

CONTRACT/AGREEMENT AUTHORIZATION

The offeror certifies that the FSMC shall operate in accordance with all applicable state and federal regulations. The offeror certifies that all terms and conditions within the RFP Solicitation shall be considered a part of the Contract/Agreement as if incorporated therein. The SFA and the FSMC are in agreement that unpaid meal balances are not the responsibility of the SFA.

No modifications or changes may be made to this Contract/Agreement without full consent of all signatories. Any additions or changes to the Contract/Agreement that change or negate the mandatory portions of the contract as written will automatically invalidate the contract.

This Contract/Agreement shall be in effect for one year and may be renewed by mutual agreement for four (4) additional one-year periods.

All signatures must be original and must be in place prior to the commencement of any contractual work.

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

ATTEST:



SCHOOL FOOD AUTHORITY:

Name of SFA – Beaufort County School District



Signature of Authorized Representative

Jeffrey C. Moss

Typed Name of Authorized Representative



Superintendent

Title


5-26-15
Date Signed

ATTEST:



FOOD SERVICE MANAGEMENT COMPANY

Name of FSMC – Sodexo Management, Inc.



Signature of Authorized Representative

Scott Loretan

Typed Name of Authorized Representative

Senior Vice President

Title

5/15/15
Date Signed

**CERTIFICATION REGARDING DEBARMENT, SUSPENSION, INELIGIBILITY, AND
VOLUNTARY EXCLUSION
LOWER TIER COVERED TRANSACTIONS**

*(BEFORE COMPLETING CERTIFICATION,
READ INSTRUCTIONS ON REVERSE)*


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

Sodexo Management, Inc.

FSMC Name

Scott Loretan; Senior Vice President

Name and Title of Authorized FSMC Representative



FSMC Signature

5/15/15

Date

INSTRUCTIONS FOR CERTIFICATION

1. By signing and submitting this proposal, the prospective lower tier participant is providing the certification set out below.

2. The certification in this clause is a material representation of fact upon which reliance was placed when this transaction was entered into. If it is later determined that the prospective lower tier participant knowingly rendered an erroneous certification, in addition to other remedies available to the Federal Government, the department or agency with which this transaction originated may pursue available remedies, including suspension and/or debarment.

3. The prospective lower tier participant shall provide immediate written notice to the person to which this proposal is submitted if at any time the prospective lower tier participant learns that its certification was erroneous when submitted or has become erroneous by reason of changed circumstances.

4. The terms "covered transaction," "debarred," "suspended," "ineligible," "lower tier covered transaction," "participant," "person," "primary covered transaction," "principal," "proposal," and "voluntarily excluded," as used in this clause, have the meanings set out in the Definitions and Coverage sections of the rules implementing Executive Order 12549. You may contact the person to which this proposal is submitted for assistance in obtaining a copy of those regulations (13CFR Part 145).

5. The prospective lower tier participant agrees by submitting this 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 debarred, suspended, declared ineligible, or voluntarily excluded from participation in this covered transaction, unless authorized by the department or agency with which this transaction originated.

6. The prospective lower tier participant further agrees by submitting this proposal that it will include the clause titled "Certification Regarding Debarment, Suspension, Ineligibility and Voluntary Exclusion--Lower Tier Covered Transactions," without modification, in all lower tier covered transactions and in all solicitations for lower tier covered transactions.

7. A participant in a covered transaction may rely upon a certification of a prospective participant in a lower tier covered transaction that it is not debarred, suspended, ineligible, or voluntarily excluded from the covered transaction, unless it knows that the certification is erroneous. A participant may decide the method and frequency by which it determines the eligibility of its principals. Each participant may, but is not required to, check the Excluded Parties List System. The list is available on the internet at <http://epls.arnet.gov>

8. Nothing contained in the foregoing shall be construed to require establishment of a system of records in order to render in good faith the certification required by this clause. The knowledge and information of a participant 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 these instructions, if a participant in a covered transaction knowingly enters into a lower tier covered transaction with a person who is suspended, debarred, ineligible, or voluntarily excluded from participation in this transaction, in addition to other remedies available to the Federal Government, the department or agency with which this transaction originated may pursue available remedies, including suspension and/or debarment.

CERTIFICATION REGARDING LOBBYING

CERTIFICATION FOR CONTRACTS, GRANTS, AND COOPERATIVE AGREEMENTS

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

1. No Federal appropriated-funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of 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 Federal-appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a member of congress, an officer or employee of congress, or an employee of a member of congress in connection with this Federal 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 sub-awards at all tiers (including sub-contracts, sub- grants, and contracts under grants, loans and cooperative agreements) and that all sub-recipients 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 section 1352, title

31, U.S. Code. 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.

Sodexo Management, Inc.

Food Service Management Company

9801 Washingtonian Boulevard

Address of Food Service Management Company

Gaithersburg,

Maryland

20878

Town

State

Zip Code

Scott Loretan

Name of Submitting Official

Senior Vice President

Title of Submitting Official



Signature

5/15/15

Date

DISCLOSURE OF LOBBYING ACTIVITIES

Complete this form to disclose lobbying activities pursuant to 31 U.S.C. 1352
(See reverse for public burden disclosure.)

1. Type of Federal Action: <div style="border: 1px solid black; padding: 2px; display: inline-block; margin-bottom: 5px;">A</div> a. contract b. grant c. cooperative agreement d. loan e. loan guarantee f. loan insurance	2. Status of Federal Actions <div style="border: 1px solid black; padding: 2px; display: inline-block; margin-bottom: 5px;">A/B</div> a. bid/offer/application b. initial award c. post-award	3. Report Types: <div style="border: 1px solid black; padding: 2px; display: inline-block; margin-bottom: 5px;">A</div> a. initial filing b. material change For Material Change Only: Year quarter Date of last report
4. Name and Address of Reporting Entity: Sodexo Operations, LLC, on behalf of itself and all its subsidiaries. 9801 Washingtonian Blvd., Gaithersburg, Maryland 20878 <input checked="" type="checkbox"/> Prime <input type="checkbox"/> Subawardee Tier , if known: Congressional District, if known: 		5. If Reporting Entity in No. 4 is Subawardee, Enter Name and A Address of Prime: Congressional District, if known: N/A
6. Federal Department/Agency: U.S. Congress Department of Defense USDA	7. Federal Program Name/Description CFDA Number, if applicable: 	
8. Federal Action Number, if known: Unknown	9. Award Amount, if known: \$ Unknown	
10. a. Name and Address of Lobbying Entity (if individual, last name, first name, MI): Sodexo Operations, LLC, on behalf of itself and all its subsidiaries. 9801 Washingtonian Blvd., Gaithersburg, Maryland 20878	b. Individuals Performing Services (including address if different from No. 10a) (last name, first name, MI): Michael Montelongo Jessica Montoya James Menapace Nancy Bukar	
(attach Continuation Sheet(s) S F-LLL-A, if necessary)		
11. Amount of Payment (check all that apply): <input type="checkbox"/> actual <input type="checkbox"/> planned	13. Type of Payment (check all that apply): a. <input type="checkbox"/> retainer b. <input type="checkbox"/> one-time fee c. <input type="checkbox"/> commission d. <input type="checkbox"/> contingent fee e. <input type="checkbox"/> deferred f. <input checked="" type="checkbox"/> other, specify: In House Government Affairs Department	
12. Form of Payment (check all that apply): <input type="checkbox"/> a. cash <input type="checkbox"/> b. in-kind; specify: nature value 		
14. Brief Description of Services Performed or to be Performed and Date(s) of Service, including officer(s), employee(s), or member(s) contacted, for Payment indicated on item 11: General Federal issues and procurement matters.		
(attach Continuation Sheet(s) SF-LLL-A, if necessary)		
15. Continuation Sheet(s) SF-LLL-A attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
16. Information requested through this form is authorized by title 31 U.S.C., Section 1352. This disclosure of lobbying activities is a material representation of fact upon which reliance was placed by the tier above when this transaction was made or entered into. This disclosure is required pursuant to 31 U.S.C. 1352. This information will be reported to the Congress 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: Scott Loretan Title: Senior Vice President Telephone No.: 202-255 3742 Date: 5/15/15	
Federal Use Only:		Authorized for Local Reproduction Standard Form - LLL

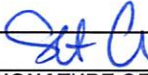
CERTIFICATE OF INDEPENDENT PRICE DETERMINATION

Both the local education agency (LEA) and Food Service Management Company (offeror) shall execute this Certificate of Independent Price Determination.

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

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

Sodexo Management, Inc.
NAME OF FOOD SERVICE MANAGEMENT COMPANY


SIGNATURE OF FOOD SERVICE MANAGEMENT
COMPANY'S AUTHORIZED REPRESENTATIVE

Senior Vice President
TITLE

5/15/15
DATE

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

Beaufort County School District
NAME OF LOCAL EDUCATION AGENCY


SIGNATURE OF AUTHORIZED REPRESENTATIVE

Superintendent
TITLE

5-26-15
DATE

NOTE: Accepting a bidder's offer does not constitute award of the contract.