NATIONAL RENEWABLE ENERGY LABORATORY

REPRESENTATIONS AND CERTIFICATIONS
For Commercial Items and Services
Subcontracts/Purchase Orders

For the National Renewable Energy Laboratory
Managed and Operated by the Alliance for Sustainable Energy, LLC

The Alliance for Sustainable Energy, LLC is the Managing and Operating Contractor of the National Renewable Energy Laboratory (NREL) under U.S. Department of Energy contract number DE-AC36-08GO28308 and has its principal place of business in Golden, Colorado. The following representations and certifications must be completed, and this form must be signed and returned to the requesting NREL subcontract administrator. The Consolidated Appropriations Act 2014 requires NREL to collect and report certain data about subcontracting activities as of 1/1/2016. NREL requires all subcontractors/suppliers to register in the System for Award Management (SAM) at www.SAM.gov. Information collected in these representations and certifications may be different than that required in SAM as a result of NREL's reporting obligations under contract number DE-AC36-08GO28308.

Any Subcontractor entering into a subcontract with NREL is responsible for informing the NREL subcontract administrator of any changed responses provided on this form at any time during the period of performance of any resulting subcontract.

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1. Offeror Information
Required for all solicitations.

Company/Organization Name *(insert legal name of company)*: Elsevier

Company Address *(location)*: Radarweg 29 1043NX

(city, state, and zip code+4): Amsterdam, The Netherlands, ____ ____ + ___

Remittance: It is NREL's standard practice to remit payment electronically via ACH/Wire Banking. Upon notification of award of an NREL subcontract or purchase order, offeror is responsible for returning a completed "Request for ACH/Wire Banking Information" form to the NREL subcontract administrator. The form is located at http://www.nrel.gov/business_opportunities/related_docs.html.

Telephone Number: ____ Email Address: ____ Website Address: www.elsevier.com

D-U-N-S Number: 406928382 Registered in SAM: ☐ Yes Expiration Date: ____

The offeror represents that the following person(s) are authorized to negotiate on its behalf with NREL in connection with this request for proposals or quotations.

Authorized Negotiator(s)	Title	Email & Phone Number
Lisa Wichman	Account Manager	i.wichman@elseiver.com/631-2422188
David Simon	Regional Account Director	d.simon@elsevier.com/732-666-2138

2. Congressional District and County
Required for all solicitations.

A. The offeror's principal place of performance of the resulting subcontract is located in:

State of: ____ County of: ____ Congressional District Number: ___

B. If the offeror's principal place of performance of the resulting subcontract is a foreign country, provide:

Country of: The Netherlands Province (or other locale designation): Amsterdam

3. Taxpayer Identification (Derived from FAR 52.204-3 OCT 1998)
Required for all solicitations.

A. Definitions.

"Common parent," as used in this provision, means that corporate entity that owns or controls an affiliated group of corporations that files its Federal income tax returns on a consolidated basis, and of which the offeror is a member.

"Taxpayer Identification Number (TIN)," as used in this provision, means the number required by the Internal Revenue Service (IRS) to be used by the offeror in reporting income tax and other returns. The TIN may be either a Social Security Number (SSN) or an Employer Identification Number.

B. All offerors must submit the information required in Paragraphs D. through F. of this provision to comply with debt collection requirements of 31 U.S.C. 7701(c) and 3325(d), reporting requirements of 26 U.S.C. 6041, 6041A, and 6050M, and implementing regulations issued by the IRS. If the resulting subcontract is subject to the payment reporting requirements described in Federal Acquisition Regulation (FAR) 4.904, the failure or refusal by the offeror to furnish the information may result in a percent reduction of payments otherwise due under the subcontract.

C. The TIN may be used by the Government or NREL to collect and report on any delinquent amounts arising out of the offeror's relationship with the Government or NREL (31 U.S.C. 7701(c)(3)). If the resulting subcontract is subject to the payment reporting requirements described in FAR 4.904, the TIN provided hereunder may be matched with IRS records to verify the accuracy of the offeror's TIN.

