TERMS AND CONDITIONS

52.204-1 APPROVAL OF CONTRACT (DEC 1989)

This contract is subject to the written approval of the Contracting Officer and shall not be binding until so approved. *(End of clause)*

52.204-8 ANNUAL REPRESENTATIONS AND CERTIFICATIONS (MAR 2026)

(a)(1) The North American Industry Classification System (NAICS) code for this acquisition is 236220.

(2) The small business size standard is $45.0M (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)(1) If the provision at 52.204-7, System for Award Management, is included in this solicitation, paragraph (d) of this provision applies.

(2) If the provision at 52.204-7 is not included in this solicitation, and the offeror is currently registered in the System for Award Management (SAM), and has completed the Representations and Certifications section of SAM electronically, the offeror may choose to use paragraph (d) of this provision instead of completing the corresponding individual representations and certifications in the solicitation. The offeror shall indicate which option applies by checking one of the following boxes:

___ (i) Paragraph (d) applies.

___ (ii) Paragraph (d) does not apply and the offeror has completed the individual representations and certifications in the solicitation.

(c)(1) The following representations or certifications in SAM are applicable as indicated:

(i) 52.203-2, Certificate of Independent Price Determination. This provision applies to solicitations when a firm-fixed-price contract or fixed-price contract with economic price adjustment is contemplated, unless–

(A) The acquisition is to be made under the simplified acquisition procedures in part 13;

(B) The solicitation is a request for technical proposals under two-step sealed bidding procedures; or

(C) The solicitation is for utility services for which rates are set by law or regulation.

(ii) 52.203-11, Certification and Disclosure Regarding Payments to Influence Certain Federal Transactions. This provision applies to solicitations expected to exceed $200,000.

(iii) 52.203-18, Prohibition on Contracting with Entities that Require Certain Internal Confidentiality Agreements or Statements-Representation. This provision applies to all solicitations.

(iv) 52.204-3, Taxpayer Identification. This provision applies to solicitations that do not include the provision at 52.204-7, System for Award Management.

(v) 52.204-5, Women-Owned Business (Other Than Small Business). This provision applies to solicitations that-

(A) Are not set aside for small business concerns;

(B) Exceed the simplified acquisition threshold; and

(C) Are for contracts that will be performed in the United States or its outlying areas.

(vi) 52.204-26, Covered Telecommunications Equipment or Services-Representation. This provision applies to all solicitations.

(vii) 52.209-2, Prohibition on Contracting with Inverted Domestic Corporations-Representation.

(viii) 52.209-5, Certification Regarding Responsibility Matters. This provision applies to solicitations where the contract value is expected to exceed the simplified acquisition threshold.

(ix) 52.209-11, Representation by Corporations Regarding Delinquent Tax Liability or a Felony Conviction under any Federal Law. This provision applies to all solicitations.

(x) 52.214-14, Place of Performance-Sealed Bidding. This provision applies to invitations for bids except those in which the place of performance is specified by the Government.

(xi) 52.215-6, Place of Performance. This provision applies to solicitations unless the place of performance is specified by the Government.

(xii) 52.219-1, Small Business Program Representations (Basic, Alternates I, and II). This provision applies to solicitations when the contract is for supplies to be delivered or services to be performed in the United States or its outlying areas, or when the contracting officer has applied part 19 in accordance with 19.000(b)(1)(ii).

(A) The basic provision applies when the solicitations are issued by other than DoD, NASA, and the Coast Guard.

(B) The provision with its Alternate I applies to solicitations issued by DoD, NASA, or the Coast Guard.

(C) The provision with its Alternate II applies to solicitations that will result in a multiple-award contract with more than one NAICS code assigned.

(xiii) 52.219-2, Equal Low Bids. This provision applies to solicitations when contracting by sealed bidding and the contract is for supplies to be delivered or services to be performed in the United States or its outlying areas, or when the contracting officer has applied part 19 in accordance with 19.000(b)(1)(ii).

