



**SELLER REPRESENTATIONS AND CERTIFICATIONS  
FOR AGREEMENTS UNDER U.S. GOVERNMENT CONTRACTS**

Olin Winchester, LLC (“Buyer”) provides products and services to the U.S. Government (“Government”) under multiple prime contracts. Buyer’s Government contracts impose important compliance obligations on Buyer and its suppliers (each a “Seller”). Buyer obtains these Seller Representations and Certifications to ensure that its suppliers can meet the requirements of Buyer’s Government contracts. Buyer relies on the responses to these Seller Representations and Certifications in awarding purchase orders, subcontracts, and other agreements (“Agreements”).

Seller must provide all information requested in these Seller Representations and Certifications and acknowledge each representation and certification by checking the relevant box. Italicized terms are defined in Federal Acquisition Regulation (“FAR”) 2.101 and the FAR clauses referenced in the headings of these Seller Representations and Certifications. Buyer expects Seller to consult the referenced FAR clauses to ensure the accuracy and completeness of all responses.

These Seller Representations and Certifications will be incorporated by reference in all current and future Agreements between Seller and Buyer. Seller must provide immediate written notice to Buyer of any changes to the information provided by submitting updated Seller Representations and Certifications to Buyer.

Legal Business Name: _____	Employer Identification Number: _____
Address (Number, Street, Suite): _____	Unique Entity Identification: _____
City, State, Postal Code: _____	DUNS Number: _____
Telephone: _____	CAGE Code: _____
Business Email: _____	JCP Certification Number: _____

**SELLER MAKES THE FOLLOWING REPRESENTATIONS AND CERTIFICATIONS TO BUYER WITH RESPECT TO ALL CURRENT AND FUTURE AGREEMENTS.**

**1. Taxpayer Identification (FAR 5.204-3)**

Seller must: (a) provide its TIN; (b) select its entity type; and (c) either check that it is not owned/controlled by a common parent or check that it is owned/controlled by a common parent and, if so, provide the common parent’s TIN.

a. Taxpayer Identification Number: \_\_\_\_\_

b. 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 C.F.R. 1.6049-4



c. Common Parent

- Seller is not owned or controlled by a common parent.
- Seller is owned and controlled by a common parent. The name of the common parent is \_\_\_\_\_ . The TIN of the common parent is \_\_\_\_\_ .

2. Ownership or Control of Offeror (FAR 52.204-17)

Seller must: (a) indicate whether it has an immediate owner; (b) provide the legal name and CAGE code for any immediate owner; (c) indicate whether its immediate owner is owned/controlled by another entity; and (d) if so, provide the legal name and CAGE code for its highest-level owner.

- a. Seller represents that it  has (does not have) an **immediate owner**.
- b. If Seller indicates it “has” an **immediate owner**, Seller represents that the legal name of its **immediate owner** is \_\_\_\_\_ and the CAGE code for its **immediate owner** is \_\_\_\_\_.
- c. Is the **immediate owner** owned or controlled by another entity?  Yes ( No)
- d. If “yes”, Seller represents that the legal name of its **highest-level owner** is \_\_\_\_\_ and the CAGE code of its **highest-level owner** is \_\_\_\_\_.

3. Small Business Program and Other Socioeconomic Representations (FAR 52.219-1; FAR 52.226-2)

Seller must provide the information below to comply with small business and other socioeconomic reporting requirements. If Seller indicates in (a) that it is a small business concern, then Seller must identify in (b) the NAICS codes and size standards for which Seller claims small business status. If Seller indicates in (a) that it is a small disadvantaged business concern, then Seller must identify in (c) the relevant category for its ownership.

- a. Seller represents that it is a (check all that apply):
  - Small business concern**
  - Veteran-owned small business concern**
  - Service-disabled veteran-owned small business concern**
  - Small disadvantaged business concern**
  - Women-owned small business concern**
  - HUBZone small business concern**
  - Alaskan Native Corporation**
  - Indian tribe**
  - Historically Black College/University or Minority Institution**
- b. If Seller represented that it is a **small business concern**, Seller represents that it meets the small business size standards for the North American Industry Classification Code System (“NAICS”) codes listed below. Buyer will only consider Seller to be a **small business concern** for the specific NAICS codes for which Seller has represented small business status.

NAICS Code	Description	Size Standard



c. If Seller represented itself as a small disadvantaged business concern, check the category in which Seller's ownership falls:

- Black American
- Hispanic American
- Native American*
- Asian-Pacific American*
- Subcontinent Asian (Asian-Indian) American*
- Individual/concern, other than one of the preceding

Under 15 U.S.C. 645(d), any person who misrepresents a firm's status as a *small business concern*, *veteran-owned small business concern*, *service-disabled veteran-owned small business concern*, *small disadvantaged business concern*, *women-owned small business concern*, or *HUBZone small business concern* to obtain a subcontract may be punished by imposition of a fine, imprisonment, or both; be subject to administrative remedies including suspension and debarment; and be ineligible for participation in programs conducted under the authority of the Small Business Act.

