

Los Angeles County
Metropolitan Transportation Authority

Non-Traditional Advertising

RFP No. PS077140227

ISSUED: 03.15.07



Metro

This page is intentionally blank

TABLE OF CONTENTS

SECTION 1 – LETTER OF INVITATION	1-0
LETTER OF INVITATION FOR PROPOSAL	1-1
ATTACHMENT 1 – STANDARD TERMS & CONDITIONS.....	1-3
ATTACHMENT 2 –SPECIAL PROVISIONS (SERVICES).....	1-5
ATTACHMENT 3 –INSURANCE REQUIREMENTS.....	1-7
SECTION 2 CONTRACT DOCUMENTS	2-0
STATEMENT OF WORK.....	2-2
SECTION 3 – BID/PROPOSAL DOCUMENTS	3-0
SUBMITTAL REQUIREMENTS.....	3-1
1.1 GENERAL FORMAT	3-1
1.2 PROPOSAL CONTENT	3-1
EVALUATION CRITERIA	3-3
1. DEGREE OF THE PRIME'S SKILLS AND EXPERIENCE	3-3
2. MANAGEMENT PLAN	3-3
SECTION 4 – PRE-QUALIFICATION DOCUMENTS.....	4-0
CONTRACTOR PRE-QUALIFICATION PROGRAM.....	4-1
SECTION 5 – BID/PROPOSAL FORMS	5-0
PROPOSAL LETTER	5-1
LIST OF COMPLETED PROJECTS (REFERENCES).....	5-5
SECTION 6 – REQUIRED CERTIFICATIONS	6-0
ETHICS DECLARATION	6-1
GENERAL CERTIFICATIONS.....	6-3
CERTIFICATE OF COMPLIANCE WITH 49 CFR PART 655, PREVENTION OF ALCOHOL MISUSE AND PROHIBITED DRUG USE IN TRANSIT OPERATIONS	6-5
BUY AMERICA CERTIFICATE	6-7
CERTIFICATION OF COMPLIANCE WITH FEDERAL LOBBYING REQUIREMENTS (49 CFR PART 20).....	6-8
CERTIFICATION OF PROSPECTIVE CONTRACTOR REGARDING DEBARMENT, SUSPENSION, INELIGIBILITY AND VOLUNTARY EXCLUSION	6-19
CERTIFICATION OF PROSPECTIVE LOWER TIER PARTICIPANT REGARDING DEBARMENT, SUSPENSION, INELIGIBILITY AND VOLUNTARY EXCLUSION	6-23

* All Articles, Subarticles, or portions of the Contract noted by an asterisk (*) shall be included in (flow-down to) all Subcontracts of any tier.

SECTION 1 – LETTER OF INVITATION

This page is intentionally blank



Metro

Metropolitan Transportation Authority

One Gateway Plaza
Los Angeles, CA 90012-2952

213.922.2000 Tel
metro.net

March 15, 2007

ATTENTION: Prospective Proposer

SUBJECT: REQUEST FOR PROPOSALS (RFP) FOR RFP No. PS077140227,
Non-Traditional Advertising

Los Angeles County Metropolitan Transportation Authority (Metro) has established a contracting opportunity to allow non-traditional advertising as outlined in the Statement of Work. Non-traditional advertising displays include, but are not limited to Wallscape on Metro properties, animated subway tunnel advertising and video displays. The resultant Contract, if awarded, will provide revenue to Metro.

The standard Metro Terms and Conditions that apply to RFP No. PS077140227 are found in Attachment 1 to this letter, and marked with an "X". These standard Terms and Conditions may be downloaded from the Metro Procurement Department's website (http://www.mta.net/EBB/contract_template_summary.htm). If a document is marked "X", the standard language found at the Metro Procurement Department's website, shall apply to RFP No. PS077140227.

You are requested to submit a proposal to furnish all of the labor, materials, and other related items required for the performance of a contract resulting from RFP No. PS077140227 on a firm, fixed revenue basis. This Contract will be for a term of three (3) years with three (3) one year or any part of one year options.

The Los Angeles County Metropolitan Transportation Authority (Metro) will receive proposals for the above-identified contract (Contract). An original and five (5) copies of all proposals must be submitted in sealed envelopes, by mail or hand delivered to the address below, by COB on May 24, 2007 which is 2:00 p.m.

Los Angeles County
Metropolitan Transportation Authority (Metro)
One Gateway Plaza
Los Angeles, CA 90012-2952
12th Floor Receptionist
RFP No. PS077140227

All communications in connection with this RFP shall be provided as follows:

**By U.S. Mail, FedEx,
UPS, or courier**

Los Angeles County
Metropolitan Transportation Authority
One Gateway Plaza
Los Angeles, CA 90012-2952
Attention: Linda C. Wasley, Sr. Contract Administrator
RFP No. PS077140227

- By Phone to (213) 922 - 4186 Los Angeles County
Metropolitan Transportation Authority
- By FAX to (213) 922 - 1005 Attention: Linda C. Wasley, Sr. Contract Administrator
RFP No. PS077140227
- By e-mail to
wasleyl@metro.net Diversity & Equal Opportunity
Ethics or Lobbyist Registration Information, (213) 922-2900
Pre-Qualification Department, (213) 922-4130

A Pre-Proposal Conference will be held on April 19, 2007 at 10:00AM in the Palos Verdes Room on the 19th Floor of the Gateway Building. Note: Parking is available in the parking structure underneath the building - parking receipts will not be validated.

The Contract award will be made to the proposer whose proposal meets the requirements of the RFP and is most advantageous to the Metro based upon the proposal evaluation criteria. The Metro reserves the right to reject any or all proposals, to waive informalities or irregularities to the extent permitted by law in any proposal received, and to be the sole judge of the merits of the respective proposal received.

Issued by:

LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY

Tommye Williams
Contracts Administration Manager

Attachment 1 - Terms & Conditions
Attachment 2 - Special Provisions

ATTACHMENT 1 – STANDARD TERMS & CONDITIONS

The standard Metro Terms and Conditions that apply to RFP No. PS077140227 are included in this Attachment, and are marked with an “X” in Column “A” below. If you have Internet access and are reviewing the documents listed below on-line, you can click-on any of the document numbers (e.g., PF018) and you will be hyperlinked to the Metro Procurement website (http://www.mta.net/EBB/contract_template_summary.htm) containing the full text of the document.

All unmarked documents do not apply to RFP No. PS077140227.

(A)	(B)	(C)	(D)
Applicable Document	Form No.	Document Title	Revision Date
		Form Of Contract	
X	018	Firm Fixed Price (FFP) Contract	11/24/04
	109	Firm Fixed Price (FFP) Contract (Public Works <\$25K)	11/24/04
	102	EZ Firm Fixed Price (FFP) Contract - Services	07/15/03
	020	Cost Reimbursable (CR) Contract	11/24/04
	080	Time & Material (T&M) Contract	11/24/04
	090	Indefinite Delivery/Indefinite Quantity (IDIQ) Contract	11/24/04
	100	Task Order Form	10/04/04
	101	Purchase Order (PO) Terms & Conditions	07/15/03
		General Conditions	
	042	General Conditions (Construction)	11/09/04
	042a	General Conditions (Construction - Design Build)	06/19/02
	108	General Conditions (Public Works - Short Form)	07/23/04
	110	General Conditions (Public Works - <\$25K)	10/13/05
X	038	General Conditions (Services)	07/23/04
	037	General Conditions (Services - Short Form)	07/23/04
	103	General Conditions (Services - EZ Form)	07/23/04
	097	General Conditions California Codes	05/15/02
	111	Safety Manual for other than Construction	07/23/04
		Supplemental Conditions	
X	039	Regulatory Requirements	10/22/04
X	104	Audit Clause	07/15/03
		Special-Provisions	
	093	Special Provisions (Construction) Bidder/Proposer must also see Attachment 2, for the Special Provisions applicable to this IFB.	05/02/05
	093a	Special Provisions (Construction - Design Build) Bidder/Proposer must also see Attachment 2, for the Special Provisions applicable to this IFB.	05/02/05

(A)	(B)	(C)	(D)
Applicable Document	Form No.	Document Title	Revision Date
X	089	Special Provisions (Services) Bidder/Proposer must also see Attachment 2, for the Special Provisions applicable to this IFB/RFP.	05/02/05
		Compensation and Payment Provisions	
	045	Compensation & Payment Provisions (Construction)	05/15/02
X	040	Compensation & Payment Provisions (Fixed Price)	02/10/03
	073	Compensation & Payment Provisions (Cost Reimbursable)	02/10/03
	081	Compensation & Payment Provisions (T&M)	05/15/02
		Disadvantage and Small Business Enterprise (D/SBE) Manuals	
	087	DBE Manual (Federal)	05/15/02
	088	SBE Manual (State)	05/15/02
	068	DBE Instructions to Bidders/Proposers and Form	05/15/02
	069	SBE Instructions to Bidders/Proposers and Form	05/15/02
	070	MBE/WBE Instructions to Bidders/Proposers and Form	05/15/02
	059	Bidder/Proposer or Joint Venture MBE/WBE Status & Affidavit (S/D/WBE Forms)	05/15/02
	066	MBE/WBE Subcontractor/Supplier Instructions & List of Proposed Subcontractors/Suppliers (S/D/WBE Forms)	05/15/02
		Bid/Proposal Documents	
	009	Instructions to Bidders	05/02/05
X	010	Instructions to Proposers	05/02/05
		Pre-Qualification	
X	096	Pre-Qualification Application & Forms (contracts > \$100K)	05/15/02

ATTACHMENT 2 –SPECIAL PROVISIONS (SERVICES)

The only Special Provisions (SP's) that apply to RFP No. PS077140227 are marked ("X") below in Column "A". All of the Metro's standard SP's may be downloaded from the Metro Procurement Department's website (http://www.mta.net/EBB/contract_template_summary.htm - then see "Special Provisions"). If an SP is marked "X", the standard SP language found at the Metro Procurement Department's website, shall apply to RFP No. PS077140227, unless indicated by a modification specified in Column "C".

All unmarked SP's do not apply to RFP No. PS077140227.

Note - If you have Internet access and are reviewing this document on-line, you can click-on any of the SP numbers (e.g., SP-01) and you will be hyperlinked to the Metro Procurement website containing the full text of the SP.

Also note - All Articles, Subarticles, or portions of the Contract noted by an asterisk (*) shall be included in all Subcontracts of any tier.

(A)	(B)	(C)
Applicable SP's	Special Provisions (SERVICES) Number and Title	Modification To Standard Metro Special Provisions (If Any)
	SP-01 DBE Participation (Federally Funded Contracts)	
	SP02 M/WBE Participation (State/Locally Funded Contracts)	
	SP-03 SBE Participation	
	SP-04 Browz Requirements	
	SP-05 Organizational Conflicts Of Interest*	
	SP-06 Notices And Service Thereof*	
	SP-07 Approved Subcontractors And Suppliers*	
X	SP-08 Release Of Information*	
	SP-09 Ordering (Indefinite Delivery/Quantity Contracts)	
X	SP-10 Insurance	See Attachment 3 on Page 1-7
X	SP-11 Worksite Access/Restoration (January 2002)	
	SP-12 Loss Prevention	
	SP-13 Contractor Equipment*	
	SP-14 Final Payment Bond	
	SP-15 Hazardous Material Identification And	

(A)	(B)	(C)
Applicable SP's	Special Provisions (SERVICES) Number and Title	Modification To Standard Metro Special Provisions (If Any)
	Material Safety Data	
	SP-16 Contract Specific Definitions*	
	SP-17 Clean Up	
X	SP-18 Protection Of Metro Structures, Equipment, And Vegetation	
	SP-19 Protection Of Existing Vegetation, Structures, Equipment, Utilities, And Improvements*	
	SP-20 Allowability, Allocability and Reasonableness Definitions*	
	SP-21 Software Licensing Agreement And Provisions For Use*	
	SP-22 Liquidated Damages*	
	SP-23 The Contractor's License	
	SP-24 Indirect Cost Rates*	
	SP-25 Metro Management Of Contractor's Personnel*	
	Appendix A - Work Completion Schedule	
	Appendix A - Record Drawings Schedule	
	Appendix A - Milestone Completion Schedule	
	Exhibit 1 - Rate Certification	
	Appendix A - Performance Bond	
	Appendix A - Payment (Material And Labor) Bond	
	OTHER (SPECIFY)	(SPECIFY)

ATTACHMENT 3 –INSURANCE REQUIREMENTS

FOR

MEDIA CONTRACTS

Please note: Metro reserves the right to add additional insurance requirements depending on the nature of the installation and removal of the non-traditional advertising proposed.

Consultant shall procure and maintain for the duration of the contract insurance against claims for injuries to persons, or damages in property which may arise from or in connection with the performance of the work hereunder by the Consultant, his agents, representatives, or employees. As respects Professional Liability, coverage must be maintained, and evidence provided, for two years following the expiration of this contract.

MINIMUM SCOPE OF INSURANCE

Coverage shall be at least as broad as:

1. Insurance Services Office Commercial General Liability coverage (occurrence form CG0001)
2. Insurance Services Office form number CA0001 covering Automobile Liability.
3. Workers' Compensation insurance as required by the State of California and Employer's Liability Insurance.
4. Media Professional Liability (Errors and Omissions) insurance.

MINIMUM LIMITS OF INSURANCE

Media Consultant shall maintain limits no less than:

1. Commercial General Liability: \$1,000,000 per occurrence for bodily injury, personal injury and property damage. If Commercial General Liability Insurance or other form with a general aggregate limit is used, the general aggregate limit shall be twice the required occurrence limit or \$2,000,000.
2. Commercial Automobile Liability: \$1,000,000 per accident for bodily injury and property damage.
3. Workers' Compensation to comply with California's statutory requirements.
4. Media Professional Liability: \$5,000,000 per occurrence.

OTHER INSURANCE PROVISIONS

The insurance policies required per the terms of the contract are to contain, or be endorsed to contain, the following provisions:

1. Metro, its subsidiaries, officials and employees are to be covered as additional insureds as respects liability arising out of the activities performed by or on behalf of the Consultant; products and completed operations of the Consultant; premises owned, occupied or used by the Consultant; or automobiles owned leased, hired or borrowed by the Consultant. The coverage shall contain no special limitations on the scope of protection afforded to Metro, its subsidiaries, officials and employees.
2. For any claims related to this project, the Consultant's insurance coverage shall be primary insurance as respects Metro, its subsidiaries, officials and employees. Any insurance or self-insurance maintained by Metro shall be excess of the Consultant's insurance and shall not contribute with it.

3. Any failure to comply with reporting or other provisions of the policies including breaches of warranties shall not affect coverage provided to Metro, its subsidiaries, officials and employees.
4. The Consultant's insurance shall apply separately to each insured against whom claim is made or suit is brought, except with respect to the limits of the insurer's liability.
5. Each Acord Certificate of insurance required by this contract shall be worded to state that coverage shall not be suspended, voided, canceled by either party, reduced in coverage or in limits except after thirty (30) days prior written notice has been given to Metro. Cancellation provision should also delete the words, "endeavor to and failure to mail" clause.
6. Workers' Compensation and Employer's Liability policies shall provide a waiver of subrogation in favor of Metro.
7. Professional Liability insurance shall be continued, and evidence provided to Metro, for two years following the expiration of the contract or, tail coverage provided for two years in the event of cancellation or non-renewal.

DEDUCTIBLES AND SELF-INSURED RETENTIONS

Any deductibles or self-insured retentions must be declared to, and amounts over \$25,000 approved by Metro.

ACCEPTABILITY OF INSURERS

Insurance is to be placed with California admitted insurers with a current A.M. Best's rating of no less than A-VII, unless otherwise approved by Metro or non-admitted carriers on the California Department of Insurance's approved list.

VERIFICATION OF COVERAGE

Consultant shall furnish Metro with original endorsements and certificates of insurance evidencing coverage required by this clause. All documents are to be signed by a person authorized by that insurer. All documents are to be received and approved by Metro before work commences. If requested by Metro, the Contractor shall submit copies of all required insurance policies, including endorsements affecting the coverage required by these specifications.

SUBCONSULTANTS

Consultant shall include all subconsultants as insured under its policies or shall furnish separate certificates and endorsement for each subconsultant. All coverages for subconsultants shall be subject to all of the requirements stated herein. If requested by Metro, the Contractor shall submit copies of all required insurance policies, including endorsements affecting the coverage required by these specifications.

SECTION 2 CONTRACT DOCUMENTS

This page is intentionally blank

Note: Standard Firm, Fixed Price Contract will be replaced with a Revenue Sharing Contract based on accepted proposals.

STATEMENT OF WORK

The Right to Sell and Display Non-Traditional Advertising on METRO Properties

1.0 GENERAL ISSUES

The Los Angeles County Metropolitan Transportation Authority (METRO) is seeking proposals for the purpose of generating new revenues through non-traditional forms of advertising on its properties.

METRO will grant the successful proposer(s) (hereinafter referred to as "Contractor") the right to sell, display and, if necessary, install equipment only for a specifically proposed form of advertising only on specific METRO properties. METRO intends to award the base contract for three years; and to reserve the right to exercise the option(s) to extend the contract for three additional years, either in one-year increments or any combination or partial year thereof. However, the Contractor may propose a longer-term contract period if warranted by installation costs, which are to be borne fully by the Contractor. METRO will notify the Contractor of intent to exercise or not exercise an option no later than six months prior to the expiration date of the previous contract period.

2.0 NON-TRADITIONAL DISPLAYS

METRO owns properties and facilities throughout Los Angeles County, including buildings, rights-of-way, rail lines and bus stations (see Exhibit A). Many of these offer the potential for non-traditional advertising displays. Examples of such displays include, but are not limited to, walls on buildings, animated subway tunnel advertising, electronic displays in rail stations and inside rail cars. Potential vendors are invited to propose any and all such displays for the purpose of generating revenue for METRO.

Any such advertising installation and removal shall be the responsibility of the Contractor, with no cost to METRO. Contractor's proposal must include a method for reimbursing METRO for any electricity consumed or any other operating cost associated with the display.

Metro's preferred payment structure is based on a revenue share against a minimum guarantee, with a minimum of 65% of the net revenue payable to Metro.

METRO may require a test period for evaluation prior to contract award and full implementation of the proposed program.

Contractor will be responsible for obtaining any and all permits and licenses as may be required by the City and/or County of Los Angeles.

Contractor shall ensure that all materials used meet or exceed Fire Life Safety standards as specified by Metro's Safety Department.

3.0 METRO ADVERTISING CONTENT GUIDELINES

Creative for all non-traditional advertising displays will be submitted to METRO for approval prior to acceptance. Metro will be given at least 3 business days to review and accept or reject submissions. In no event will metro take longer than 5 business days to review and accept or reject any submission.

The following guidelines and content restrictions apply to all forms of advertising on the METRO system:

3.1 Alcohol and Tobacco Advertising

Advertising of all alcohol and tobacco products is prohibited.

3.2 Non-Commercial Advertising

METRO does not accept advertising from non-governmental entities if the subject matter and intent of said advertising is non-commercial. Specifically, acceptable advertising must promote for sale, lease or other form of financial benefit a product, service, event or other property interest in primarily a commercial manner for primarily a commercial purpose.

Exception: Governmental entities, meaning public entities specifically created by government action, may purchase advertising space for messages that advance specific government purposes. It is METRO's intent that government advertising will not be used for comment on issues of public debate.

3.3 Other Subject Matter Restrictions

Advertising may not be displayed if its content:

- Promotes or relates to an illegal activity;
- Contains language which is obscene, vulgar, profane or scatological;
- Contains images, copy or concepts that actively denigrate a specific ethnic or gender group;
- Contains images, copy or concepts that actively denigrate public transportation; or
- Contains obscene matter as defined in the Los Angeles County Code, Chapter 13.17, Section 13.17.010, or sexually explicit material as defined in the Los Angeles County Code, Chapter 8.28, Section 8.28.010D.

3.4 METRO's Right of Rejection

Beyond the above, METRO's vendors may review advertising content according to their own guidelines of acceptability. In all contracts METRO reserves the right to reject any advertising content submitted for display on its properties and/or to order the removal of any advertising posted on its properties. Removal and site restoration shall be at Contractor's expense.

METRO's Chief Communications Officer makes decisions regarding the rejection or removal of advertising based upon the criteria in METRO's policy statement. Upon verbal notice by the Chief Communications Officer or designee, the Contractor shall immediately remove such advertisement within 24 hours. Upon request, METRO will furnish written confirmation of the notice to the Contractor.

3.5 Advertising developed and produced for the Contractor's own use to promote the sale of transit advertising or a related theme or concept and the sizes and number of such exterior advertising shall be submitted to the METRO for review and approval in advance of posting.

The METRO reserves the right to limit the amount of available space for display for such advertising to five percent (5%).

3.6 Advertisements with dated content shall be removed within twelve (12) working days of the expiration or obsolescence of the ad content.

3.7 All contracts issued by Contractor to advertisers shall contain provisions transferring assignment of contract to METRO at the end of the contract term.

4.0 Payments to METRO

Monthly payments shall be due 15 days following the close of each month, commencing no later than the month of or prior to the installation of the proposed and approved advertising. All payments shall be delivered or mailed to:

Los Angeles County Metropolitan Transportation Authority
File 54924
Los Angeles, California 90051-0296

Payments not received by the 15th day following the close of each month shall be considered delinquent and subject to an interest charge based on the prime interest rate in effect on the date of METRO's billing plus two percent per annum.

5.0 METRO Representative

The Deputy Executive Officer of Communications, Warren Morse, or a designee, shall be the METRO's representative for this contract.

MTA OPERATING DIVISIONS WITH TOWERS

Division

1)	1130 East 6 th Street	Los Angeles, California
2)	720 East 15 th Street	Los Angeles, California
3)	630 West Avenue 28	Los Angeles, California
5)	5425 Van Ness Avenue	Los Angeles, California
7)	8800 Santa Monica Blvd.	Los Angeles, California
8)	9201 Canoga Avenue	Chatsworth, California
9)	3449 Santa Anita Ave	El Monte, California
10)	742 B. Mission Road	Los Angeles, California
15)	11900 Branford Street	Sun Valley, California
18)	450 West Griffith Street	Gardena, California

NOTE THIS PAGE TO BE DELETED AND REPLACED WITH A MAP OF THE METRO PROPERTIES.

SECTION 3 – BID/PROPOSAL DOCUMENTS

This page is intentionally blank

SUBMITTAL REQUIREMENTS

1.1 GENERAL FORMAT

Proposals shall be prepared single-sided on 8-1/2 x 11" paper (recycled paper preferred) with 1" left, top, bottom and right margins. Typing shall be single spaced and with a minimum font size of ten. The original shall be bound in a three ring binder. Copies may be bound in any other fashion. Use of 11" x 17" fold out sheets for large tables, charts or diagrams is permissible, but should be limited. Elaborate format is not necessary. Do not provide promotional or advertising information.

One original and five copies of the proposal, including all submittal forms, are required. The proposals shall:

Contain concise written materials and drawings that enable the reviewer to clearly understand the Proposer's capabilities;

- Specifically describe the Proposer's role in relationship to its subcontractors and suppliers and shall describe the interfaces with said subcontractors and suppliers; and
- Be submitted in multiple volumes as specified below.

1.2 PROPOSAL CONTENT

The proposal shall have the following components and shall be laid out in the format exactly as shown here:

VOLUME I

PROPOSAL LETTER (see Section 5); this letter must be completed and executed by an authorized representative of the Proposer. No other letter may replace or be included in addition to the Proposal Letter.

EXECUTIVE SUMMARY (maximum of 1 page)

PRIME CONTRACTOR'S SKILL AND EXPERIENCE

Provide a narrative description of the proposing organization with key personnel listed as well as any and all applicable permits or licenses currently held. List all activities the firm will provide and identify any activities that will be sub-contracted (i.e. installation and removal. Note: Sub-contractors must submit insurance and certifications.) Provide a minimum of three references and contact information. Provide samples of non-traditional advertising projects completed for other venues.

MANAGEMENT PLAN

Provide a thorough plan for the display of advertising including a schedule for development, installation and teardown. Provide anticipated revenue and approximate time table. Provide a list of anticipated advertisers and products. Provide a plan for a test project, suggest length of test and potential revenue from test.

REVENUE MANAGEMENT

Indicate how costs are isolated and records maintained for possible Metro audit.

VOLUME II CERTIFICATION FORMS

EVALUATION CRITERIA

Any proposals resulting from this RFP will be evaluated according to the following criteria and associated weights. Sub-criteria are equally weighted.

1. DEGREE OF THE PRIME'S SKILLS AND EXPERIENCE

- Organization demonstrates capability to provide non-traditional advertising including all labor, materials and advertising clients within the advertising guidelines in the Statement of Work.
- Proposer has satisfactory history as determined by reference check.

2. MANAGEMENT PLAN

- Proposal includes plans for installation and removal of non-traditional advertising that does not damage or deface Metro property.
- Proposal includes list of necessary permits and/or licenses.
- Plan for test project.

3. REVENUE MANAGEMENT

- Proposal includes anticipated revenue and explanation of budget.
- Proposal includes plan for isolation of auditable costs associated with determining Metro's percentage of net revenue.

PROPOSER _____

REVENUE SHARE ESTIMATED INCOME

NOTE: This form is provided as a convenience and may be altered to suit the proposed project.

In addition to the data below, please provide on an attached sheet a rationale or set of assumptions that explains the basis for the Gross Income estimates. Supporting information should include, but is not limited to, the following:

- Anticipated Rate Card
- Assumed Occupancy Rate
- Projected Revenue per Vehicle
- Assumed Annual Percentage Increases/Decreases in Rates, Revenue and Expenses
- List of items that comprise estimated expenses

	Year 1	Year 2	Year 3	Year 4	Year 5
Est. Gross Income	\$ _____	\$ _____	\$ _____	\$ _____	\$ _____
Less Est. Expenses	(\$ _____)	(\$ _____)	(\$ _____)	(\$ _____)	(\$ _____)
Est. Net Revenue	\$ _____	\$ _____	\$ _____	\$ _____	\$ _____
Est. Revenue to Metro (____% of Net Revenue)	(\$ _____)	(\$ _____)	(\$ _____)	(\$ _____)	(\$ _____)
Estimated Net Income	\$ _____	\$ _____	\$ _____	\$ _____	\$ _____
Minimum Guarantee to Metro	\$ _____	\$ _____	\$ _____	\$ _____	\$ _____

SECTION 4 – PRE-QUALIFICATION DOCUMENTS

This page is intentionally blank

CONTRACTOR PRE-QUALIFICATION PROGRAM

- A. All contractors, first-tier subcontractors, some material suppliers (supplying directly to the LACMTA), and most other firms competing for award of contracts or subcontracts of \$100,000 or more will be required to complete and submit a Contractor Pre-Qualification Application. Failure to do so may cause your bid/proposal to be rejected as non-responsive.
- B. There are two types of Pre-Qualification Applications, one for construction companies ("Construction Related Projects") and one for businesses providing services other than construction ("Other than Construction Related Projects").
- C. Contractor Pre-Qualification Applications are due to the Pre-Qualification Office no later than bid/proposal due date. To ensure confidentiality, **do not** put copies of pre-qualification documents in your bid/proposal package. Submit all pre-qualification documents directly to the Pre-Qualification Office.
- D. For contact information, please refer to the Letter of Invitation. For additional information and copies of the applications, refer to the Pre-Qualification webpage at the LACMTA website: (<http://www.metro.net/EBB/PQA/vprequal.htm>). The Pre-Qualification Office can also provide applications.

SECTION 5 – BID/PROPOSAL FORMS

This page is intentionally blank

PROPOSAL LETTER

HONORABLE CHAIRMAN AND MEMBERS OF THE BOARD
LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY
ONE GATEWAY PLAZA
LOS ANGELES, CA 90012-2952

SUBJECT: REQUEST FOR PROPOSAL CONTRACT NO. RFP No. PS077140227
Non-Traditional Advertising

In response to the above referenced Request for Proposals (RFP) and in accordance with the accompanying Instructions to Proposers and Submittal Requirements, we the undersigned hereby offer to perform and complete the work as required in the Contract Documents.

If recommended for contract award, will provide to the Metro all required Certificates of Insurance.

The proposal submitted in response to subject RFP shall be in effect for 120 days after the proposal due date.

Further, the undersigned agrees to execute the Metro prepared Contract within ten calendar days after receipt of Notice of Award and provide to the Metro all required Certificates of Insurance. The Proposer represents that the following person(s) are authorized to negotiate on its behalf with the Metro in connection with this RFP and will provide appropriate evidence of authorization upon request:

Printed Name	Title	Phone
--------------	-------	-------

Printed Name	Title	Phone
--------------	-------	-------

Printed Name	Title	Phone
--------------	-------	-------

In addition to the formal certifications provided, the Proposer certifies that it has:

- A. Examined and is fully familiar with all of the provisions of the RFP Documents and any amendment thereto;
- B. Satisfied itself as to the requirements of the Contract;
- C. Carefully reviewed the accuracy of all statements shown in this Proposal;
- D. Examined the experience, skill and certification (if any) requirements specified in the Statement of Work and that the entities (Contractor, Subcontractor, Supplier) performing the work fulfill the specified requirements, and
- E. Satisfied itself with respect to other matters pertaining to the RFP which in any way affect the performance of the Work.

- F. Unless otherwise noted within this letter, the proposal has been submitted without exception and all Metro Contract Terms and Conditions are acceptable to the Proposer. Noted exceptions will be evaluated for responsiveness and significance, and may initiate discussions with the selected firm to clarify or resolve such exceptions. It is understood that if it is not in the best interests of the Metro to accept proposed exceptions, notice will be provided to the Proposer to accept the Terms and Conditions as stated in the RFP, or be eliminated for further consideration.

Exceptions (if any):

Therefore, the undersigned hereby agrees that the Metro will not be responsible for any errors and/or omissions in the Proposal.

The undersigned acknowledges receipt, understanding and full consideration of the following amendment to the RFP Documents:

Amendment No(s):

The Proposer further certifies that:

- A. The only persons, firms, corporations, joint ventures/partnerships, and/or other parties interested in the Proposal as principals are those listed as such in the Proposal Forms; and
- B. The Proposal is made without collusion with any other person, firm, corporation, joint venture/partnership, and/or other party.
- C. Joint ventures/partnerships are to provide a signed copy of their agreement with their Proposal.

Proposer's
Name: _____

Business
Address: _____

Contractor's License
No.: _____

License Expiration
Date: _____

Classification
Type: _____

Phone: _____ Fax: _____

e-mail address

Signature of Authorized Official

Type or Print
Name

Title

Date

_____ being duly sworn, deposes and says
Name

That he/she is the _____ of _____
Title Company

and that all statements and information contained in the Proposal and made a part of through attachment and/or reference, are true and correct.

Subscribed and sworn before me before this _____ day of _____, 200__.

Notary Public: _____

My Commission expires: _____

BIDDER/PROPOSER: _____

LIST OF COMPLETED PROJECTS (REFERENCES)

Include only projects that are pertinent for this Invitation For Bids/Request for Proposal, in order to demonstrate Bidder's/Proposer's ability to perform the required Work.

PROJECT NAME AND LOCATION	DESCRIPTION OF WORK	OWNER'S NAME, ADDRESS, PHONE NO. CONTACT PERSON	ACTUAL FINAL CONTRACT VALUE	DATE CONTRACT DURATION
	Prime ☐ Sub ☐		\$	
	Prime ☐ Sub ☐		\$	
	Prime ☐ Sub ☐		\$	
	Prime ☐ Sub ☐		\$	

SECTION 6 – REQUIRED CERTIFICATIONS

This page is intentionally blank

ETHICS DECLARATION

- A. The following questions are designed to ensure contractors and Metro, including its employees and Board of Directors, are able to comply with their obligations to avoid conflicts of interest issues. Your company should make or cause to be made a reasonably diligent investigation prior to responding to the questions to ensure your responses are correct and you must have an authorized official sign below where indicated.

The authorized official is responding on behalf of your company and your sub-contractors and other persons and entities that your company or its subsidiaries have designated to perform the work requested in the bid/proposal.

An affirmative response to any of the questions will not automatically cause your company to be disqualified. However, failure to answer the questions in good faith or providing material false answers may subject your company to consequences up to and including disqualification of its bid.

If you have any questions please contact the contract administrator assigned to this procurement.

- B. On a separate sheet of paper state the names, if applicable, of your parent, all subsidiaries, and "related business entities" as that term is defined in California Code of Regulations 18703.1(d). If none, state "none".

Questions	Yes/No
1. Are any of your employees, officers, shareholders, partners, or directors (including your and those of your subcontractors' and consultants' collectively "Employees") formerly a Metro board member or employee within the previous 12 months?	
2. Are any of your Employees related to any Metro board member or employee?	
3. Are any of your Employees also Metro board members or employees?	
4. Do any Metro board members or employees own any stock in your company, or that of your consultants or subcontractors?	
5. Have you or Employees given any gifts within the previous 12 months to a Metro board member or employee?	
6. Have you, your Employees or their family members of your parent, subsidiaries and relate business entities as stated above, made any campaign contributions any present Metro Board Member or employee in the past four years?	
7. Have you employed or do you intend to employ as a lobbyist any former Metro board member or employee who has left the Metro within the last twelve months?	
8. Did you or you Employees receive any confidential information concerning this contract?	
9. Did you or any of your Employees perform work within the last 3 years relating to the project or services contemplated to be performed under this contract, including development of the specifications or earlier phases of the project or services to be provided under this contract?	

	No. of Pages Attached
10. If you answered "yes" to any question 1 through 9 above, explain in detail on a separate sheet the facts and information, including names, dates, amounts, and other circumstances relevant to the question.	

You have read and shall abide by the Metro Code of Conduct for Contractors at all times during your relationship with the Metro. Your consultants and subcontractors you retain (if any) to perform any services under the contract you are seeking have or will promptly upon your hiring of those persons, shall read and abide by the Metro Code of Conduct for Contractors. You have read and will continually remain in compliance with the Metro Lobby Ordinance.

C. **DECLARATION**

I, (name) _____, on behalf of (name of bidder/proposer) including _____ its _____ subcontractors _____ and _____ consultants, _____ at which I am employed as (your title) _____, declare that after having made or caused to be made a reasonably diligent investigation both regarding my company and all sub-contractors and consultants designated by the above bidder/proposer, the foregoing responses, and the explanation on the attached sheet, if any, in response to question 10, are correct to the best of my knowledge and belief.

Signature

Date

BIDDER/PROPOSER: _____

GENERAL CERTIFICATIONS

The Bidder/Proposer shall respond either "Yes" or "No" to each of the following where indicated. If the Bidder/Proposer's response is "No", a full explanation shall be provided in the space following the last item.

1.0 CERTIFICATE OF NONDISCRIMINATION

Yes ☐ No ☐

The Bidder/Proposer hereby certifies: that it does not unlawfully discriminate against any employee or applicant for employment with regard to race, sex, color, religion, ancestry, national origin, marital status, age (over 40), or disability (including AIDS, and cancer-related medical condition); that it is in compliance with all applicable Federal, state, and local directives and executive orders regarding nondiscrimination in employment; and that it agrees to pursue positively and aggressively the principle of equal opportunity in employment. The Bidder/Proposer and its Subcontractors shall comply with the provisions of the Fair Employment and Housing Act Gov. Code § 12900 and the applicable regulations promulgated thereunder. The Bidder/Proposer agrees specifically to adhere to the following:

- A. Establish and observe employment policies that actively promote opportunities for minority persons and women at all job levels.
- B. Communicate this policy to all company employees, outside recruiting services, especially those serving minority communities and women, and minority communities and women at large.
- C. State in all solicitations or advertisements for employees that the Bidder/Proposer will consider all qualified applicants for employment without regard to race, sex, color, religion, ancestry, national origin, marital status, age (over 40), or disability (including AIDS, and cancer-related medical condition).

2.0 AFFIRMATIVE ACTION

Yes ☐ No ☐

The Bidder/Proposer certifies that it and those Subcontractors with subcontracts in excess of ten thousand dollars (\$10,000) are maintaining Affirmative Action Programs consistent with those required under Federal Executive Order 11246. The detailed requirements are set forth in the Contract Compliance Manual.

3.0 FRAUDULENT USE OF DBE FRONTS

Yes ☐ No ☐

Only legitimate DBE's are eligible to participate in Metro contracts as DBEs. The Bidder/Proposer certifies that it has not knowingly and willfully used "fronts" as defined in section 100.6 of Metro's Contract Compliance Manual (Federal) to meet the Disadvantaged Business Enterprise Anticipated Level of Participation (DALP)

4.0 WHISTLEBLOWER REQUIREMENTS

Yes ☐ No ☐

The Bidder/Proposer certifies that it will take no action, or adopt any rule, regulation or policy which is contrary to the provisions set forth in California Labor Code § 1101.

A full explanation of all "No" answers shall be provided below.

Bidder/Proposer hereby declares under the penalty of perjury under the laws of the State of California that the certifications made above in No. 1-4 are true and correct.

Executed on _____, 20____, at _____, _____
(Date) (City) (State)

_____	_____	_____
Typewritten or Printed Name	Signature of Authorized Official	Title

BIDDER/PROPOSER: _____

**CERTIFICATE OF COMPLIANCE WITH 49 CFR PART 655,
PREVENTION OF ALCOHOL MISUSE AND PROHIBITED DRUG USE IN
TRANSIT OPERATIONS**

Bidder/Proposer hereby certifies that:

A. Anti-drug Use and Alcohol Misuse Program

(Choose one Alternative with "X" in the box)

1. ☐ Bidder/Proposer has established and implemented an anti-drug use and alcohol misuse program meeting the requirements on 49 CFR 655.

OR

2. ☐ Bidder/Proposer will establish and implement an anti-drug use and alcohol misuse program meeting the requirements on 49 CFR 655 prior to contract award.

B. Drug and Alcohol Testing Program

(Choose one alternative with "X" in the box)

1. ☐ To the best of my knowledge and belief the Work required under the Contract will not require the performance of "Safety Sensitive Functions" as defined in 49 CFR Part 655.

OR

2. ☐ To the best of my knowledge and belief the Work required under the Contract will require the performance of "Safety Sensitive Functions" as defined in 49 CFR Part 655.

(If Alternative 2 was chosen, select one of the following alternatives with an "X" in the box)

- a. ☐ Bidder/Proposer has established and implemented a drug and alcohol testing program that complies with 49 CFR Part 655.

OR

- b. ☐ Bidder/Proposer will establish and implement a drug and alcohol testing program that will comply with 49 CFR Part 655 prior to contract award.

C. Submittals

Bidder/Proposer will submit its Anti-drug Use and Alcohol Misuse Program, and, if B.2 was marked above, its Drug and Alcohol Testing Program, to the Metro for review and approval prior to contract award.

Bidder/Proposer: _____

Authorized Representative: _____

Signature of Authorized Representative: _____

Title: _____

Date: _____

BIDDER/PROPOSER: _____

**BUY AMERICA CERTIFICATE
FOR COMPLIANCE WITH TITLE 49 USC § 5323(J)(1)
(For Procurement of Steel, Iron, or Manufactured Products)**

A.

The Bidder/Proposer hereby certifies that it will comply with the requirements of Title 49 USC § 5323(j)(1) and the applicable regulations in 49 CFR Part 661.

Executed on _____, 20____, at _____, _____
(Date) (City) (State)

_____ Typewritten or Printed Name	_____ Signature of Authorized Official	_____ Title
--------------------------------------	--	----------------

BUY AMERICA CERTIFICATE FOR NON-COMPLIANCE WITH TITLE 49 USC §. 5323(J)(1)

The Bidder/Proposer hereby certifies that it cannot comply with the requirements of Title 49 USC § 5323(j)(1), but it may qualify for an exception pursuant to Title 49 USC § 5323(j)(2)(B) or (j)(2)(D) and the regulations in 49 CFR 661.7.

Executed on _____, 20____, at _____, _____
(Date) (City) (State)

_____ Typewritten or Printed Name	_____ Signature of Authorized Official	_____ Title
--------------------------------------	--	----------------

BIDDER/PROPOSER: _____

CERTIFICATION OF COMPLIANCE WITH FEDERAL LOBBYING REQUIREMENTS (49 CFR PART 20)

To be submitted with each Bid/Proposal or offer of Bidder/Proposer exceeding \$100,000

The _____ (Bidder/Proposer) certifies to the best of its knowledge and belief that:

1. No federally 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, an employee of a member of Congress; or any Board member or employee of the Metro in connection with the awarding of any federal contract; any federally funded contract; or the making of any federal grant, the making of any federal loan, the entering into of any cooperative agreement, or the extension, continuation, renewal, amendment or modification of any federal contract, federally funded 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 making lobbying contacts, or influencing or attempting to influence; an officer or employee of any agency; a member of Congress; an officer or employee of Congress; an employee of a member or Congress or a Board member or employee of the Metro in connection with this federally funded contract, grant, loan, or cooperative agreement, the undersigned shall register and comply with all federal disclosure requirements.
3. The undersigned shall require that the language of this certification be included in the solicitation and award documents for all subawards at all tiers including but not limited to subcontracts, subgrants and contracts under grants, loans and cooperative agreements and that all subrecipients shall certify and disclose accordingly.

This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by Title 31 USC § 1352 (as amended by the Lobbying Disclosure Act of 1995). Any offeror 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.

Executed on _____, 20____, at _____, _____
(Date) (City) (State)

Typewritten or Printed Name

Signature of Authorized
Official

Title

RESTRICTIONS ON LOBBYING

(a) Definitions, as used in this clause:

Agency as defined in Title 5 USC § 552(f), includes federal executive departments and agencies as well as independent regulatory commissions and government corporations, as defined in Title 31 USC § 9101(1).

Metro means the Los Angeles County Metropolitan Transportation Authority.

Covered Federal action means any of the following federal actions:

1. The awarding of any federal contract;
2. The making of any federal grant;
3. The making of any federal loan;
4. The entering into of any cooperative agreement, and
5. The extension, continuation, renewal, amendment, or modification of any federal contract, grant, loan or cooperative agreement.

Covered federal action does not include receiving from an agency a commitment providing for the United States to insure or guarantee a loan.

Indian tribe and **tribal organization** have the meaning provided in section 4 of the Indian Self-Determination and Education Assistance Act Title 25 USC § 450(b). Alaskan Natives are included under the definitions of Indian tribes in that Act.

Influencing or attempting to influence means making, with the intent to influence, any communication to or appearance before 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 any covered federal action.

Local government means a unit of government in a state and, if chartered, established, or otherwise recognized by a state for the performance of a governmental duty, including a local public authority, a special district, an intrastate district, a council of governments, a sponsor group representative organization, and any other instrumentality of a local government.

Officer or employee of an agency includes the following individuals who are employed by an agency:

1. An individual who is appointed to a position in the government under Title 5, USC, including a position under a temporary appointment;
2. A member of the uniformed services as defined in Title 37 USC § 101(3);
3. A special government employee as defined in, Title 18 USC § 202; and,
4. An individual who is a member of a federal advisory committee, as defined by the Federal Advisory Committee Act, Title 5 USC Appendix 2.

Person means an individual, corporation, company, association, authority, firm, partnership, society, state, and local government, regardless of whether such entity is operated for profit or not for profit. This term excludes an Indian tribe, tribal organization,

or any other Indian organization with respect to expenditures specifically permitted by other federal law.

Reasonable compensation means, with respect to a regularly employed officer or employee of any person, compensation that is consistent with the normal compensation for such officer or employee for work that is not furnished to, not funded by, or not furnished in cooperation with the federal government.

Reasonable payment means, with respect to professional and other technical services, a payment in an amount that is consistent with the amount normally paid for such services in the private sector.

Recipient includes all contractors and subcontractors at any tier in connection with a federal contract. The term excludes an Indian tribe, tribal organization, or any other Indian organization with respect to expenditures specifically permitted by other federal law.

Regularly employed means, with respect to an officer or employee of a person requesting or receiving a federal contract, an officer or employee who is employed by such person for at least 130 working days within one year immediately preceding the date of the submission that initiates agency consideration of such person for receipt of such contract. An officer or employee who is employed by such person for less than 130 working days within one year immediately preceding the date of the submission that initiates agency consideration of such person shall be considered to be regularly employed as soon as he or she is employed by such person for 130 days.

State means a state of the United States, the District of Columbia, the Commonwealth of Puerto Rico, a territory or possession of the United States, an agency or instrumentality of a state, and a multi-state, regional, or interstate entity having governmental duties and powers.

(b) Prohibition.

(1) Title 31 USC § 1352 provides in part that no appropriated funds may be expended by the recipient of a federal contract, grant, loan, or cooperative agreement to pay 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 any of the following covered federal actions: the awarding of any federal contract, the making of any federal grant, the making of any federal loan, the entering into of any cooperative agreement, and the extension, continuation, renewal, amendment, or modification of any federal contract, grant, loan, or cooperative agreement.

(2) The prohibition does not apply as follows:

(i) Agency and legislative liaison by Own Employees.

(A) The prohibition on the use of appropriated funds, in paragraph (b) (1) of this section, does not apply in the case of a payment of reasonable compensation made to an officer or employee of a person requesting or receiving a federal

contract if the payment is for agency and legislative liaison activities not directly related to a covered federal action.

- (B) For purposes of paragraph (b) (2) (i) (A) of this section, providing any information specifically requested by an agency or Congress is allowable at any time.
 - (C) For purposes of paragraph (b) (2) (i) (A) of this section, the following agency and legislative liaison activities are allowable at anytime only where they are not related to a specific solicitation for any covered federal action:
 - (1) Discussing with an agency (including individual demonstrations) the qualities and characteristics of the persons products or services, conditions or terms of sale, and service capabilities, and
 - (2) Technical discussions and other activities regarding the application or adaptation of the persons products or services for an agency's use.
 - (D) For purposes of paragraph (b) (2) (i) (A) of this section, the following agency and legislative liaison activities are allowable only when they are prior to formal solicitation of any covered federal action:
 - (1) Providing any information not specifically requested but necessary for an agency to make an informed decision about initiation of a covered federal action;
 - (2) Technical discussions regarding the preparation of an unsolicited proposal prior to official submission, and
 - (3) Capability presentations by persons seeking awards from an agency pursuant to the provisions of the Small Business Act, as amended by Public Law 95-507 and other subsequent amendments.
 - (E) Only those activities expressly authorized by paragraph (b) (2) (i) of this section are allowable under paragraph (b) (2) (i).
- (ii) Professional and technical services by Own Employees.
- (A) The prohibition on the use of appropriated funds, in paragraph (b) (1) of this section, does not apply in the case of a payment of reasonable compensation made to an officer or employee of a person requesting or receiving a federal contract or an extension, continuation, renewal, amendment, or modification of a federal contract if payment is for professional or technical services rendered directly in the preparation, submission, or negotiation of any bid, proposal or application for that federal contract or for meeting requirements imposed by or pursuant to law as a condition for receiving that federal contract.
 - (B) For purposes of paragraph (b) (2) (ii) (A) of this section professional and technical services shall be limited to advice and analysis directly applying any professional or technical discipline. For example, drafting of a legal document

accompanying a bid or proposal by a lawyer is allowable. Similarly, technical advice provided by an engineer on the performance or operational capability of a piece of equipment rendered directly in the negotiation of a contract is allowable. However, communications with the intent to influence made by a professional (such as a licensed lawyer) or a technical person (such as a licensed accountant) are not allowable under this section unless they provide advice and analysis directly applying their professional or technical expertise and unless the advice or analysis is rendered directly and solely in the preparation, submission or negotiation of a covered federal action. Thus, for example, communications with the intent to influence made by a lawyer that do not provide legal advice or analysis directly and solely related to the legal aspects of his or her clients proposal, but generally advocate one proposal over another are not allowable under this section because the lawyer is not providing professional legal services. Similarly, communications with the intent to influence made by an engineer providing an engineering analysis prior to the preparation or submission of a bid or proposal are not allowable under this section since the engineer is providing technical services but not directly in the preparation, submission or negotiation of a covered federal action.

(C) Requirements imposed by or pursuant to law as a condition for receiving a covered federal award include those required by law or regulation, or reasonably expected to be required by law or regulation, and any other requirements in the actual award documents.

(D) Only those services expressly authorized by paragraph (b) (2) (ii) of this section are allowable under paragraph (b) (2) (ii).

(iii) Reporting for Own Employees.

No reporting is required with respect to payments of reasonable compensation made to regularly employed officers or employees of a person.

(iv) Professional and technical services by Other than Own Employees.

(A) The prohibition on the use of appropriated funds, in paragraph (b) (1) of this section, does not apply in the case of any reasonable payment to a person, other than an officer or employee of a person requesting or receiving a covered federal action, if payment is for professional or technical services rendered directly in the preparation, submission, or negotiation of any bid, proposal, or application for that federal contract or for meeting requirements imposed by or pursuant to law as a condition for receiving that federal contract.

(B) For purposes of paragraph (b) (2) (iv) (A) of this section professional and technical services shall be limited to advice and analysis directly applying any professional or technical discipline. For example, drafting of a legal document accompanying a bid or proposal by a lawyer is allowable. Similarly, technical advice provided by an engineer on the performance or operational capability of a piece of equipment rendered directly in the negotiation of a contract is allowable. However, communications with the intent to influence made by a

professional (such as a licensed lawyer) or a technical person (such as a licensed accountant) are not allowable under this section unless they provide advice and analysis directly applying their professional or technical expertise and unless the advice or analysis is rendered directly and solely in the preparation, submission or negotiation of a covered federal action. Thus, for example, communications with the intent to influence made by a lawyer that do not provide legal advice or analysis directly and solely related to the legal aspects of his or her client's proposal, but generally advocate one proposal over another are not allowable under this section because the lawyer is not providing professional legal services. Similarly, communications with the intent to influence made by an engineer providing an engineering analysis prior to the preparation or submission of a bid or proposal are not allowable under this section since the engineer is providing technical services but not directly in the preparation, submission or negotiation of a covered federal action.

- (C) Requirements imposed by or pursuant to law as a condition for receiving a covered federal award include those required by law or regulation, or reasonably expected to be required by law or regulation, and any other requirements in the actual award documents.
- (D) Persons other than officers or employees of a person requesting or receiving a covered federal action include consultants and trade associations.
- (E) Only those services expressly authorized by paragraph (b) (2) (iv) of this section are allowable under paragraph (b) (2) (iv).

(c) Disclosure.

- (1) Each person who requests or receives from the Metro a contract with federal assistance shall file with the Metro a certification, set forth in Bid/Submittal Form entitled FEDERAL LOBBYING CERTIFICATION, that the person has not made, and will not make, any payment prohibited by paragraph (b) of this clause.
- (2) Each person who requests or receives from the Metro a contract with federal assistance shall file with the Metro a disclosure form, Standard Form-LLL, Disclosure of Lobbying Activities, if such person has made or has agreed to make any payment using nonappropriated funds (to include profits from any covered federal action), which would be prohibited under paragraph (b) of this clause if paid for with appropriated funds.
- (3) Each person shall file a disclosure form at the end of each calendar quarter in which there occurs any event that requires disclosure or that materially affects the accuracy of the information contained in any disclosure form previously filed by such person under paragraph (c) (2) of this section. An event that materially affects the accuracy of the information reported includes:
 - (i) A cumulative increase of \$25,000 or more in the amount paid or expected to be paid for influencing or attempting to influence a covered federal action; or

- (ii) A change in the person(s) or individual(s) influencing or attempting to influence a covered federal action; or,
 - (iii) A change in the officer(s), employee(s), or member(s) contacted to influence or attempt to influence a covered federal action.
- (4) Any person who requests or receives from a person referred to in paragraph (c) (1) of this section a subcontract with a contract value exceeding \$100,000 at any tier under a contract with federal assistance shall file a certification, and a disclosure form, if required, to the next tier above. All disclosure forms shall be forwarded from tier to tier until received by the Prime Contractor who will forward it to the Metro.

EXHIBIT 1

CERTIFICATION OF RESTRICTIONS ON LOBBYING

I, _____, hereby certify on behalf of
(Name and title of contracting or sub-contracting official)

_____ that:
(Name of contractor or subcontractor)

- (1) No federally 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 any federal contract, the making of any federal grant, the making of any federal loan, the entering into of any cooperative agreement, and the extension, continuation, renewal, amendment, or modification of any federal contract, grant, loan, or cooperative agreement.
- (2) If any funds other than federally 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 contract, grant, loan, 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 subawards at all tiers (including subcontracts, subgrants, and contracts under grants, loans, and cooperative agreements) and that all subrecipients shall certify and disclose accordingly.

This certification is a material representation of fact upon which reliance is placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by Title 31 USC § 1352. 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.

Executed this _____ day of _____, 20_____.

By: _____
(Signature of Authorized Official)

(Typewritten or Printed Name)

(Title of Authorized Official)

EXHIBIT 2

DISCLOSURE OF LOBBYING ACTIVITIES INSTRUCTIONS FOR COMPLETION OF SF-LLL

This disclosure form shall be completed by the reporting entity, whether subawardee or prime federal recipient, at the initiation of receipt of a covered federal action, or a material change to a previous filing, pursuant to Title 31 USC § 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 the SF-LLL-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 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 the 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 if 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 the 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 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 names of the individual(s) performing services, and include full address if different from 10 (a). 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 box(es). Check all boxes 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 (es). 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 official(s) or employee(s) contacted or the officer(s), employee(s), or member(s) of Congress that were contacted.
15. Check whether or not a SF-LLL-A Continuation Sheet(s) is 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 existing 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 this collection of information, including suggestions for reducing this burden, to the Office of Management and Budget, Paperwork Reduction Project (03-46-00046). Washington, D.C. 20503.

DISCLOSURE OF LOBBYING ACTIVITIES

Complete this form to disclose lobbying activities pursuant to Title 31 USC § 1352
(See reverse for public burden disclosure.)

1. Type of Federal Action: ☐ a. contract ☐ b. grant ☐ c. cooperative agreement ☐ d. loan ☐ e. loan guarantee ☐ f. loan insurance	2. Status of Federal Action: ☐ a. bid/offer/application ☐ b. initial award ☐ c. post award	3. Status of Federal Action: ☐ a. initial change ☐ b. material change For Material Change Only: year _____ quarter _____ date of last report _____
4. Name and Address of Reporting Entity ☐ Prime ☐ Subawardee Tier _____, if known: Congressional District, if known: _____		5. If Reporting Entity in No. 4 is subawardee. Enter name and Address of Prime: Congressional District, if known: _____
6. Federal Department/Agency: Department of Transportation Federal Transit Administration	7. Federal Program Name/Description: CFDA Number, if applicable: _____	
8. Federal Action Number, if known: _____	9. Award Amount, if known: \$ _____	
10. a. Name and Address of Lobbying Entity (if individual, last name, first name, MI): attach continuation sheet(s) SF-LLL-A if necessary	b. Individuals Performing Services (including address if different from No. 10.a) (last name, first name, MI): attach continuation sheet(s) SF-LLL-A if necessary	
11. Amount of Payment (check all that apply): \$ _____ ☐ actual ☐ planned		
12. Form of Payment (check all that apply): ☐ a. cash ☐ b. in-kind; specify: nature _____ value _____	13. Type of Payment (check all that apply): ☐ a. retainer ☐ b. one-time fee ☐ c. commission ☐ d. contingent fee ☐ e. deferred ☐ f. other; specify _____	
14. Brief Description of Services Performed or to be Performed and Date(s) of Service, including officer(s), employer(s), or member(s) contacted, for Payment indicated in Item 11:		
15. Continuation Sheet(s) SF-LLL-A attached: ☐ Yes ☐ No		
16. Information requested through this form is authorized by Title 31 USC § 1352. This disclosure of lobbying activities is a material representation of fact upon which reliance was placed by the tier above when this transaction was made or entered into. This information will be reported to the Congress semi-annually and will be available for public inspection. Any person who fails to file the required disclosure shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure. Signature: _____ Print Name: _____ Title: _____ Telephone No.: _____ Date: _____		
Federal Use Only: Authorized for Local Reproduction Standard Form - LLL		

**DISCLOSURE OF LOBBYING ACTIVITIES
CONTINUATION SHEET**

Reporting Entity: _____ Page _____ of _____

Authorized for Local Reproduction Standard Form LLL-A

BIDDER/PROPOSER: _____

**CERTIFICATION OF PROSPECTIVE CONTRACTOR REGARDING
DEBARMENT, SUSPENSION, INELIGIBILITY AND VOLUNTARY
EXCLUSION**

**PRIMARY COVERED TRANSACTIONS MUST BE COMPLETED BY BIDDER FOR
CONTRACT VALUE OVER \$100,000**

[See Instructions for Completion in Instructions to Bidders in the section entitled CONTRACTOR DEBARMENT, SUSPENSION, INELIGIBILITY AND VOLUNTARY EXCLUSION]

Choose one alternative with "X" in the box:

- ☐ The Bidder, _____ certifies to the best of its knowledge and belief, that it and its principals:
1. Are not presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from covered transactions by any Federal department or agency;
 2. Have not within a three-year period preceding this proposal 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) transaction or contract under a public transaction; violation of Federal or State antitrust statutes or commission of embezzlement, theft, forgery, bribery, falsification or destruction of records, making false statements, or receiving stolen property;
 3. Are not presently indicted for or otherwise criminally or civilly charged by a governmental entity (Federal, State, or local) with commission of any of the offenses enumerated in paragraph (2) of this certification; and
 4. Have not within a three-year period preceding this Bid had one or more public transactions (Federal, State or local) terminated for cause or default.

OR

- ☐ The Bidder is unable to certify to all of the statements in this certification, and attaches its explanation to this certification. (In explanation, certify to those statements that can be certified to and explain those that cannot.)

The Bidder certifies or affirms the truthfulness and accuracy of the contents of the statements submitted on or with this certification and understands that the provisions of Title 31 USC § Sections 3801 are applicable thereto.

Executed on _____, 20____, at _____,
(Date) (City) (State)

Typewritten or Printed Name

Signature of Authorized
Official

Title

CONTRACTOR DEBARMENT, SUSPENSION, INELIGIBILITY AND VOLUNTARY EXCLUSION

Pursuant to 49 CFR Part 29, to confirm the eligibility of the Bidder/Proposer or any covered Subcontractor to contract with Metro, Bidder/Proposer shall complete and submit with the bid/proposal the Certificate entitled "Certification of Prospective Contractor Regarding Debarment, Suspension, Ineligibility and Voluntary Exclusion", and comply with subsection B below related to each Lower Tier covered transaction.

1. Instructions for Bidder/Proposers Certification - Primary Covered Transactions
 - A. In addition to signing and submitting this bid/proposal, the Bidder (also referred to as "prospective primary participant") shall also provide the Certificate entitled Certification of Potential Contractor Regarding Debarment, Suspension, Ineligibility and Voluntary Exclusion - Primary Covered Transaction.
 - B. The inability of a person to provide the subject certification will not necessarily result in denial of participation in this Contract (also referred to as "primary covered transaction" or "covered transaction). The Bidder/Proposer shall submit an explanation of why it cannot provide the subject certification. The certification or explanation will be considered in whether or not to enter into this Contract. Failure of the Bidder/Proposer to furnish a certification or an explanation shall disqualify the Bidder/Proposer from participation of this Contract.
 - C. This certification is a material representation of fact upon which Metro will rely when the Metro determines whether to enter into this Contract. If it is later determined that the Bidder/Proposer knowingly rendered an erroneous certification, the Metro may terminate this Contract for cause or default in addition to other remedies available to the Metro.
 - D. The Bidder/Proposer shall provide immediate written notice to the Metro if at any time the Bidder/Proposer learns that its certification was erroneous when submitted or has become erroneous by reason of changed circumstances.
 - E. The terms covered transaction (or as used herein "Contract"), debarred, suspended, ineligible, lower tier covered transaction (or as used herein "Subcontract" including a subcontract with a supplier), participant (or as used herein "Bidder/Proposer"), person, primary covered transaction (or as used herein "Contract" or "Prime Contract"), principal, bid/proposal (or as used herein "Bidder/Proposer") and voluntarily excluded, as used in this Section, have the meanings set out in the Definitions and Coverage sections of the rules implementing Executive Order 12549. The Bidder/Proposer may contact the Metro for assistance in obtaining a copy of those regulations.
 - F. The Bidder/Proposer agrees by submitting this bid/proposal that, should the Contract be entered into, it shall not knowingly enter into any lower tier covered transaction with a person who is proposed for debarment under 48 CFR Part 9,

subpart 9.4, debarred, suspended, declared ineligible, or voluntarily excluded from participation in this covered transaction, unless authorized by the Metro.

- G. The Bidder/Proposer further agrees by submitting this bid/proposal that it will include subsection B of this section and the certification titled "Certification Regarding Debarment, Suspension, Ineligibility and Voluntary Exclusion - Lower Tier Covered Transaction," provided by the Metro in the Bid/Proposal Forms without modification, in all lower tier covered transactions and in all solicitations for lower tier covered transactions.
 - H. The Bidder/Proposer may rely upon a certification of a prospective participant in a lower tier covered transaction that it is not proposed for debarment under 48 CFR Part 9, subpart 9.4, debarred, suspended, ineligible, or voluntarily excluded from the covered transaction, unless it knows that the certification is erroneous. The Bidder/Proposer may decide the methods and frequency by which it determines the eligibility of its principals. The Bidder/Proposer may, but is not required to, check the "List of Parties Excluded from Federal Procurement and Non-procurement Programs".
 - I. 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 Section. The knowledge and information of the Bidder/Proposer is not required to exceed that which is normally possessed by a prudent person in the ordinary course of business dealings.
 - J. Except for transactions authorized under paragraph 6 of this subsection, if a Bidder/Proposer knowingly enters into a lower tier covered transaction with a person who is proposed for debarment under 48 CFR Part 9, subpart 9.4, suspended, debarred, ineligible, or voluntarily excluded from participation in this transaction, in addition to other remedies available to the Metro, the Metro may terminate this transaction for cause or default.
2. Instructions for Prime to Require of Sub-contractors Certification - Lower Tier Covered Transactions
- A. By signing and submitting its lower tier bid/proposal, the prospective lower tier participant shall provide the certification in the Bid/Proposal Form entitled Certification of Prospective Lower Tier Participant Regarding Debarment, Suspension, Ineligibility and Voluntary Exclusion - Lower Tier Covered Transactions.
 - B. The certification in this subsection is a material representation of fact upon which Metro will rely when Metro enters into the Contract. If it is later determined that the prospective lower tier participant knowingly rendered an erroneous certification, in addition to other remedies available to the Metro, the Metro may pursue available remedies, including suspension and/or debarment.
 - C. The prospective lower tier participant shall provide immediate written notice to the Bidder/Proposer if at any time the prospective lower tier participant learns

that its certification was erroneous when submitted or had become erroneous by reason of changed circumstances.

- D. The terms covered transaction (or as used herein "Contract"), debarred, suspended, ineligible, lower tier covered transaction (or as used herein "Subcontract," including a subcontract with a Supplier), participant (or as used herein "Bidder/Proposer"), person, primary covered transaction (or as used herein "Contract" or "Prime Contract"), principal, bid/proposal, and voluntarily excluded, as used in this section, have the meaning set out in the Definitions and Coverage sections of rules implementing Executive Order 12549. The prospective lower tier participant may contact the Bidder/Proposer for assistance in obtaining a copy of those regulations.
- E. The prospective lower tier participant agrees by submitting its bid/proposal 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 proposed for debarment under 48 CFR Part 9, subpart 9.4, debarred, suspended, declared ineligible, or voluntarily excluded from participation in this Contract, unless authorized by the Metro.
- F. The prospective lower tier participant further agrees by submitting its bid/proposal that it will include this subsection B and the Certification (in the Bid/Proposal Forms) titled "Certification Regarding Debarment, Suspension, Ineligibility and Voluntary Exclusion - Lower Tier Covered Transaction," without modification, in all lower tier covered transactions and in all solicitations for lower tier covered transactions.
- G. A participant in a covered transaction may rely upon a certification of a prospective participant in a lower tier covered transaction that it is not proposed for debarment under 48 CFR Part 9, subpart 9.4, debarred, suspended, ineligible, or voluntarily excluded from covered transactions, unless it knows that the certification is erroneous. A participant may decide the method and frequency by which it determines the eligibility of its principals. Each participant may, but is not required to, check the List of Parties Excluded from Federal Procurement and Non-procurement Programs.
- H. 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 section. The knowledge and information of a participant is not required to exceed that which is normally possessed by a prudent person in the ordinary course of business dealings.
- I. Except for transactions authorized under paragraph 5 of this subsection, if a participant in a covered transaction knowingly enters into a lower tier covered transaction with a person who is proposed for debarment under 48 CFR Part 9, subpart 9.4, suspended, debarred, ineligible, or voluntarily excluded from participation in this transaction, in addition to other remedies available to the Metro, the Metro may pursue available remedies, including suspension and/or debarment.

BIDDER/PROPOSER: _____

**CERTIFICATION OF PROSPECTIVE LOWER TIER PARTICIPANT
REGARDING DEBARMENT, SUSPENSION, INELIGIBILITY AND
VOLUNTARY EXCLUSION**

**LOWER TIER COVERED TRANSACTIONS MUST BE COMPLETED BY PROSPECTIVE
LOWER TIER PARTICIPANT (SUBCONTRACTOR OR SUPPLIER FOR CONTRACT
VALUE OVER \$100,000.00)**

Choose one alternative with an "X" in the box:

☐ The prospective lower tier participant _____ certifies by submission of its lower tier bid or proposal to the best of its knowledge and belief, that neither it nor its principals is presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from covered transactions by any Federal department or agency.

OR

☐ The prospective lower tier participant _____ is unable to certify that neither it nor its principals is not presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded and attaches its explanation to this certification.

The prospective lower tier participant certifies or affirms the truthfulness and accuracy of the contents of the statements submitted on or with this certification and understands that the provisions of Title 31 USC § 3801 are applicable thereto.

Executed on _____, 20____, at _____, _____
(Date) (City) (State)

_____	_____	_____
Typewritten or Printed Name	Signature of Authorized Official	Title

CONTRACTOR DEBARMENT, SUSPENSION, INELIGIBILITY AND VOLUNTARY EXCLUSION INSTRUCTIONS

Pursuant to 49 CFR Part 29, to confirm the eligibility of the Bidder/Proposer or any covered Subcontractor to contract with the Metro, Bidder/Proposer shall complete and submit with the bid/proposal the Certificate entitled "Certification of Prospective Contractor Regarding Debarment, Suspension, Ineligibility and Voluntary Exclusion", and comply with Subsection B below related to each lower tier covered transaction.

A. Instructions for Bidder/Proposers Certification - Primary Covered Transactions.

1. In addition to signing and submitting this bid/proposal, the Bidder (also referred to as "prospective primary participant") shall also provide the Certificate entitled Certification of Potential Contractor Regarding Debarment, Suspension, Ineligibility and Voluntary Exclusion - Primary Covered Transaction.
2. The inability of a person to provide the subject certification will not necessarily result in denial of participation in this Contract (also referred to as "primary covered transaction" or "covered transaction.") The Bidder/Proposer shall submit an explanation of why it cannot provide the subject certification. The certification or explanation will be considered in whether or not to enter into this Contract. Failure of the Bidder/Proposer to furnish a certification or an explanation shall disqualify the Bidder/Proposer from participation of this Contract.
3. This certification is a material representation of fact upon which Metro will rely when the Metro determines whether to enter into this Contract. If it is later determined that the Bidder/Proposer knowingly rendered an erroneous certification, the Metro may terminate this Contract for cause or default in addition to other remedies available to the Metro.
4. The Bidder/Proposer shall provide immediate written notice to the Metro if at any time the Bidder/Proposer learns that its certification was erroneous when submitted or has become erroneous by reason of changed circumstances.
5. The terms covered transaction or as used herein Contract, debarred, suspended, ineligible, lower tier covered transaction or as used herein "Subcontract" including a subcontract with a supplier, participant or as used herein Bidder/Proposer, person, primary covered transaction or as used herein Contract or Prime Contract, principal, bid/proposal or as used herein Bidder/Proposer and voluntarily excluded, as used in this section, have the meanings set out in the Definitions and Coverage sections of the rules implementing Executive Order 12549. The Bidder/Proposer may contact the Metro for assistance in obtaining a copy of those regulations.
6. The Bidder/Proposer agrees by submitting this bid/proposal that, should the Contract be entered into, it shall not knowingly enter into any lower tier covered transaction with a person who is proposed for debarment under 48 CFR Part 9, subpart 9.4, debarred, suspended, declared ineligible, or voluntarily excluded from participation in this covered transaction, unless authorized by the Metro.
7. The Bidder/Proposer further agrees by submitting this bid/proposal that it will include subsection B of this section and the certification titled Certification Regarding

Debarment, Suspension, Ineligibility and Voluntary Exclusion - Lower Tier Covered Transaction, provided by the Metro in the Bid/Proposal Forms without modification, in all lower tier covered transactions and in all solicitations for lower tier covered transactions.

8. The Bidder/Proposer may rely upon a certification of a prospective participant in a lower tier covered transaction that it is not proposed for debarment under 48 CFR Part 9, subpart 9.4, debarred, suspended, ineligible, or voluntarily excluded from the covered transaction, unless it knows that the certification is erroneous. The Bidder/Proposer may decide the methods and frequency by which it determines the eligibility of its principals. The Bidder/Proposer may, but is not required to, check the "List of Parties Excluded from Federal Procurement and Non-procurement Programs."
9. 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 section. The knowledge and information of the Bidder/Proposer is not required to exceed that which is normally possessed by a prudent person in the ordinary course of business dealings.
10. Except for transactions authorized under paragraph 6 of this subsection, if a Bidder/Proposer knowingly enters into a lower tier covered transaction with a person who is proposed for debarment under 48 CFR Part 9 subpart 9.4, suspended, debarred, ineligible, or voluntarily excluded from participation in this transaction, in addition to other remedies available to the Metro, the Metro may terminate this transaction for cause or default.

B. Instructions for Certification - Lower Tier Covered Transactions

1. By signing and submitting its lower tier bid/proposal, the prospective lower tier participant shall provide the certification in the Bid/Proposal Form entitled Certification of Prospective Lower Tier Participant Regarding Debarment, Suspension, Ineligibility and Voluntary Exclusion - Lower Tier Covered Transactions.
2. The certification in this subsection is a material representation of fact upon which the Metro will rely when the Metro enters into the Contract. If it is later determined that the prospective lower tier participant knowingly rendered an erroneous certification, in addition to other remedies available to the Metro, the Metro may pursue available remedies, including suspension and/or debarment.
3. The prospective lower tier participant shall provide immediate written notice to the Bidder/Proposer if at any time the prospective lower tier participant learns that its certification was erroneous when submitted or had become erroneous by reason of changed circumstances.
4. The terms covered transaction or as used herein Contract, debarred, suspended, ineligible, lower tier covered transaction or as used herein Subcontract, including a subcontract with a Supplier, participant or as used herein Bidder/Proposer, person, primary covered transaction or as used herein Contract or Prime Contract, principal, bid/proposal, and voluntarily excluded, as used in this section, have the meaning set out in the Definitions and Coverage sections of rules implementing Executive Order 12549.

The prospective lower tier participant may contact the Bidder/Proposer for assistance in obtaining a copy of those regulations.

5. The prospective lower tier participant agrees by submitting its bid/proposal 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 proposed for debarment under 48 CFR Part 9, subpart 9.4, debarred, suspended, declared ineligible, or voluntarily excluded from participation in this Contract, unless authorized by the Metro.
6. The prospective lower tier participant further agrees by submitting its bid/proposal that it will include this subsection B and the Certification (in the Bid/Proposal Forms) titled "Certification Regarding Debarment, Suspension, Ineligibility and Voluntary Exclusion - Lower Tier Covered Transaction," 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 it is not proposed for debarment under 48 CFR Part 9, subpart 9.4, debarred, suspended, ineligible, or voluntarily excluded from covered transactions, unless it knows that the certification is erroneous. A participant may decide the method and frequency by which it determines the eligibility of its principals. Each participant may, but is not required to, check the List of Parties Excluded from Federal Procurement and Non-procurement Programs.
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 Section. The knowledge and information of a participant is 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 this subsection, if a participant in a covered transaction knowingly enters into a lower tier covered transaction with a person who is proposed for debarment under 48 CFR Part 9, subpart 9.4, suspended, debarred, ineligible, or voluntarily excluded from participation in this transaction, in addition to other remedies available to the Metro, the Metro may pursue available remedies, including suspension and/or debarment.