(xiv) 52.222-22, Previous Contracts and Compliance Reports. This provision applies to solicitations that include the clause at 52.222-26, Equal Opportunity.

(xv) 52.222-25, Affirmative Action Compliance. This provision applies to solicitations, other than those for construction, when the solicitation includes the clause at 52.222-26, Equal Opportunity.

(xvi) 52.222-38, Compliance with Veterans' Employment Reporting Requirements. This provision applies to solicitations when it is anticipated the contract award will exceed the simplified acquisition threshold and the contract is not for acquisition of commercial products or commercial services.

(xvii) 52.223-1, Biobased Product Certification. This provision applies to solicitations that require the delivery or specify the use of biobased products in USDA-designated product categories; or include the clause at 52.223-2, Reporting of Biobased Products Under Service and Construction Contracts.

(xviii) 52.223-4, Recovered Material Certification. This provision applies to solicitations that are for, or specify the use of, EPA–designated items.

(xix) 52.223-22, Public Disclosure of Greenhouse Gas Emissions and Reduction Goals-Representation. This provision applies to solicitations that include the provision at 52.204-7.

(xx) 52.225-2, Buy American Certificate. This provision applies to solicitations containing the clause at 52.225-1.

(xxi) 52.225-4, Buy American-Free Trade Agreements-Israeli Trade Act Certificate. (Basic, Alternates II and III.) This provision applies to solicitations containing the clause at 52.225-3.

(A) If the acquisition value is less than $50,000, the basic provision applies.

(B) If the acquisition value is $50,000 or more but is less than $100,000, the provision with its Alternate II applies.

(C) If the acquisition value is $100,000 or more but is less than $105,767, the provision with its Alternate III applies.

(xxii) 52.225-6, Trade Agreements Certificate. This provision applies to solicitations containing the clause at 52.225-5.

(xxiii) 52.225-20, Prohibition on Conducting Restricted Business Operations in Sudan-Certification. This provision applies to all solicitations.

(xxiv) 52.225-25, Prohibition on Contracting with Entities Engaging in Certain Activities or Transactions Relating to Iran-Representation and Certifications. This provision applies to all solicitations.

(xxv) 52.226-2, Historically Black College or University and Minority Institution Representation. This provision applies to solicitations for research, studies, supplies, or services of the type normally acquired from higher educational institutions.

(2) The following representations or certifications are applicable as indicated by the Contracting Officer:

[*Contracting Officer check as appropriate.*]

__ (i) 52.204-17, Ownership or Control of Offeror.

__ (ii) 52.204-20, Predecessor of Offeror.

__ (iii) 52.222-18, Certification Regarding Knowledge of Child Labor for Listed End Products.

__ (iv) 52.222-48, Exemption from Application of the Service Contract Labor Standards to Contracts for Maintenance, Calibration, or Repair of Certain Equipment- Certification.

__ (v) 52.222-52, Exemption from Application of the Service Contract Labor Standards to Contracts for Certain Services-Certification.

__ (vi) 52.227-6, Royalty Information.

__ (A) Basic.

__ (B) Alternate I.

__ (vii) 52.227-15, Representation of Limited Rights Data and Restricted Computer Software.

(d) The offeror has completed the annual representations and certifications electronically in SAM website accessed through https://www.sam.gov. After reviewing the SAM information, the offeror verifies by submission of the offer that the representations and certifications currently posted electronically that apply to this solicitation as indicated in paragraph (c) of this provision have been entered or updated within the last 12 months, are current, accurate, complete, and applicable to this solicitation (including the business size standard applicable to the NAICS code referenced for this solicitation), as of the date of this offer and are incorporated in this offer by reference (see FAR 4.1201); except for the changes identified below [*offeror to insert changes, identifying change by clause number, title, date*]. These amended representation(s) and/or certification(s) are also incorporated in this offer and are current, accurate, and complete as of the date of this offer

FAR CLAUSE # TITLE DATE CHANGE _____ _____ _____ _____

Any changes provided by the offeror are applicable to this solicitation only, and do not result in an update to the representations and certifications posted on SAM.

