

Required Certifications

The following Representations and Certifications must be completed and submitted with the proposal. Non adherence to these requirements may result in disqualification.

1. [Certificate Of Independent Price Determination](#)
2. [Certification And Disclosure Regarding Payments To Influence Certain Federal Transactions](#)
3. [Information Regarding Responsibility Matters \(April 2010\)](#)
4. [Offeror's Key Individual Certification On Narcotics Offenses And Drug Trafficking](#)
5. [Contractor Code Of Business Ethics \(April 2010\)](#)
6. [Offeror's Evidence Of Responsibility Statement](#)
7. [Subcontractor Size Self-Certification Form](#)
8. [Prohibition on Contracting with Inverted Domestic Corporations- Representation \(Oct 2015\)](#)
9. [Representation By Corporations Regarding an Unpaid Delinquent Tax Liability or a Felony Conviction Under Any Federal Law](#)
10. [Certification Regarding Trafficking in Persons Compliance Plan](#)
11. [Federal Funding Accountability and Transparency Act \(FFATA\) Subaward Reporting Questionnaire And Certification](#)

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Annex 2-1: Certificate of Independent Price Determination

CERTIFICATE OF INDEPENDENT PRICE DETERMINATION

_____ (hereinafter called the "Offeror")

(a) The Offeror certifies that—

(1) The prices in this offer have been arrived at independently, without, for the purpose of restricting competition, any consultation, communication, or agreement with any other Offeror or competitor relating to—

(i) Those prices;

(ii) The intention to submit an offer; or

(iii) The methods or factors used to calculate the prices offered.

(2) The prices in this offer have not been and will not be knowingly disclosed by the Offeror, directly or indirectly, to any other Offeror or competitor before bid opening (in the case of a sealed bid solicitation) or contract award (in the case of a negotiated solicitation) unless otherwise required by law; and

(3) No attempt has been made or will be made by the Offeror to induce any other concern to submit or not to submit an offer for the purpose of restricting competition.

(b) Each signature on the offer is considered to be a certification by the signatory that the signatory—

(1) Is the person in the Offeror's organization responsible for determining the prices being offered in this bid or proposal, and that the signatory has not participated and will not participate in any action contrary to paragraphs (a)(1) through (a)(3) of this provision; or

(2)(i) Has been authorized, in writing, to act as agent for the following principals in certifying that those principals have not participated, and will not participate in any action contrary to paragraphs (a)(1) through (a)(3) of this provision _____ *[insert full name of person(s) in the Offeror's organization responsible for determining the prices offered in this bid or proposal, and the title of his or her position in the Offeror's organization]*;

(ii) As an authorized agent, does certify that the principals named in subdivision (b)(2)(i) of this provision have not participated, and will not participate, in any action contrary to paragraphs (a)(1) through (a)(3) of this provision; and

(iii) As an agent, has not personally participated, and will not participate, in any action contrary to paragraphs (a)(1) through (a)(3) of this provision.

(c) If the Offeror deletes or modifies paragraph (a)(2) of this provision, the Offeror must furnish with its offer a signed statement setting forth in detail the circumstances of the disclosure.

Company Name: _____

By (Signature): _____ Title: _____

Printed Name: _____ Date: _____

Annex 2-2: Certification and Disclosure Regarding Payments to Influence Certain Federal Transactions

**Certification and Disclosure Regarding Payments to Influence Certain Federal Transaction
(Sept 2007)**

_____ (hereinafter called the "Offeror")

- (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.

By (Signature): _____ Title: _____

Printed Name: _____ Date: _____

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Annex 2-3: Certification Regarding Responsibility Matters

CERTIFICATION REGARDING RESPONSIBILITY MATTERS

(a) (1) The Offeror certifies, to the best of its knowledge and belief, that -

(i) The Offeror and/or any of its Principals -

(A) ☐ Are, ☐ are not, presently debarred, suspended, proposed for debarment, or declared ineligible for the award of contracts by any Federal agency;

(B) ☐ 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;

(C) ☐ 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)(i)(B) of this provision;

(D) ☐ 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.

(ii) The Offeror ☐ has ☐ has not, within a 3-year period preceding this offer, had one or more contracts terminated for default by any Federal agency.

(b) "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, US Code.

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(b) The Offeror shall provide immediate written notice to Chemonics if, at any time prior to contract 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 Chemonics may render the Offeror non-responsible.

(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 Chemonics, Chemonics may terminate the contract resulting from this solicitation for default.

Company Name: _____

By (Signature): _____ Title: _____

Printed Name: _____ Date: _____

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Annex 2-4: Offeror's Key Individual Certification on Narcotics Offenses and Drug Trafficking

KEY INDIVIDUAL CERTIFICATION NARCOTICS OFFENSES AND DRUG TRAFFICKING

I hereby certify that within the last ten years:

1. I have not been convicted of a violation of, or a conspiracy to violate, any law or regulation of the United States or any country concerning narcotic or psychotropic drugs or other controlled substances.
2. I am not and have not been an illicit trafficker in any such drug or controlled substance.
3. I am not and have not been a knowing assistor, abettor, conspirator, or colluder with others in the illicit trafficking in any such drug or substance.

Signature: _____

Date: _____

Name: _____

Title/Position: _____

Organization: _____

Address: _____

Date of Birth: _____

NOTICE:

1. You are required to sign this Certification under the provisions of 22 CFR Part 140, Prohibition on Assistance to Drug Traffickers. These regulations were issued by the Department of State and require that certain key individuals of organizations must sign this Certification.
2. If you make a false Certification you are subject to U.S. criminal prosecution under 18 U.S.C. 1001.

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Annex 2-5: Contractor Code of Business Ethics

CONTRACTOR CODE OF BUSINESS ETHICS (APR 2010)

In accordance with FAR 52.203-13, CONTRACTOR CODE OF BUSINESS ETHICS (APR 2010) the subcontractor ☐ has ☐ does not have current active Federal contracts and grants with total value greater than \$5,000,000. The subcontractor ☐ is ☐ is not a small business. The duration of the

subcontract ☐ is ☐ is not less than 120 days. The subcontractor ☐ has ☐ does not have a Code of Business Ethics which has been provided to employees. The subcontractor ☐ is ☐ is not exempt from the Code of Business Ethics. In accordance with the subcontractor's Code of Business Ethics, the contractor ☐ has ☐ does not have a Business Ethics Awareness and Compliance Program that encourages and otherwise promotes a culture of ethical conduct and commitment to comply with the law and an internal control system that prevents and detects criminal conduct. In accordance with the Business Ethics Awareness and Compliance Program the subcontractor ☐ does ☐ does not provide effective training to employees in this area.

The subcontractor shall disclose, in writing, to the prime contractor and the agency office of the Inspector General (OIG), with a copy to the Contracting Officer, whenever, in connection with the award, performance, or closeout of this contract or any subcontract thereunder, the subcontractor has credible evidence that a principal, employee, agent, or subcontractor of the subcontractor has committed a violation of Federal Criminal law involving fraud, conflict of interest, bribery, or gratuity violations in Title 18 of the US Code or a violation of the civil False Claims Act.

Company Name: _____

By (Signature): _____ Title: _____

Printed Name: _____ Date: _____

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Annex 2-6: Evidence of Responsibility Form

EVIDENCE OF RESPONSIBILITY

1. Offeror Business Information

Company Name: _____

Address: _____

Unique Entity ID (SAM): _____

Enter the Unique Entity Identifier (UEI number) assigned to the company / (Instructions to Offerors: Offerors will provide their registered UEI number for subawards valued at USD\$30,000 and above with Chemonics unless exempted. Exemption may be granted by Chemonics or based on a negative response to Section 3(a) below (ie, the offeror, in the previous tax year, had gross income from all sources under USD\$300,000). Sam.gov regulates the system and registration may be obtained online. If Offeror does not have a UEI number and is unable to obtain one before proposal submission deadline, Offeror shall include a statement in their Evidence of Responsibility Statement noting their intention to register for a UEI number should it be selected as the successful offeror or explaining why registration for a UEI number is not applicable or not possible. Additional guidance on obtaining a UEI number is available upon request.)

2. Authorized Negotiators

Company Name's Subcontract and associated proposals may be discussed with any of the following individuals. These individuals are authorized to represent Company Name in negotiation of this Subcontract and subsequent proposals in response to Request for Quotes (RFQs) issued by GHSC-PSM under the Subcontract.

List Names of Authorized signatories

These individuals can be reached at the following office:

Address _____

Telephone/Fax _____

Email address _____

3. Adequate Financial Resources

Company Name has the financial capability to manage this Subcontract and any prospective orders that may be awarded under this agreement.

If the offeror is selected for a purchase order award under the Basic Order Agreement valued at \$30,000 or above, or cumulative awards issue under this instrument at or above this threshold, and is not exempted based on a negative response to Section 3(a) below, any first-tier subaward to the organization

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may be reported and made public through FSRs.gov in accordance with The Transparency Acts of 2006 and 2008. Therefore, in accordance with FAR 52.240-10 and 2CFR Part170, if the offeror positively certifies below in Sections 3.a and 3.b and negatively certifies in Sections 3.c and 3.d, the offeror will be required to disclose to Chemonics for reporting in accordance with the regulations, the names and total compensation of the organization's five most highly compensated executives. By submitting this form, the offeror agrees to comply with this requirement as applicable if selected for an award.

In accordance with those Acts and to determine applicable reporting requirements, **Company name** certifies as follows:

- a) In the previous tax year, was your company's gross income from all sources above \$300,000?
☐ Yes ☐ No
- b) In your business or organization's preceding completed fiscal year, did your business or organization (the legal entity to which the Unique Entity ID (SAM) number belongs) receive (1) 80 percent or more of its annual gross revenues in U.S. federal contracts, subcontracts, loans, grants, subgrants, and/or cooperative agreements; **and** (2) \$25,000,000 or more in annual gross revenues from U.S. federal contracts, subcontracts, loans, grants, subgrants, and/or cooperative agreements?:
☐ Yes ☐ No
- c) Does the public have access to information about the compensation of the executives in your business or organization (the legal entity to which the Unique Entity ID (SAM) number it provided belongs) through periodic reports filed under section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a), 78o(d)) or section 6104 of the Internal Revenue Code of 1986? (FFATA § 2(b)(1)):
☐ Yes ☐ No
- d) Does your business or organization maintain an active registration in the System for Award Management (www.SAM.gov)?
☐ Yes ☐ No

4. Ability to Comply

Company Name is able to comply with the proposed delivery of performance schedule having taken into consideration all existing business commitments, commercial as well as governmental.

5. Record of Performance, Integrity, and Business Ethics

Company Name's record of integrity is (**Instructions:** Offeror should describe their record. Text could include example such as the following to describe their record: "outstanding, as shown in the Representations and Certifications. We have no allegations of lack of integrity or of questionable business ethics. Our integrity can be confirmed by our references in our Past Performance References, contained in the Technical Proposal.")

6. Organization, Experience, Accounting and Operational Controls, and Technical Skills

(**Instructions:** Offeror should explain their organizational system for managing the agreement, as well as the type of accounting and control procedure they have to accommodate the type of contractual instrument being considered.)

7. Equipment and Facilities

(**Instructions:** Offeror should state that they have necessary facilities and equipment to carry out the prospective subcontracts with specific details as appropriate per the agreement scope.)

8. Eligibility to Receive Award

(**Instructions:** Offeror should state if they are qualified and eligible to receive an award under applicable laws and regulation and affirm that they are not included in any list maintained by the US Government of

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entities debarred, suspended or excluded for US Government awards and funding. The Offeror should state whether they have performed work of similar nature under similar mechanisms for USAID.)

9. Commodity Procurement

(Instructions: Offeror should state their qualifications necessary to support the contract requirements.)

10. Cognizant Auditor

(Instructions: Offeror should provide Name, address, phone of their auditors – whether it is a government audit agency, such as DCAA, or an independent CPA.)

11. Acceptability of Contract Terms

(Instructions: Offeror should state its acceptance of the proposed contract terms.)

12. Organization of Firm

(Instructions: Offeror should explain how their firm is organized on a corporate level and on practical implementation level, for example regionally or by technical practice.)

Company Name:

By (Signature): _____ Title: _____

Printed Name: _____ Date: _____

One of the authorized negotiators listed in Section 2 above should sign

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Annex 2-7: Subcontractor Size Self-Certification Form

Reference Number: USAID Prime Contract No. AID-OAA-I-15-00004

Project Name: Global Health Supply Chain – Procurement and Supply Management (GHSC-PSM)

Primary NAICS Code: 493190, 493120, 493110

Company Name: Full legal name

Address: Street address

City, State, Zip: City, State Zip

Unique Entity ID Number: [enter the Unique Entity ID (SAM) here. Subcontractors must have a Unique Entity ID, unless exempted, as a part of establishing a subcontract with Chemonics]

Contact Person: Name, Title

Contact Phone Number: (555) 555-5555

Type of Entity

If you have difficulty ascertaining the business size status, please refer to SBA's website (www.sba.gov/size) or contact your local SBA office.

☐ Small Business ☐ Large Business ☐ Nonprofit/Educational ☐ Government ☐ Non-US

If "Small Business" is checked above, and if applicable, please identify any additional small business designations under which the company qualifies. You may wish to review the definitions for the below categories in the Federal Acquisition Regulation 19.7 or 52.219-8 (www.acquisition.gov/far/) to determine applicability.

