

COMMERCIAL ITEM CONTRACT
REPRESENTATIONS AND CERTIFICATIONS

This Exhibit contains certifications and representations that are material representations of fact upon which MEDIMMUNE will rely in making awards to Contractor. By submitting its written offer, or providing oral offers/quotations at the request of MEDIMMUNE, or accepting any Contract, Contractor certifies to the representations and certifications as set forth below in this Exhibit. These certifications shall apply whenever these terms and conditions are incorporated by reference in any Contract, agreement, other contractual document or any quotation, request for quotation (oral or written), request for proposal or solicitation (oral or written), issued by MEDIMMUNE. Contractor shall immediately notify MEDIMMUNE of any change of status with regard to these certifications and representations.

This Contract is entered into by the parties in support of a U.S. Government contract. As used in the FAR clauses referenced below and otherwise in this Contract:

“Commercial Item” means a Commercial Item as defined in FAR § 2.101.

“Contract” means this contract.

“Contractor,” “Offeror” and “Bidder” means the SELLER, as defined in this contract, acting as the immediate (first tier) subcontractor to MEDIMMUNE.

“Subcontract” means any contract placed by the contractor or lower-tier subcontractors under this Contract.

(a) FAR § 52.209-5 Certification Regarding Debarment, Suspension, Proposed Debarment, and Other Responsibility Matters.

(1) Contractor certifies that, to the best of its knowledge and belief, that Contractor and/or any of its Principals, (as defined in FAR § 52109-5,) are not presently debarred, suspended, proposed for debarment, or declared ineligible for the award of contracts by any Federal agency.

(2) Contractor shall provide immediate written notice to MEDIMMUNE if, any time prior to award of any

contract, it learns that its certification was erroneous when submitted or has become erroneous by reason of changed circumstances.

- (b) FAR § 52.222-22 Previous Contracts and Compliance Reports.

Contractor represents that if Contractor has participated in a previous contract or subcontract subject to Equal Opportunity clause (FAR § 52.222-26): (i) Contractor has filed all required compliance reports, and (ii) that representations indicating submission of required compliance reports, signed by proposed subcontractors, will be obtained before subcontract awards.

- (c) FAR § 52.222-25 Affirmative Action Compliance.

Contractor represents: (i) that Contractor 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), or (ii) that in the event such a program does not presently exist, Contractor will develop and place in operation such a written Affirmative Action Compliance Program within one-hundred twenty (120) days from the award of this Contract.

- (d) FAR § 52.225-2 Buy American Act Certificate (June 2003).

(1) The offeror certifies that each end product, except those listed in subparagraph (2) of this provision, is a domestic end product and that 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. The terms “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.”

(2) Foreign End Products.

Line Item No.	Country of Origin
_____	_____
_____	_____
_____	_____

[List as necessary]

(3) The Government will evaluate offers in accordance with the policies and procedures of Part 25 of the Federal Acquisition Regulation.

(e) Offeror Representations and Certifications—**Offeror must complete the following business status representations:**

(1) *Small business concern.* The offeror represents either it is or is not a small business concern.

(2) *Veteran-owned small business concern.* The offeror represents either it is or is not a veteran-owned small business concern.

(3) *Service-disabled veteran-owned small business concern.* The offeror represents either it is or is not a service-disabled veteran-owned small business concern.

(4) *Small disadvantaged business concern.* The offeror represents either it is or is not a small disadvantaged business concern.

(5) *Women-owned small business concern.* The offeror represents either it is or is not a women-owned small business concern.

(6) *Women-owned business concern.* The offeror represents either it is or is not a women-owned business concern.

(7) *Certification Regarding Knowledge of Child Labor for Listed End Products.* The offeror represents it is or is not acquiring end products requiring certification as to forced or indentured child labor.

- (8) *HUBZone small business concern.* [Complete only if the offeror represented itself as a small business concern in paragraph (e)(1) of this provision.] The offeror represents, as part of its offer, that—
- (i) 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 has occurred since it was certified by the Small Business Administration in accordance with 13 CFR Part 126; and
 - (ii) It is, is not a joint venture that complies with the requirements of 13 CFR Part 126, and the representation in paragraph (e)(8)(i) of this provision is accurate for the HUBZone small business concern or concerns that are participating in the 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.
- (f) *Certification Regarding Payments to Influence Federal Transactions (31 U.S.C. 1352).* (Applies only if the contract is expected to exceed \$100,000.) By submission of its offer, the offeror 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 his or her behalf in connection with the award of any resultant contract.
- (g) Authorized Signature.

All Offerors must sign and complete this form. By signing below, the Offeror hereby certifies all the foregoing representations and certifications are current, accurate, and complete.

Company Name

Authorized Representative Signature

Title _____

Date _____

Phone Number _____

Submitted in response to

Solicitation Number or Contract Number:
