

## AGREEMENT

The offerer certifies that the FSMC shall operate in accordance with all applicable state and federal regulations.

The offerer certifies that all terms and conditions within the proposal shall be considered a part of the contract as if incorporated therein.

This Agreement shall be in effect for one year and may be renewed by mutual agreement for four additional one-year periods.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be signed by their duly authorized representatives.

ATTEST

**SCHOOL FOOD AUTHORITY:**

\_\_\_\_\_

\_\_\_\_\_  
Name of SFA

\_\_\_\_\_  
Signature of Authorized Representative

\_\_\_\_\_  
Typed Name of Authorized Representative

\_\_\_\_\_  
Title

\_\_\_\_\_  
Date Signed

ATTEST

**FOOD SERVICE MANAGEMENT COMPANY**

\_\_\_\_\_

\_\_\_\_\_  
Name of FSMC

\_\_\_\_\_  
Signature of Authorized Representative

\_\_\_\_\_  
Typed Name of Authorized Representative

\_\_\_\_\_  
Title

\_\_\_\_\_  
Date Signed

**INDEPENDENT PRICE DETERMINATION CERTIFICATE**

Both the School Food Authority (SFA) and Food Service Management Company (Offerer) shall execute this Independent Price Determination Certificate.

\_\_\_\_\_  
Name of Food Service Management Company

\_\_\_\_\_  
Name of School Food Authority

- A. By submission of this offer, the Offerer certifies, and in the case of a joint offer, each party thereto certifies as to its own organization, that in connection with this procurement:
  - 1. The prices in this offer have been arrived at independently, without consultation, communication, or agreement for the purpose of restricting competition, as to any matter relating to such prices with any other Offerer or with any competitor.
  - 2. Unless otherwise required by law, the prices which have been quoted in this offer have not been knowingly disclosed by the Offerer and will not knowingly be disclosed by the Offerer prior to opening in the case of an advertised procurement or prior to award in the case of a negotiated procurement, directly or indirectly to any other Offerer for the purpose of restricting competition.
  - 3. No attempt has been made or will be made by the Offerer to induce any person or firm to submit or not to submit an offer for the purpose of restricting competition.
  
- B. Each person signing this offer on behalf of the Offerer certifies that:
  - 1. He or she is the person in the Offerer’s organization responsible within the organization for the decision as to the prices being offered herein and has not participated, and will not participate, in any action contrary to A.1 through A.3 above; or
  - 2. He or she is not the person in other Offerer’s organization responsible within the organization for the decision as to the prices being offered herein, but that he or she has been authorized in writing to act as agent for the persons responsible for such decision in certifying that such persons have not participated and will not participate in any action contrary to A.1 through A.3 above, and as their agent does hereby so certify; and he or she has not participated, and will not participate, in any action contrary to A.1 through A.3 above.

**To the best of my knowledge, this Offerer, its affiliates, subsidiaries, officers, directors, and employees are not currently under investigation by any government agency and have not in the last three years been convicted of or found liable for any act prohibited by state or federal law in any jurisdiction, involving conspiracy or collusion with respect to bidding on any public contract, except as follows:**

\_\_\_\_\_  
Signature of Food Service Management Company’s  
Authorized Representative

\_\_\_\_\_  
Title

\_\_\_\_\_  
Date

**In accepting this offer, the SFA certifies that no representative of the SFA has taken any action that may have jeopardized the independence of the offer referred to above.**

\_\_\_\_\_  
Signature of School Food Authority’s  
Authorized Representative

\_\_\_\_\_  
Title

\_\_\_\_\_  
Date

***NOTE: Accepting an offerer’s offer does not constitute award of the contract.***

UNITED STATES DEPARTMENT OF AGRICULTURE (USDA)  
SUSPENSION AND DEBARMENT CERTIFICATION

Certification Regarding Debarment, Suspension, Ineligibility, and Voluntary Exclusion-  
Lower-Tier Covered Transactions

This certification is required by the regulations implementing Executive Order 12549, Debarment and Suspension, Title 7 CFR Part 3017, §3017.510, Participants' Responsibilities. The regulations were published as Part IV of the January 30, 1989, *Federal Register* (pages 4722-4733). Copies of the regulations may be obtained by contacting the USDA agency with which this transaction originated.

**(Before completing certification, read instructions on reverse.)**

1. The prospective lower-tier participant certifies, by submission of this proposal, that neither it nor its principals are presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from participation in this transaction by any federal department or agency.
2. Where the prospective lower-tier participant is unable to certify to any of the statements in this certification, such prospective participant shall attach an explanation to this proposal.

\_\_\_\_\_  
Organization Name

\_\_\_\_\_  
PR/Award Number or Project Name

\_\_\_\_\_  
Name(s) and Title(s) of Authorized Representative(s)

\_\_\_\_\_  
Signature(s)

\_\_\_\_\_  
Date

### Instructions for Suspension and Debarment Certification

1. By signing and submitting this form, the prospective lower-tier participant is providing the certification set out on the reverse side in accordance with these instructions.
2. The certification in this clause is a material representation of fact upon which reliance was placed when this transaction was entered into. If it is later determined that the prospective lower-tier participant knowingly rendered an erroneous certification, in addition to other remedies available to the federal government, the department or agency with which this transaction originated may pursue available remedies, including suspension and/or debarment.
3. The prospective lower-tier participant shall provide immediate written notice to the person to which this proposal is submitted if at any time the prospective lower-tier participant learns that its certification was erroneous when submitted or has become erroneous by reason of changed circumstances.
4. The terms *covered transaction*, *debarred*, *suspended*, *ineligible*, *lower-tier covered transaction*, *participant*, *person*, *primary covered transaction*, *principal*, *proposal*, and *voluntarily excluded*, as used in this clause, have the meanings set out in the Definitions and Coverage sections of rules implementing Executive Order 12549. You may contact the person to which this proposal is submitted for assistance in obtaining a copy of those regulations.
5. The prospective lower-tier participant agrees by submitting this form that, should the proposed covered transaction be entered into, it shall not knowingly enter into any lower-tier covered transaction with a person who is debarred, suspended, declared ineligible, or voluntarily excluded from participation in this covered transaction, unless authorized by the department or agency with which this transaction originated.
6. The prospective lower-tier participant further agrees by submitting this form that he or she will include this clause titled *Certification Regarding Debarment, Suspension, Ineligibility, and Voluntary Exclusion—Lower-Tier Covered Transactions*, without modification, in all lower-tier covered transactions and in all solicitations for lower-tier covered transactions.
7. A participant in a covered transaction may rely upon a certification of a prospective participant in a lower-tier covered transaction that is not debarred, suspended, ineligible, or voluntarily excluded from the covered transaction, unless it knows that the certification is erroneous. A participant may decide the method and frequency by which it determines the eligibility of its principles. Each participant may, but is not required to, check the Nonprocurement List.
8. 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 this clause. The knowledge and information of a participant are not required to exceed that which is normally possessed by a prudent person in the ordinary course of business dealings.
9. Except for transactions authorized under paragraph 5 of these instructions, if a participant in a covered transaction knowingly enters into a lower-tier covered transaction with a person who is suspended, debarred, ineligible, or voluntarily excluded from participation in this transaction, in addition to other remedies available to the federal government, the department or agency with which this transaction originated may pursue available remedies, including suspension and/or debarment.

LOBBYING CERTIFICATION

Applicable to Grants, Subgrants, Cooperative Agreements, and Contracts Exceeding \$100,000 in federal funds.

Submission of this certification is a prerequisite for making or entering into this transaction and is imposed by Section 1352, Title 31, U.S. Code. This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.

The undersigned certifies, to the best of his or her knowledge and belief, that:

- 1. No federal appropriated funds have been paid or will be paid by or on behalf of the undersigned, 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 the awarding of a federal contract, the making of a federal grant, the making of a federal loan, the entering into a cooperative agreement, and the extension, continuation, renewal, amendment, or modification of a federal contract, grant, loan, or cooperative agreement.
2. If any funds other than 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 in connection with this federal grant or cooperative agreement, the undersigned shall complete and submit Standard Form LLL, Disclosure Form to Report Lobbying, in accordance with its instructions.
3. The undersigned shall require that the language of this certification be included in the award documents for all covered subawards exceeding \$100,000 in federal funds at all appropriate tiers and that all subrecipients shall certify and disclose accordingly.

Three horizontal lines for signature or title.

Name/Address of Organization

Name/Title of Submitting Official

Signature

Date

STANDARD FORM-LLL

**DISCLOSURE OF LOBBYING ACTIVITIES  
APPROVED BY OMB  
COMPLETE THIS FORM TO DISCLOSE LOBBYING ACTIVITIES PURSUANT  
TO 31 U.S.C. 1352  
(SEE REVERSE FOR PUBLIC DISCLOSURE)**

|  |  |   |
|--|--|---|
| <p>1. <b>Type of Federal Action:</b><br/> <input type="checkbox"/> a. Contract<br/> <input type="checkbox"/> b. Grant<br/> <input type="checkbox"/> c. Cooperative Agreement<br/> <input type="checkbox"/> d. Loan<br/> <input type="checkbox"/> e. Loan Guarantee<br/> <input type="checkbox"/> f. Loan Insurance</p>   | <p>2. <b>Status of Federal Action:</b><br/> <input type="checkbox"/> a. Bid/Offer/Application<br/> <input type="checkbox"/> b. Initial Award<br/> <input type="checkbox"/> c. Postaward</p>  | <p>3. <b>Report Type:</b><br/> <input type="checkbox"/> a. Initial Filing<br/> <input type="checkbox"/> b. Material Change<br/> <b>For Material Change Only:</b><br/>                 Year _____ Quarter _____<br/>                 Date of Last Report _____</p> |
| <p>4. <b>Name and Address of Reporting Entity:</b><br/> <input type="checkbox"/> Prime    <input type="checkbox"/> Subawardee<br/>                 Tier _____ if known:<br/><br/>                 Congressional District, if known:</p>  | <p>5. <b>If Reporting Entity in No. 4 Is Subawardee, Enter Name and Address of Prime:</b><br/><br/>                 Congressional District, if known:</p>  |   |
| <p>6. <b>Federal Department/Agency:</b></p>  | <p>7. <b>Federal Program Name/Description:</b><br/><br/>                 CFDA Number, if applicable: _____</p>   |   |
| <p>8. <b>Federal Action Number:</b> <i>(if known)</i></p>  | <p>9. <b>Award Amount:</b> <i>(if known)</i><br/><br/>                 \$ _____</p>  |   |
| <p>10. a. <b>Name and Address of Lobbying Entity:</b> <i>(if individual, last name, first name, MI)</i></p>  | <p>b. <b>Individual Performing Services:</b> <i>(including address if different from No. 10a) (Last name, first name, MI)</i></p>  |   |
| <p>11. <b>Amount of Payment:</b> <i>(check all that apply)</i><br/><br/>                 \$ _____<br/> <input type="checkbox"/> Actual                      <input type="checkbox"/> Planned</p>   | <p>13. <b>Type of Payment:</b> <i>(check all that apply)</i><br/> <input type="checkbox"/> a. Retainer<br/> <input type="checkbox"/> b. One-Time Fee<br/> <input type="checkbox"/> c. Commission<br/> <input type="checkbox"/> d. Contingency Fee<br/> <input type="checkbox"/> e. Deferred<br/> <input type="checkbox"/> f. Other: <i>(specify)</i> _____</p> |   |
| <p>12. <b>Form of Payment:</b> <i>(check all that apply)</i><br/> <input type="checkbox"/> a. Cash Nature _____<br/> <input type="checkbox"/> b. In-kind (specify) Value _____</p>   | <p>14. <b>Brief Description</b> of services performed or to be performed and date(s) of service, including officer(s), employee(s), or member(s) contracted for payment indicated in Item 11:<br/>                 (Attach Continuation Sheets if necessary)</p>   |   |
| <p>15. <b>Continuation Sheets Attached:</b>                      <input type="checkbox"/> Yes                      <input type="checkbox"/> No</p>   |  |   |
| <p>16. Information requested through this form is authorized by Title 31 U.S.C. Section 1352. This disclosure of lobbying activities is a material representation of fact upon which evidence was placed by the above when this transaction was made or entered into. This disclosure is required pursuant to 31 U.S.C. 1352. This information will be reported to the Congress semiannually and will be available for public inspection. Any person who fails to file the required disclosures shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.</p> | <p>Signature: _____<br/>                 Print Name: _____<br/>                 Title: _____<br/>                 Telephone Number: _____<br/>                 Date: _____</p>   |   |
| <p>Federal Use Only: _____ Authorized for Local Reproduction</p>   |  |   |

**INSTRUCTIONS FOR COMPLETION OF SF-LLL,**

## DISCLOSURE OF LOBBYING ACTIVITIES

This disclosure form shall be completed by the reporting entity, whether subawardee or prime federal recipient, at the initiation or receipt of a covered federal action or a material change to a previous filing, pursuant to Title 31 U.S.C. Section 1352. The filing of a form is required for each payment or agreement to make payment to any lobbying entity 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. Use a Continuation Sheet for additional information if the space on the form is inadequate. Complete all items that apply for both the initial filing and material change report. Refer to the implementing guidance published by the Office of Management and Budget (OMB) for additional information.

