



THE BOEING COMPANY SPECIAL PROVISIONS SP1 (15 OCT 2009) 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, AND PROPOSED DEBARMENT (Modified FAR 52.209-6)

1. The Offeror represents that the Offeror and/or any of its Principals are not presently debarred, suspended, or proposed for debarment by the Federal Government;
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, or proposed for debarment by the Federal Government or by any Federal agency.

B.1 Certification and Disclosure Regarding Payments to Influence Certain Federal Transactions (Modified 52.203-11 Sept 2005/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 \$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 (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.

(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. 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).

PROVISIONS D THROUGH F 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.

D. 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; 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).

E. 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.

F. 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.
 - 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 (41 CFR 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 G THROUGH H OF THESE REPRESENTATIONS AND CERTIFICATIONS ARE NOT APPLICABLE WITH RESPECT TO WORK PERFORMED OUTSIDE OF THE UNITED STATES AND ITS OUTLYING AREAS.

G. CLEAN AIR AND WATER CERTIFICATION (Modified FAR 52.223-1) (April 1984) (removed from FAR February 25, 2000). Applies if the US Government solicitation sent to the Buyer includes the clause per the Customer Contract Requirements document.

(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.

H. CERTIFICATION OF TOXIC CHEMICAL RELEASE REPORTING (Modified 52.223-13 August 2003/October 1995) (Applicable only if FAR 52.223-14 is to be included in the resulting subcontract. 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.

I. 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, please provide current, valid DDTC registration number for the Offeror : _____.

J. OFFEROR'S EXECUTION

Offeror's signature below applies to all provisions above.

| | | | |
|-----------------------|---|----------------|--|
| Company: | | Date: | |
| Address: | | Telephone No.: | |
| | (Offeror's location where performance will occur) | | |
| Name (Print or Type): | | Fax No.: | |
| Signature: | | Email Address: | |
| Title: | | | |