D. Taxpayer Identification Number (TIN).

- ☐ TIN: 980389477 [1]
- ☐ TIN has been applied for
- ☐ TIN is not required because: _____
- ☐ Offeror is a nonresident alien, foreign corporation, or foreign partnership that does not have income effectively connected with the conduct of a trade or business in the United States and does not have an office or place of business or a fiscal paying agent in the United States.
- ☐ Offeror is an agency or instrumentality of a foreign government
- ☐ Offeror is an agency or instrumentality of the Federal Government
- ☐ Other. State basis _____

E. 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 CFR 1.6049-4
- ☐ Other: _____

F. Common parent.

- ☒ Offeror is not owned or controlled by a common parent as defined in Paragraph A. of this provision.
- ☐ Name and TIN of common parent: Name _____ TIN _____

4. Employment Eligibility Verification (Derived from FAR 52.222-54 JAN 2009)
Required for all solicitations.

A. Offeror certifies that—

☒ E-Verify is not applicable based on FAR 52.222-54 Employment Eligibility Verification.

B. Offeror represents that—

- ☐ It is ☐ it is not currently enrolled in E-Verify.
- ☐ If not currently enrolled, it will enroll in E-Verify within 30 calendar days of subcontract award.
- ☐ It will include FAR 52.222-54 in applicable lower-tier subcontracts.

[1] If offeror uses a SSN in place of a TIN, do not include SSN on this form. SSN should be inserted on the IRS form W-9 when requested.

An IRS form W-9 must be completed by all offerors, identifying a TIN or SSN, and returned to NREL.

5. **Small Business Program Representations (Derived from FAR 52.219-1 APR 2012)**
Required for all solicitations.

NREL obtains Small Business Program reporting data from SAM. NREL requires all subcontractors/suppliers to register in the System for Award Management (SAM) at www.SAM.gov.

Notice

1. If this solicitation is for supplies and has been set aside, in whole or in part, for small business concerns, then the clause in this solicitation providing notice of the set-aside contains restrictions on the source of the end items to be furnished.
2. Under 15 U.S.C. 645(d), any person who misrepresents a firm's status as a business concern that is small, HUBZone small, small disadvantaged, service-disabled veteran-owned small, economically disadvantaged women-owned small, or women-owned small eligible under the WOSB Program in order to obtain a subcontract to be awarded under the preference programs established pursuant to section 8, 9, 15, 31, and 36 of the Small Business Act or any other provision of Federal law that specifically references section 8(d) for a definition of program eligibility, shall—
   i. Be punished by imposition of fine, imprisonment, or both;
   ii. Be subject to administrative remedies, including suspension and debarment; and
   iii. Be ineligible for participation in programs conducted under the authority of the Act.

6. **Buy American Act Certificate (Derived from FAR 52.225-2 FEB 2009)**
Required for solicitations containing FAR 52.225-1.

A. The offeror certifies that each end product, except those listed in Paragraph B. of this provision, is a domestic end product and that for other than COTS items, 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, i.e., an end product that is not a COTS item and does not meet the component test in paragraph (2) of the definition of "domestic end product." The terms "commercially available off-the-shelf (COTS) item," "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."

B. Foreign End Products:

Line Item No.	Country of Origin

C. NREL will evaluate Offers in accordance with the policies and procedures of Part 25 of the FAR.

7. **Affirmative Action Compliance (Derived from FAR 52.222-25 APR 1984)**
Required for all solicitations.

Offeror represents that—

A. ☒ Offeror has developed and has on file, ☐ has not developed and does not have 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**

B. ☒ Offeror has not previously had contracts/subcontracts subject to the written affirmative action programs requirement of the rules and regulations of the Secretary of Labor.

8. **Previous Contracts/Subcontracts and Compliance Reports (Derived from FAR 52.222-22 FEB 1999)**
Required for all solicitations.

Offeror represents that—

☐ Has	☒ Has Not	Participated in a previous contract or subcontract subject to the Equal Opportunity clause of this solicitation;
☒ Has	☐ Has Not	Filed all required compliance reports (if required); or
	☐ N/A	No compliance reports have been required.

Representations indicating submission of required compliance reports, signed by proposed lower-tier subcontractors, will be obtained before lower-tier subcontract awards.

9. **Compliance with Veterans' Employment Reporting Requirements (Derived from FAR 52.222-38 SEP 2010)**
Required for all solicitations that exceed $150,000.

By submission of its offer, the offeror represents that, if it is subject to the reporting requirements of 38 U.S.C. 4212(d) (i.e., if it has any contract containing Federal Acquisition Regulation (FAR) clause 52.222-37, Employment Reports on Veterans, it has submitted the most recent VETS-100A Report required by that clause.

10. **Certification and Disclosure Regarding Payments to Influence Certain Federal Transactions (Derived from FAR 52.203-11 SEP 2007)**
Required for all solicitations that exceed $150,000.