52.204-19 INCORPORATION BY REFERENCE OF REPRESENTATIONS AND CERTIFICATIONS (DEC 2014) The Contractor's representations and certifications, including those completed electronically via the System for Award Management (SAM), are incorporated by reference into the contract

52.211-10 COMMENCEMENT, PROSECUTION, AND COMPLETION OF WORK (APR 1984) The Contractor shall be required to (a) commence work under this contract within __TBD__ calendar days after the date the Contractor receives the notice to proceed, (b) prosecute the work diligently, and (c) complete the entire work ready for use not later than __TBD__.* The time stated for completion shall include final cleanup of the premises.

52.211-12 Liquidated Damages—Construction (SEPT 2000). (a) If the Contractor fails to complete the work within the time specified in the contract, the Contractor shall pay liquidated damages to the Government in the amount of ___TBD_____ for each calendar day of delay until the work is completed or accepted. (b) If the Government terminates the Contractor's right to proceed, liquidated damages will continue to accrue until the work is completed. These liquidated damages are in addition to excess costs of repurchase under the Termination clause.

52.232-5 PAYMENTS UNDER FIXED-PRICE CONSTRUCTION CONTRACTS (MAY 2014) (a) Payment of price. The Government shall pay the Contractor the contract price as provided in this contract.

(b) Progress payments. The Government shall make progress payments monthly as the work proceeds, or at more frequent intervals as determined by the Contracting Officer, on estimates of work accomplished which meets the standards of quality established under the contract, as approved by the Contracting Officer.

(1) The Contractor's request for progress payments shall include the following substantiation:

(i) An itemization of the amounts requested, related to the various elements of work required by the contract covered by the payment requested.

(ii) A listing of the amount included for work performed by each subcontractor under the contract.

(iii) A listing of the total amount of each subcontract under the contract.

(iv) A listing of the amounts previously paid to each such subcontractor under the contract.

(v) Additional supporting data in a form and detail required by the Contracting Officer.

(2) In the preparation of estimates, the Contracting Officer may authorize material delivered on the site and preparatory work done to be taken into consideration. Material delivered to the Contractor at locations other than the site also may be taken into consideration if—

(i) Consideration is specifically authorized by this contract; and

(ii) The Contractor furnishes satisfactory evidence that it has acquired title to such material and that the material will be used to perform this contract.

(c) Contractor certification. Along with each request for progress payments, the Contractor shall furnish the following certification, or payment shall not be made: (However, if the Contractor elects to delete paragraph (c)(4) from the certification, the certification is still acceptable.)

I hereby certify, to the best of my knowledge and belief, that—

(1) The amounts requested are only for performance in accordance with the specifications, terms, and conditions of the contract; (2) All payments due to subcontractors and suppliers from previous payments received under the contract have been made, and timely payments will be made from the proceeds of the payment covered by this certification, in accordance with subcontract agreements and the requirements of Chapter 39 of Title 31, United States Code; (3) This request for progress payments does not include any amounts which the prime contractor intends to withhold or retain from a subcontractor or supplier in accordance with the terms and conditions of the subcontract; and (4) This certification is not to be construed as final acceptance of a subcontractor's performance.

_____ (Name)
_____ (Title)
_____ (Date)

(d) Refund of unearned amounts. If the Contractor, after making a certified request for progress payments, discovers that a portion or all of such request constitutes a payment for performance by the Contractor that fails to conform to the specifications, terms, and conditions of this contract (hereinafter referred to as the "unearned amount"), the Contractor shall—

(1) Notify the Contracting Officer of such performance deficiency; and

(2) Be obligated to pay the Government an amount (computed by the Contracting Officer in the manner provided in paragraph (j) of this clause) equal to interest on the unearned amount from the 8th day after the date of receipt of the unearned amount until—

(i) The date the Contractor notifies the Contracting Officer that the performance deficiency has been corrected; or

(ii) The date the Contractor reduces the amount of any subsequent certified request for progress payments by an amount equal to the unearned amount.

(e) Retainage. If the Contracting Officer finds that satisfactory progress was achieved during any period for which a progress payment is to be made, the Contracting Officer shall authorize payment to be made in full. However, if satisfactory progress has not been made, the Contracting Officer may retain a maximum of 10 percent of the amount of the payment until satisfactory progress is achieved. When the work is substantially complete, the Contracting Officer may retain from previously withheld funds and future progress payments that amount the Contracting Officer considers adequate for protection of the Government and shall release to the Contractor all the remaining withheld funds. Also, on completion and acceptance of each separate building, public work, or other division of the contract, for which the price is stated separately in the contract, payment shall be made for the completed work without retention of a percentage.

(f) Title, liability, and reservation of rights. All material and work covered by progress payments made shall, at the time of payment, become the sole property of the Government, but this shall not be construed as—

(1) Relieving the Contractor from the sole responsibility for all material and work upon which payments have been made or the restoration of any damaged work; or

(2) Waiving the right of the Government to require the fulfillment of all of the terms of the contract.

(g) Reimbursement for bond premiums. In making these progress payments, the Government shall, upon request, reimburse the Contractor for the amount of premiums paid for performance and payment bonds (including coinsurance and reinsurance agreements, when applicable) after the Contractor has furnished evidence of full payment to the surety. The retainage provisions in paragraph (e) of this clause shall not apply to that portion of progress payments attributable to bond premiums.

(h) Final payment. The Government shall pay the amount due the Contractor under this contract after—

(1) Completion and acceptance of all work;

(2) Presentation of a properly executed voucher; and

(3) Presentation of release of all claims against the Government arising by virtue of this contract, other than claims, in stated amounts, that the Contractor has specifically excepted from the operation of the release. A release may also be required of the assignee if the Contractor's claim to amounts payable under this contract has been assigned under the Assignment of Claims Act of 1940 (31 U.S.C. 3727 and 41 U.S.C. 6305).

(i) Limitation because of undefinitized work. Notwithstanding any provision of this contract, progress payments shall not exceed 80 percent on work accomplished on undefinitized contract actions. A "contract action" is any action resulting in a contract, as defined in FAR Subpart 2.1, including contract modifications for additional supplies or services, but not including contract modifications that are within the scope and under the terms of the contract, such as contract modifications issued pursuant to the Changes clause, or funding and other administrative changes.

(j) Interest computation on unearned amounts. In accordance with 31 U.S.C. 3903(c)(1), the amount payable under paragraph (d)(2) of this clause shall be— (1) Computed at the rate of average bond equivalent rates of 91-day Treasury bills at the most recent auction of such bills

prior to the date the Contractor receives the unearned amount; and (2) Deducted from the next available payment to the Contractor. (End of clause)

52.252-2 CLAUSES INCORPORATED BY REFERENCE (FEB 1998) This contract incorporates one or more clauses by reference, with the same force and effect as if they were given in full text. Upon request, the Contracting Officer will make their full text available. Also, the full text of a clause may be accessed electronically at www.acquisition.gov.

Incorporated Clauses

52.203-3 Gratuities (APR 1984)

52.203-5 Covenant Against Contingent Fees (MAY 2014)

52.203-7 Anti-Kickback Procedures (JUN 2020)

52.203-8 Cancellation, Rescission, and Recovery of Funds for Illegal or Improper Activity (MAY 2014)

52.203-10 Price or Fee Adjustment for Illegal or Improper Activity (MAY 2014)

52.203-12 Limitation on Payments to Influence Certain Federal Transactions (JUN 2020)

52.203-14 Display of Hotline Poster(s) (NOV 2021)

52.203-17 Contractor Employee Whistleblower Rights (NOV 2023)

52.204-2 Security Requirements (MAR 2021)

52.204-6 Unique Entity Identifier (OCT 2016)

52.204-7 System for Award Management (OCT 2018)

52.204-9 Personal Identity Verification of Contractor Personnel (JAN 2011)

52.204-10 Reporting Executive Compensation and First-Tier Subcontract Awards (JUN 2020)

52.207-3 RIGHT OF FIRST REFUSAL OF EMPLOYMENT (MAY 2006)

52.209-6 Protecting the Government’s Interest When Subcontracting with Contractors Debarred, Suspended, or Proposed for Debarment (NOV 2021)

52.211-13 Time Extensions (SEP 2000)

52.214-4 False Statements in Bids (APR 1984)

52.214-18 Preparation of Bids—Construction (APR 1984)

52.214-19 Contract Award—Sealed Bidding—Construction (AUG 1996)

52.214-29 Order of Precedence—Sealed Bidding (JAN 1986)

52.215-2 Audit and Records—Negotiation (JUN 2020)

52.215-10 Price Reduction for Defective Certified Cost or Pricing Data (AUG 2011).

52.215-11 Price Reduction for Defective Certified Cost or Pricing Data—Modifications (JUN 2020)

52.215-12 Subcontractor Certified Cost or Pricing Data (JUN 2020)

52.215-13 Subcontractor Certified Cost or Pricing Data—Modifications (JUN 2020)

52.216-23 Execution and Commencement of Work (APR 1984)

52.217-3 Evaluation Exclusive of Options (APR 1984)

52.217-4 Evaluation of Options Exercised at Time of Contract Award (JUN 1988)

52.217-8 Option to Extend Services (NOV 1999)

52.217-9 Option to Extend the Term of the Contract (MAR 2000)

52.222-1 Notice to the Government of Labor Disputes (FEB 1997)

52.222-4 Contract Work Hours and Safety Standards—Overtime Compensation (MAY 2014)

52.222-5 Construction Wage Rate Requirements—Secondary Site of the Work (JAN 2024)

52.222-6 Construction Wage Rate Requirements (JAN 2024)

52.222-7 Withholding of Funds (JAN 2024)

52.222-8 Payrolls and Basic Records (JAN 2024)

52.222-9 Apprentices and Trainees (JUL 2005)

52.222-10 Compliance with Copeland Act Requirements (FEB 1988)

52.222-11 Subcontracts (Labor Standards) (JAN 2024)

52.222-12 Contract Termination—Debarment (JAN 2024)

52.222-13 Compliance with Construction Wage Rate Requirements and Related Regulations (JAN 2024)

52.222-14 Disputes Concerning Labor Standards (FEB 1988)

52.222-15 Certification of Eligibility (MAY 2014)

52.222-20 Contracts for Materials, Supplies, Articles, and Equipment (JUN 2020)

52.222-21 Prohibition of Segregated Facilities (APR 2015)

52.222-23 Notice of Requirement for Affirmative Action to Ensure Equal Employment Opportunity for Construction (FEB 1999)

52.222-26 Equal Opportunity (SEP 2016)

52.222-27 Affirmative Action Compliance Requirements for Construction (APR 2015)

52.222-35 Equal Opportunity for Veterans (JUN 2020)

52.222-50 Combating Trafficking in Persons (NOV 2021)

52.222-54 Employment Eligibility Verification (MAY 2022)

52.223-3 Hazardous Material Identification and Material Safety Data (FEB 2021)

52.223-6 Drug-Free Workplace (MAY 2001)

52.224-1 Privacy Act Notification (APR 1984)

52.224-2 Privacy Act (APR 1984) —

52.225-9 Buy American—Construction Materials (OCT 2022)

52.225-10 Notice of Buy American Requirement—Construction Materials (MAY 2014)

52.225-13 Restrictions on Certain Foreign Purchases (FEB 2021)

52.225-25 Prohibition on Engaging in Sanctioned Activities Relating to Iran—Representation and Certifications (JUN 2020)

52.227-4 Patent Indemnity—Construction Contracts (DEC 2007)

52.227-23 Rights to Proposal Data (Technical) (JUN 1987)

52.228-1 Bid Guarantee (SEP 1996)

52.228-2 Additional Bond Security (OCT 1997)

52.228-11 Individual Surety—Pledge of Assets (FEB 2021)

52.229-3 Federal, State, and Local Taxes (FEB 2013)

52.229-4 Federal, State, and Local Taxes (State and Local Adjustments) (FEB 2013)

52.232-14 Notice of Availability of Progress Payments Exclusively for Small Business Concerns (APR 1984)

2.232-16 Progress Payments (NOV 2021)

52.232-17 Interest (MAY 2014)

52.232-18 Availability of Funds (APR 1984)

52.232-19 Availability of Funds for the Next Fiscal Year (APR 1984)

52.232-23 Assignment of Claims (MAY 2014)

52.232-24 Prohibition of Assignment of Claims (MAY 2014)

52.232-25 Prompt Payment (JAN 2017)

52.232-27 Prompt Payment for Construction Contracts (JAN 2017)

52.232-33 Payment by Electronic Funds Transfer—System for Award Management (OCT 2018)

52.232-36 Payment by Third Party (MAY 2014)

52.232-39 Unenforceability of Unauthorized Obligations (JUN 2013)

52.233-1 Disputes (MAY 2014)

52.233-2 Service of Protest (SEP 2006)

52.233-3 Protest after Award (AUG 1996)

52.233-4 Applicable Law for Breach of Contract Claim (OCT 2004)

52.236-1 Performance of Work by the Contractor (APR 1984)

52.236-2 Differing Site Conditions (APR 1984)

52.236-3 Site Investigation and Conditions Affecting the Work (APR 1984)

52.236-5 Material and Workmanship (APR 1984)

52.236-6 Superintendence by the Contractor (APR 1984)

52.236-7 Permits and Responsibilities (NOV 1991)

52.236-8 Other Contracts (APR 1984)

52.236-9 Protection of Existing Vegetation, Structures, Equipment, Utilities, and Improvements (APR 1984)

52.236-10 Operations and Storage Areas (APR 1984)

52.236-12 Cleaning Up (APR 1984)

52.236-13 Accident Prevention (NOV 1991).

52.236-15 Schedules for Construction Contracts (APR 1984)

52.236-21 Specifications and Drawings for Construction (FEB 1997).

52.237-7 Indemnification and Medical Liability Insurance (JAN 1997)

52.237-10 Identification of Uncompensated Overtime (MAR 2015)

52.239-1 Privacy or Security Safeguards (AUG 1996)

52.242-13 Bankruptcy (JUL 1995)

52.242-14 Suspension of Work (APR 1984)

52.243-4 Changes (JUN 2007)

52.243-5 Changes and Changed Conditions (APR 1984)

52.243-7 Notification of Changes (JAN 2017)

52.244-6 Subcontracts for Commercial Products and Commercial Services (FEB 2026)

52.245-9 Use and Charges (APR 2012)

52.246-12 Inspection of Construction (AUG 1996)

52.246-21 Warranty of Construction (MAR 1994)

52.248-3 Value Engineering—Construction (JAN 2015)

52.249-2 Termination for Convenience of the Government (Fixed-Price) (APR 2012)

Alternate I (SEP 1996) —

52.249-10 Default (Fixed-Price Construction) (APR 1984)

52.249-14 Excusable Delays (APR 1984)

52.252-2 Clauses Incorporated by Reference (FEB 1998)

52.252-4 Alterations in Contract (APR 1984)

52.253-1 Computer Generated Forms (JAN 1991)