#### 4. Certificate of Independent Price Determination (FAR 52.203-2)

Seller must check the box affirming the representation below or provide a detailed explanation of the facts that preclude Seller from making such representation.

- Seller represents that its prices submitted to Buyer have been arrived at independently, without, for the purpose of restricting competition, any consultation, communication, or agreement with any other supplier or competitor relating to those prices, the intention to submit an offer, or the methods or factors used to calculate the prices offered. Seller represents that its prices to Buyer will not knowingly disclosed by Seller, directly or indirectly, to any other supplier or competitor unless otherwise required by law. Seller represents that no attempt has been made by Seller to induce any other concern to submit or not to submit an offer to Buyer for the purpose of restricting competition.

#### 5. Gratuities (FAR 52.203-3)

Seller must check the box affirming the representation below or provide a detailed explanation of the facts that preclude Seller from making that representation.

- Seller represents that it has not directly or indirectly: (a) offered or given any *gift* (as defined in 5 C.F.R. 2635.203) to an officer, official, or employee of the Government; and (b) intended, by the *gift*, to obtain a contract or favorable treatment under a contract for Seller or Buyer.

#### 6. Anti-Kickback (FAR 52.203-7)

Seller must check the box affirming the representation below or provide a detailed explanation of the facts that preclude Seller from making that representation.

- Seller represents that it has not: (a) provided, attempted to provide, or offered to provide any *kickback* to Buyer; (b) solicited, accepted, or attempted to accept any *kickback* from any lower-tier subcontractor; or (c) included, directly or indirectly, the amount of any *kickback* in the contract price charged to Buyer.

#### 7. Procurement Integrity (FAR 52.203-8; FAR 52.203-10)

Seller must check the box affirming the representation below or provide a detailed explanation of the facts that preclude Seller from making that representation.

- Seller represents that it has not, other than as provided by law, in connection with any matter involving Buyer, knowingly obtained *contractor bid or proposal information* or *source selection information* before the award of a Federal agency procurement contract to which the information relates.



## 8. Equal Opportunity and Affirmative Action (FAR 52.222-26; FAR 52.222-35; FAR 52.222-36)

Seller must check the box affirming the representation below or provide a detailed explanation of the facts that preclude Seller from making that representation.

- Seller represents that it complies with the requirements of 41 CFR 60-1.4(a), 60-300.5(a), and 60-741.5(a). These regulations prohibit discrimination against qualified individuals based on their status as protected veterans or individuals with disabilities, and prohibit discrimination against all individuals based on their race, color, religion, sex, sexual orientation, gender identity, national origin, and for inquiring about, discussing or disclosing compensation. These regulations also require that covered prime contractors and subcontractors take affirmative action to employ and advance in employment individuals without regard to race, color, religion, sex, sexual orientation, gender identity, national origin, disability or veteran status.

## 9. Certification/Disclosure Regarding Payments to Influence Federal Transactions (FAR 52.203-11)

Seller must check the box affirming the representation below or provide a detailed explanation of the facts that preclude Seller from making that representation.

- Seller represents that Federal *appropriated funds* have not been paid and will not 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 in connection with a *covered Federal action* involving Buyer. Seller represents that if registrants under the Lobbying Disclosure Act of 1995 have made a *lobbying contact* on behalf of Seller with respect to a Buyer contract or any Agreement thereunder, Seller has completed and submitted OMB Standard Form LLL, Disclosure of Lobbying Activities, to provide the names of the registrants.

## 10. Certification Regarding Responsibility Matters (FAR 52.209-5)

Seller must check the boxes affirming each of the representations below or provide a detailed explanation of the facts that preclude Seller from making any of those representations.

- a.  Seller represents that Seller and its *principals* are not presently debarred, suspended, proposed for debarment, or declared ineligible for the award of contracts by any Federal agency.
- b.  Seller represents that Seller and its *principals* have not within the last three years been convicted or had a civil judgment rendered against them for: commission of fraud or a criminal offense in connection with obtaining, attempt 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.
- c.  Seller represents that Seller and its *principals* are not presently indicted for, or otherwise criminally or civilly charged by a governmental entity with, commission of any of the offenses enumerated in the preceding sentence.
- d.  Seller represents that Seller and its *principals* have not within the last three years been notified of any delinquent Federal taxes in an amount that exceeds \$10,000 for which the liability remains unsatisfied.
- e.  Seller represents that Seller has not within the last three years had one or more contracts terminated for default by a Federal agency.

## 11. Reporting Executive Compensation and First-Tier Subcontract Awards (FAR 52.204-10)

Seller must either: (a) check the box indicating that it is exempt from the requirement to report executive compensation and indicate the reason for that exemption by selecting (i), (ii), and/or (iii), or (b) check the box indicating that it is not exempt from the requirement to report executive compensation and provide the requested information.



- a.  Seller represents that it is exempt from the requirement to report the **total compensation** of Seller's five most highly compensated **executives** because:
- i.  In Seller's preceding fiscal year, Seller received less than 80% of its annual gross revenues from Federal contracts (and subcontracts), loans, grants (and subgrants), cooperative agreements, and any other form of Federal assistance.
  - ii.  In Seller's preceding fiscal year, Seller received less than \$25 million in annual gross revenues from Federal contracts (and subcontracts), loans, grants (and subgrants), cooperative agreements, and any other form of Federal assistance.
  - iii.  The public has access to the information about compensation of the **executives** through periodic reports filed under section 12(a) or 15(d) of the Securities and Exchange Act of 1934 (15 U.S.C. 78m(a), 78o(d)) or section 6104 of the Internal Revenue Code of 1986.
- b.  If Seller is not exempt from the requirement to report executive competition for one of the three reasons above, Seller represents that the **total compensation** for its five most highly compensated **executives** is provided in the table below.

Number	Name of Executive	Total Compensation (\$)
1		
2		
3		
4		
5		

**12. Covered Telecommunications Equipment or Services – Representation; Covered Defense Telecommunications and Services – Representation (FAR 52.204-26, DFARS 252.204-7016)**

Seller must check the boxes affirming the representations below or provide a detailed explanation of the facts that preclude Seller from making those representations.

- a.  Seller represents that it does not provide **covered telecommunications equipment or services** or **covered defense telecommunications equipment or services** as part of its offered products or services to the Government in the performance of any contract, subcontract, or other contractual instrument.
- b.  After conducting a reasonable inquiry for purposes of this representation, Seller represents that it does not use **covered telecommunications equipment or services**, or any equipment, system, or services that uses **covered telecommunications equipment or services**.

**13. Basic Safeguarding of Covered Contractor Information Systems; Safeguarding Covered Defense Information and Cyber Incident Reporting (FAR 52.204-21; DFARS 252.204-7012)**

Seller must check the boxes affirming the representations below in order to obtain access to federal contract information and covered defense information, respectively.

- a.  Seller represents that it is currently capable of handling **federal contract information** compliant with FAR 52.204-21, including **safeguarding** requirements and procedures to protect **covered contractor information systems**.
- b.  Seller represents that it is currently capable of handling **covered defense information** compliant with DFARS 252.204-7012, to include having a system security plan (or plans) and (if applicable) associated plans of action that meet requirements of NIST SP 800-171 Rev. 1 or any later applicable revision of NIST SP 800-171.



**14. Buy American and Trade Agreements Act Certificates (FAR 52.225-2; FAR 52.225-6; FAR 52.225-10; DFARS 252.225-7000; DFARS 252.225-7020)**

Seller must check the box affirming the representation below.

- Seller represents that it will deliver to Buyer only products and components that qualify as both *domestic end products* and *U.S.-made end products* or, in the case of construction, will use only *domestic construction material*, unless Buyer has granted a written exception to this requirement for a specific order prior to the issuance of that order..

**15. Joint Certification Program (DD Form 2345)**

Seller must indicate whether it has been certified by the Joint Certification Program for access to unclassified military technical data and, if so, provide the date of expiration for that certification. Seller will not be eligible for access to such data if it has not obtained the required certification or upon expiration of that certification.

- a. Seller represents that it  has ( has not) been certified by the Joint Certification Program for access to unclassified military technical data.
- b. Seller represents that the expiration date for its certification is \_\_\_\_\_ and that Seller will notify Buyer immediately if its certification is not renewed before that date.

**16. Authorized Signature of Seller**

Seller must check the boxes affirming each of the representations below.

- a.  Seller represents that all information in these Seller Representations and Certifications is accurate.
- b.  Seller acknowledges that Buyer will rely on the information contained in these Seller Representations and Certifications.
- c.  Seller agrees to (i) immediately notify Buyer, in writing, of any changes to the information submitted by Seller in these Seller Representations and Certifications by submitting updated Seller Representations and Certifications to Buyer, and (ii) complete and return updated Seller Representations and Certifications by no later than October 1st of each year during the term of any Agreement between Buyer and Seller, and/or at any other time requested by Buyer.
- d.  Seller agrees that these Seller Representations and Certifications are hereby incorporated into all current and future Agreements with Buyer.

**SELLER:**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Phone Number: \_\_\_\_\_

Email: \_\_\_\_\_

Date: \_\_\_\_\_