1. Identify the type of covered federal action for which lobbying activity is and/or has been secured to influence the outcome of a covered federal action.
2. Identify the status of the covered federal action.
3. Identify the appropriate classification of this report. If this is a follow-up report caused by a material change to the information previously reported, enter the year and quarter in which the change occurred. Enter the date of the last previously submitted report by this reporting entity for this covered federal action.
4. Enter the full name, address, city, state, and zip code of the reporting entity. Include Congressional district, if known. Check then appropriate classification of the reporting entity that designates if it is, or expects to be, a prime or subaward recipient. Identify the tier of the subawardee; e.g., the first subawardee of the prime is the first tier. Subawards include, but are not limited to, subcontracts, subgrants, and contract awards under grants.
5. If the organization filing the report in Item 4 checks Subawardee, then enter the full name, address, city, state, and zip code of the prime federal recipient. Include Congressional District, if known.
6. Enter the name of the federal agency making the award or loan commitment. Include at least one organizational level below agency name, if known. For example: Department of Transportation, United States Coast Guard.
7. Enter the federal program name or description for the covered federal action (Item 1). If known, enter the full Catalog of Federal Domestic Assistance (CFDA) number for grants, cooperative agreements, loans, and loan commitments.
8. Enter the most appropriate federal identifying number available for the federal action identified in Item 1; e.g., Request for Proposal (RFP) number; Invitation for Bid (IFB) number; grant announcement number; the contract, grant, or loan award number; the application/proposal control number assigned by the federal agency. Include prefixes; e.g., RFP-DE-90-001.
9. For a covered federal action where there has been an award or loan commitment by the federal agency, enter the federal amount of the award/loan commitment for the prime entity identified in Item 4 or Item 5.
10.
  - a. Enter the full name, address, city, state, and zip code of the lobbying entity engaged by the reporting entity identified in Item 4 to influence the covered federal action.
  - b. Enter the full name of the individual performing services, and include full address if different from 10a. Enter last name, first name, and middle initial (MI).
11. Enter the amount of compensation paid or reasonably expected to be paid by the reporting entity (Item 4) to the lobbying entity (Item 10). Indicate whether the payment has been made (actual) or will be made (planned). Check all boxes that apply. If this is a material change report, enter the cumulative amount of payment made or planned to be made.
12. Check the appropriate item. Check all items that apply. If payment is made through an in-kind contribution, specify the nature and value of the in-kind payment.
13. Check the appropriate box. Check all boxes that apply. If other, specify nature.
14. Provide a specific and detailed description of the services that the lobbyist has performed, or will be expected to perform, and the dates of any services rendered. Include all preparatory and related activity, not just time spent in actual contact with federal officials. Identify the federal officials or employees contacted or the officers, employees, or Members of Congress that were contacted.
15. Check whether Continuation Sheets are attached.
16. The certifying official shall sign and date the form, print his/her name, title, and telephone number.

Public reporting burden for this collection of information is estimated to average 30 minutes per response, including time for reviewing instructions, searching data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding the burden estimate or any other aspect of collection of information, including suggestions for reducing this burden, to the Office of Management and Budget, Paperwork Reduction Project (0348-0046), Washington, D.C. 20503

VALIDATION

*Note: Proposals must be manually signed on this form in the space provided below.*

**Has the offeror, any officer of the offeror, or any employee of the offeror who has a proprietary interest in the proposal, ever been disqualified, removed, or otherwise prevented from participating, or completing, a federal, state, or local government project because of a violation of law or a safety regulation?**

YES

NO

If the answer is *Yes*, please explain the circumstances on a continuation page.

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Offeror, in compliance with this RFP, has examined the specifications and is familiar with all of the conditions and requirements. Vendor meets all of the standards and requirements necessary to perform the services/provide the products and is able to furnish the services/products in the timeframe specified and at the rates set forth in this proposal. The undersigned, on behalf of the offeror, certifies that this offer is made without previous understanding, agreement, or connection with any person, firm, or corporation making a proposal on the same project and is in all respects fair and without collusion or fraud.

I have read the terms and conditions of this RFP, truthfully answered the above question, and submit for consideration the enclosed offer and accessory data which will become part of any agreement. The undersigned has the authority to bind vendor and certifies that all statements contained in the proposal are true and correct. If accepted by the District, this proposal is guaranteed as written and amended and will be implemented as stated.

Please indicate if this business is:  Minority-owned or  Female-owned.

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|              |                             |
|--------------|-----------------------------|
| Company Name | Signature of Representative |
|--------------|-----------------------------|

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|                        |                              |
|------------------------|------------------------------|
| Company Street Address | Typed Name of Representative |
|------------------------|------------------------------|

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|                  |       |
|------------------|-------|
| City, State, Zip | Title |
|------------------|-------|

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|                  |            |
|------------------|------------|
| Telephone Number | Fax Number |
|------------------|------------|

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|      |        |
|------|--------|
| Date | E-mail |
|------|--------|