☐ Small Disadvantaged Business
☐ HUBZone
☐ Veteran Owned
☐ Alaskan Native Corporation

☐ 8(a)
☐ Woman Owned Small Business
☐ Service Disabled Veteran Owned
☐ Indian Tribe

By signature below, I hereby certify that the business type and designation indicated above is true and accurate as of the date of execution of this document, and I further understand that under 15 U.S.C. 645(d), any person who misrepresents a business' size status shall (1) be punished by a fine, imprisonment, or both; (2) be subject to administrative remedies; and (3) be ineligible for participation in programs conducted under the authority of the Small Business Act.

Signature and Title (required)

Date

*****CHEMONICS INTERNAL USE ONLY*****

HUBZone Status has been verified in the [System for Award Management database](#) or [Dynamic Small Business Database Search](#) as of ____/____/____ conducted by: _____

Annex 2-8: 52.209-2 Prohibition on Contracting with Inverted Domestic Corporations-Representation (Oct 2015)

(1) Relation to Internal Revenue Code. An inverted domestic corporation as herein defined does not meet the definition of an inverted domestic corporation as defined by the Internal Revenue Code 25 U.S.C. 7874.

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(2) Representation. By submission of its offer, the offeror represents that— (i) It is not an inverted domestic corporation; and (ii) It is not a subsidiary of an inverted domestic corporation.

Annex 2-9: Representation By Corporations Regarding an Unpaid Delinquent Tax Liability or a Felony Conviction Under Any Federal Law

The Consolidated Appropriations Act, 2012 Pub. L 112-74 and the Consolidated and Further Continuing Appropriations Act, Pub. L 112-55 prohibit covered agencies from using funds to enter into contracts with corporations with have unpaid federal tax delinquencies or certain felony convictions unless certain conditions are met. (a) The Offeror represents that — FAR 52.212-3 – August, 2014 edition

(1) ☐ It is ☐ is not a corporation that was convicted of a felony criminal violation under a Federal or State law within the preceding 24 months.

(2) ☐ It is ☐ is not a corporation that has any unpaid Federal tax liability that has been assessed, for which all judicial and administrative remedies have been exhausted or have lapsed, and that is not being paid in a timely manner pursuant to an agreement with the authority responsible for collecting the tax liability.

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Annex 2-10: 52.222-50 SUBCONTRACTOR CERTIFICATION REGARDING TRAFFICKING IN PERSONS COMPLIANCE PLAN (March 2, 2015)

The Offeror/Subcontractor Certifies that:

- (1) It has implemented a compliance plan to prevent any prohibited activities identified in paragraph (b) of the clause at 52.222–50, Combating Trafficking in Persons, and to monitor, detect, and terminate the contract with a subcontractor engaging in prohibited activities identified at paragraph (b) of the clause at 52.222–50, Combating Trafficking in Persons;
- (2) The compliance plan applicable to the qualifying subcontract meets the minimum requirements set forth in subsection (h)(3) of clause 52.222-50, including the following:
 - a. An awareness program to inform subcontractor employees about the Government's policy prohibiting trafficking-related activities, the activities prohibited, and the actions that will be taken against the employee for violations.
 - b. A process for employees to report, without fear of retaliation, activity inconsistent with the policy prohibiting trafficking in persons, including a means to make available to all employees the hotline phone number of the Global Human Trafficking Hotline at 1-844-888-FREE and its email address at help@befree.org.
 - c. A recruitment and wage plan that only permits the use of recruitment companies with trained employees, prohibits charging recruitment fees to the employee, and ensures that wages meet applicable host-country legal requirements or explains any variance.
 - d. A housing plan, if the subcontractor intends to provide or arrange housing that ensures that the housing meets host-country housing and safety standards.
 - e. Procedures to prevent agents and subcontractors at any tier and at any dollar value from engaging in trafficking in persons (including activities in paragraph (b) of this clause) and to monitor, detect, and terminate any agents, subcontracts, or subcontractor employees that have engaged in such activities.
- (3) The Offeror/Subcontractor will post the relevant contents of the compliance plan, no later than the initiation of contract performance, at the workplace (unless the work is to be performed in the field or not in a fixed location) and on the Offeror's/Subcontractor's Web site (if one is maintained). If posting at the workplace or on the Web site is impracticable, the Offeror/Subcontractor shall provide the relevant contents of the compliance plan to each worker in writing. The Offeror/Subcontractor agrees to inform Chemonics immediately of any credible information it receives from any source (including host country law enforcement) that alleges a contractor employee, subcontractor, subcontractor employee, or their agent has engaged in conduct that violates the policy.
- (4) After having conducted due diligence, either—
 - (i) To the best of the Offeror's/Subcontractor's knowledge and belief, neither it nor any of its proposed agents, subcontractors, or their agents is engaged in any such activities; or,
 - (ii) If abuses relating to any of the prohibited activities identified in 52.222– 50(b) have been found, the Offeror or proposed Subcontractor has taken the appropriate remedial and referral actions.

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PLEASE SIGN AND RETURN THIS CERTIFICATION TO CHEMONICS

Company Name_____

Company Address_____

Signature_____ Printed Name _____

Title_____ Date_____

NOTE: The Subcontractor is required to recertify annually by signing this document one year from the date signed above and resending it to the Contractor.

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ANNEX 2-11: FEDERAL FUNDING ACCOUNTABILITY AND TRANSPARENCY ACT (FFATA) SUBAWARD REPORTING QUESTIONNAIRE AND CERTIFICATION

Prime Contract:

Global Health Supply Chain – Procurement and Supply Management (GHSC-PSM)

USAID Prime Contract No. AID-OAA-I-15-00004

Subcontractor Data:

Insert Subcontractor Name

Insert Subcontractor AddressLine1

Insert Subcontractor AddressLine2

Insert Subcontractor City, Insert Subcontractor State in USA, or Province/Other

Insert Subcontractor Zipcode or PostalCode Insert Subcontractor Country

Subcontract Number: INSERT SUBCONTRACT NUMBER

Start Date: INSERT SUBCONTRACT START DATE

Subcontract Value: INSERT SUBCONTRACT VALUE

A. In the previous tax year, was your company's gross income from all sources **under** \$300,000?

☐ Yes ☐ No

B. If “No”, please provide the below information and answer the remaining questions.

(i) Subcontractor UEI Number: Insert UEI on record

(ii) In your business or organization's preceding completed fiscal year, did your business or organization (the legal entity to which the UEI number belongs) receive (1) 80 percent or more of its annual gross revenues in U.S. federal contracts, subcontracts, loans, grants, subgrants, and/or cooperative agreements; and (2) \$25,000,000 or more in annual gross revenues from U.S. federal contracts, subcontracts, loans, grants, subgrants, and/or cooperative agreements?:

☐ Yes ☐ No

(iii) Does the public have access to information about the compensation of the executives in your business or organization (the legal entity to which the UEI number it provided belongs) through periodic reports filed under section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a), 78o(d)) or section 6104 of the Internal Revenue Code of 1986?:

☐ Yes ☐ No

(iv) Does your business or organization maintain a record in the System for Award Management (www.SAM.gov)?

☐ Yes ☐ No

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- (v) If you have indicated “Yes” for paragraph (ii) **and** “No” for paragraph (iii) and (iv) above, provide the names and total compensation* of your five most highly compensated executives** for the preceding completed fiscal year.

1. Name: _____
Amount: _____
2. Name: _____
Amount: _____
3. Name: _____
Amount: _____
4. Name: _____
Amount: _____
5. Name: _____
Amount: _____

By signature below, I hereby certify that the information provided above is true and accurate as of the date of execution of this document, and I further understand that annual certification is required for information provided in paragraph (v) above.

Signature and Title (required)

Date

*“Total compensation” means the cash and noncash dollar value earned by the executive during the Subcontractor’s preceding fiscal year and includes the following (for more information see 17 CFR 229.402(c)(2)):

(1) *Salary and bonus.*

(2) *Awards of stock, stock options, and stock appreciation rights.* Use the dollar amount recognized for financial statement reporting purposes with respect to the fiscal year in accordance with the Financial Accounting Standards Board’s Accounting Standards Codification (FASB ASC) 718, Compensation-Stock Compensation.

(3) *Earnings for services under non-equity incentive plans.* This does not include group life, health, hospitalization or medical reimbursement plans that do not discriminate in favor of executives, and are available generally to all salaried employees.

(4) *Change in pension value.* This is the change in present value of defined benefit and actuarial pension plans.

(5) *Above-market earnings on deferred compensation which is not tax-qualified.*

(6) Other compensation, if the aggregate value of all such other compensation (e.g., severance, termination payments, value of life insurance paid on behalf of the employee, perquisites or property) for the executive exceeds \$10,000.

**“Executive” means officers, managing partners, or any other employees in management positions.

[END OF CERTIFICATIONS]