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 subcontract.

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.

11. **Certification Regarding Responsibility Matters (Derived from FAR 52.209-5 APR 2010)**
Required for all solicitations that exceed $150,000.

A. Offeror certifies, to the best of its knowledge and belief, that—

1. Offeror and/or any of its Principals—

☐ are	☒ are not	presently debarred, suspended, proposed for debarment, or declared ineligible for the award of contracts by any Federal agency;
☐ have	☒ have not	within a three-year period preceding this offer, been convicted of or had a civil judgment rendered against them for: commission of fraud or a criminal offense in connection with obtaining, attempting 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;
☐ are	☒ are not	presently indicted for, or otherwise criminally or civilly charged by a governmental entity with, commission of any of the offenses enumerated in Paragraph A.1.a.ii. of this provision;
☐ have	☒ have not	within a three-year period preceding this offer, been notified of any delinquent Federal taxes in an amount that exceeds $3,000 for which the liability remains unsatisfied.

a. Federal taxes are considered delinquent if both of the following criteria apply:

i. The tax liability is finally determined. The liability is finally determined if it has been assessed. A liability is not finally determined if there is a pending administrative or judicial challenge. In the case of a judicial challenge to the liability, the liability is not finally determined until all judicial appeal rights have been exhausted.

ii. The taxpayer is delinquent in making payment. A taxpayer is delinquent if the taxpayer has failed to pay the tax liability when full payment was due and required. A taxpayer is not delinquent in cases where enforced collection action is precluded.

b. Examples.

i. The taxpayer has received a statutory notice of deficiency, under I.R.C. § 6212, which entitles the taxpayer to seek Tax Court review of a proposed tax deficiency. This is not a delinquent tax because it is not a final tax liability. Should the taxpayer seek Tax Court review, this will not be a final tax liability until the taxpayer has exercised all judicial appeal rights.

ii. The IRS has filed a notice of Federal tax lien with respect to an assessed tax liability, and the taxpayer has been issued a notice under I.R.C. § 6320 entitling the taxpayer to request a hearing with the IRS Office of Appeals contesting the lien filing, and to further appeal to the Tax Court if the IRS determines to sustain the lien filing. In the course of the hearing, the taxpayer is entitled to contest the underlying tax liability because the taxpayer has had no prior opportunity to contest the liability. This is not a delinquent tax because it is not a final tax liability. Should the taxpayer seek tax court review, this will not be a final tax liability until the taxpayer has exercised all judicial appeal rights.

iii. The taxpayer has entered into an installment agreement pursuant to I.R.C. § 6159. The taxpayer is making timely payments and is in full compliance with the agreement terms. The taxpayer is not delinquent because the taxpayer is not currently required to make full payment.

iv. The taxpayer has filed for bankruptcy protection. The taxpayer is not delinquent because enforced collection action is stayed under 11 U.S.C. 362 (the Bankruptcy Code).

c. Offeror ☐ has, ☐ has not, within a three-year period preceding this offer, had one or more contracts terminated for default by any Federal agency.

2. "Principal," for the purposes of this certification, means an officer, director, owner, partner, or a person having primary management or supervisory responsibilities within a business entity (e.g., general manager; plant manager; head of a subsidiary, division, or business segment; and similar positions).

THIS CERTIFICATION CONCERNS A MATTER WITHIN THE JURISDICTION OF AN AGENCY OF THE UNITED STATES AND THE MAKING OF A FALSE, FICTITIOUS, OR FRAUDULENT CERTIFICATION MAY RENDER THE MAKER SUBJECT TO PROSECUTION UNDER SECTION 1001, TITLE 18, UNITED STATES CODE.

B. Offeror shall provide immediate written notice to the NREL subcontract administrator if, at any time prior to subcontract award, the offeror learns that its certification was erroneous when submitted or has become erroneous by reason of changed circumstances.

C. A certification that any of the items in Paragraph A. of this provision exists will not necessarily result in withholding of an award under this solicitation. However, the certification will be considered in connection with a determination of the offeror's responsibility. Failure of the offeror to furnish a certification or provide such additional information as requested by the NREL subcontract administrator may render the offeror nonresponsible.

D. Nothing contained in the foregoing shall be construed to require establishment of a system of records in order to render, in good faith, the certification required by Paragraph A. of this provision. The knowledge and information of an offeror is not required to exceed that which is normally possessed by a prudent person in the ordinary course of business dealings.

