52.223-14. Not applicable to solicitations for commercial items or for solicitations that are expected not to exceed \$100,000.)

The Offeror certifies that –

a. As the owner or operator of facilities that will be used in the performance of this contract that are subject to the filing and reporting requirements described in section 313 of the Emergency Planning and Community Right-to-Know Act of 1986 (EPCRA) (42 U.S.C.11023) and 6607 of the Pollution Prevention Act of 1990 (PPA) (42 U.S.C. 13106), the Offeror will file and continue to file for such facilities for the life of the contract the Toxic Chemical Release Inventory Form (Form R) as described in sections 313(a) and (g) of EPCRA and section 6607 of PPA; or

b. None of its owned or operated facilities to be used in the performance of this contract is subject to the Form R filing and reporting requirements because each such facility is exempt for at least one of the following reasons:

(check each block that is applicable)

- i. The facility does not manufacture, process or otherwise use any toxic chemicals listed in 40 CFR 372.65;
- ii. The facility does not have ten (10) or more full-time employees as specified in section 313(b)(1)(A) of EPCRA, 42 U.S.C. 11023(b)(1)(A);

iii. The facility does not meet the reporting thresholds of toxic chemicals established under section 313(f) of EPCRA, 42 U.S.C. 11023(f) (including the alternate thresholds at 40 CFR 372.27, provided an appropriate certification form has been filed with EPA);

iv. The facility does not fall within the following Standard Industrial Classification (SIC) ([see http://www.osha.gov/pls/imis/sic_manual.html] or their corresponding North American Industry Classification System (NAICS) sectors [see <http://www.census.gov/epcd/www/naics.html>): (A) Major group 10 (except 1011, 1081, and 1094).

(B) Major group 12 (except 1241).

(C) Major group codes 20 through 39.

(D) Industry code 4911, 4931, 4939 (limited to facilities that combust coal and/or oil for the purpose of generating power for distribution in commerce).

(E) Industry code 4953 (limited to facilities regulated under the Resource Conservation and Recovery Act, Subtitle C (42 U.S.C. 6921, *et seq.*)), or 5169, 5171, 7389 (limited to facilities primarily engaged in solvent recovery services on a contract or for fee basis); or

v. The facility is not located within any state of the United States, the District of Columbia, the Commonwealth of Puerto Rico, Guam, American Samoa, the United States Virgin Islands, the Northern Mariana Islands, or any other territory or possession over which the United States has jurisdiction.

K. CERTIFICATION OF REGISTRATION WITH THE DIRECTORATE OF DEFENSE TRADE CONTROLS (DDTC)

The Offeror certifies that it

is, or 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). If required to be registered, the Offeror certifies that it is currently registered with DDTC.

L. ANNUAL CERTIFICATION REGARDING COMBATING TRAFFICKING IN PERSONS (Reference FAR 52.222-50(h)(5))

The Offeror certifies that it

has or has not received one or more subcontracts containing FAR 52.222-50 in which Form X37101, Certification Regarding Combating Trafficking in Persons" has been executed in the preceding 12 months and/or is currently performing such subcontract(s).

If not, stop here.

If yes, the Offeror certifies that it:

has or has not implemented compliance plans for each and every Boeing subcontract, and that the purpose of such plans is 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—

is not aware that it or any of its agents, subcontractors, or their agents are engaged in any such activities on any of the subcontracts; 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.

M. 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).

N. BUSINESS STATUS

The establishment of the Offeror's business size, status and other representations are required by government regulations and corporate policy. The Boeing Company and/or affiliates are required to determine business size and classification of its suppliers and subcontractors in

advance of any procurement transactions. Any representation by the Offerer and assigned profile of record shall be fully incorporated into all contractual obligations.

Size Information

(Check one block only)

- Small Business (SB)
- Large Business (LB)
- Foreign (Non-U.S.) Business
- Non-Profit Organization
- Affiliate Member of NIB and/or NISH
- Historically Black College/University or Minority Institution (HBCU/MI)

Ownership Information

(Check all blocks that apply)

- Minority Owned

Owner Ethnicity Information

(Check one block only)

- African American
- Asian Pacific American
- Hispanics American
- Native American
- Subcontinent Asian American
- Other – All other ethnicities
- Veteran (American) Owned
- Alaskan Native Corporation (ANC)
- Indian Tribes (Federally Recognized)
- Service-Disabled Veteran (American) Owned
- Women-Owned
- * SBA Certified HUBZone Small Business
- Small Disadvantaged Business (SDB)
- * National Minority Supplier Development council (NMSDC) certified (Type 1), CAMSC, MSD-UK, MSD-China, or Other NMSDC affiliates
- * Women's Business Enterprise National Council (WBENC) certified and WEConnect (China, Canada, UK) Member

*A copy of SBA Certification letters, NMSDC or WBENC Certifications MUST be provided with this form.

NOTICE: In accordance with 15 U.S.C. 645(d), any person or concern who misrepresents a firm's proper size classification shall (1) be punished by imposition of a fine, imprisonment or both; (2) be subject to administrative remedies (including suspension and debarment); and (3) be subject to ineligibility for participation in programs conducted under the authority of the Small Business Act.

CERTIFICATION (SIGNATURE) IS REQUIRED BY AN AUTHORIZED OFFICIAL VERIFYING THE INFORMATION CONTAINED ON THIS FORM IS TRUE. (VOID UNLESS SIGNED)

O. OFFEROR'S EXECUTION

Offeror's signature below applies to all provisions above.

Company: _____ Date: _____
Address: _____

(Offeror's location where performance will occur)

Name: _____ Phone: _____
Email: _____ Fax: _____
Title: _____