E. The certification in Paragraph A. of this provision is a material representation of fact upon which reliance was placed when making award. If it is later determined that the offeror knowingly rendered an erroneous certification, in addition to other remedies available to the Government or NREL, the NREL subcontract administrator may terminate the subcontract resulting from this solicitation for default.

12. <u>Export Control</u>

Required for all solicitations where property will be acquired.

A. Offeror represents that the property has an Export Control Classification Number (ECCN) identified as—

☐ "EAR99" for all property and/or ☐ has a classification number other than "EAR99".
If selected provide the ECCN(s) for each item to be acquired:

Item #	Item Name	ECCN #

B. If the ECCN is other than "EAR99", offeror must immediately contact the NREL Export Control Officer and identify the ECCN for each item, prior to the delivery of property. The NREL Export Control Officer can be contacted, at export.control@nrel.gov or phone (303) 275-4269.

13. Representation and Disclosure of Current Collective Bargaining Agreement
(Required for all solicitations.)

Offeror represents that –

Offeror ☐ Has ☒ Has Not entered into a current collective bargaining agreement (CBA) with any union representing Offeror's employees proposed to perform work under the subject subcontract.

Required disclosure –

If Offeror represented that it has entered into a current, certified collective bargaining agreement with a union representing Offeror's employees proposed to perform work under the subject subcontract, Offer shall disclose the name of that union representing its employees and indicate the period of the current CBA.

Union representing your proposed employees:	Period of current collective bargaining agreement:

In order to assist NREL in making a determination regarding Offeror's compliance with the Service Contract Act and related Service Contract Labor Standards (implemented through FAR 52.222-41) and/or National Labor Relations Act and the Affordable Care Act (ACA), NREL will use the information collected below to evaluate the Offeror's compliance with the specified labor laws and ACA.

14. Representation and disclosure of National Labor Relations Act compliance
(Required for all solicitations.)

Offeror represents that –

Offeror ☐ Has ☒ Has Not within the year prior to submitting this form received a formal complaint issued by the National Labor Relations Board (NLRB) regarding Offeror's noncompliance with the National Labor Relations Act.

Required disclosure –

If Offeror selected "Has" above, Offeror must provide a separately attached disclosure detailing the complaint issued by National Labor Relations Act within the year prior to submitting this form. The disclosure should include a discussion of the complaint and the current status or outcome of the complaint. Offeror may provide direction to the NLRB website where the charge and its current status can be found in lieu of submitting the required documentation. Changes in status not reflected on the website prior to the proposal closing date shall require documentation to be submitted.

15. Representation of Affordable Care Act compliance (ACA)
(Required for all solicitations.)

Offeror represents that –

Offeror ☒ Has ☐ Has Not provided an ACA qualified health plan to its employees.

If Offer selected "Has not" above, provide a separately attached statement discussing the rationale for not providing a qualified health plan to its employees.

16. Representation and disclosure of Service Contract Act and related Service Contract Labor Standards (implemented through FAR 52.222-41)
(Required for all solicitations subject to the Service Contract Act.)

Offeror represents that –

A. Offeror ☐ Is ☐ Is Not currently performing a contract/subcontract subject to the Service Contract Act and related Service Contract Labor Standards (implemented through FAR 52.222-41).

If Offer selected "Is" above –

B. Offeror ☐ Has ☒ Has Not within the year prior to submitting this form been determined to have violated, or otherwise been charged with violating, the Service Contract Act and related Service Contract Labor Standards (implemented through FAR 52.222-41).

Required disclosure –

If Offeror selected "Has" above, Offeror must provide a separately attached disclosure detailing the Offeror's violation(s) or charge(s) of violating the Service Contract Act and related Service Contract Labor Standards (implemented through FAR 52.222-41) within the year prior to submitting this form. The disclosure should include a discussion of current status of the alleged violation, any mitigating circumstances, remedial measures (including labor compliance agreements) and other steps taken by the Offeror to achieve compliance with the Service Contract Act and related Service Contract Labor Standards (implemented through FAR 52.222-41).

17. Certification

Required for all solicitations.

A person authorized to make legally binding commitments on behalf of the offeror must sign below. By signing below, the offeror certifies, under penalty of law, that these representations and certifications are accurate, current, and complete.

Company/Organization Name:

Signature:

Signer's Name (Printed): JORN FELTEN

Title: VP SALES SERVICES

Date: 10-26-2017

Telephone Number:

Fax Number:

Email Address: