

INFORMATION PACKAGE

for responding to the

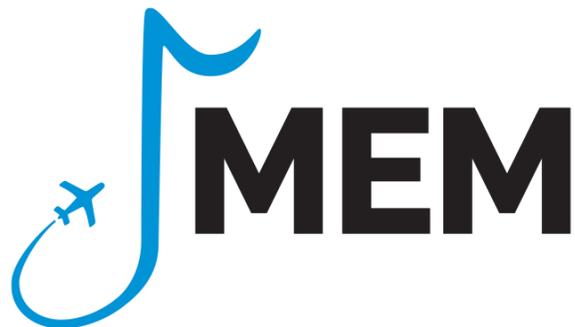
Request for *Statements of Qualifications* to provide

Professional Services

Airport Construction Administration & Inspection Services
Memphis-Shelby County Airport Authority (MSCAA)

Memphis International Airport (MEM)
General DeWitt Spain Airport (M01)
Charles W. Baker Airport (2M8)

MSCAA PROJECT No. 25-1487-00



Responses due 2:00 PM local time on April 14, 2026

INSTRUCTIONS FOR SUBMITTALS

Airport Construction Administration & Inspection Services

MSCAA PROJECT No. 25-1487-00

- WHEN:** Statements must be received by 2:00 PM local time on April 14, 2026
- WHERE:** **VIA U.S. MAIL, HAND DELIVERY or VIA OVERNIGHT COURIER**
MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY
Procurement Department
4150 Louis Carruthers Drive
Memphis, TN 38118
ATTN: MSCAA Project No. 25-1487-00
- HOW:** Response must be sealed, delivered via U.S. mail, in person, or overnight carrier and marked on the outside of the envelope, as follows:
**STATEMENT OF QUALIFICATIONS for:
Airport Construction Administration & Inspection Services
Project No. 25-1487-00**
- FORM:** Original one (1) hard copy and one (1) electronic copy, using the enclosed forms or electronic equivalent, only. Response must be complete and include the information requested in these instructions. No facsimile transmissions of responses will be accepted.
- UPDATES:** Respondents are hereby notified that all updates, addenda and additional information, if any, shall be posted to the MSCAA website and Respondents are responsible for checking the MSCAA website up to the deadline for submission of this RFQ.
- SUPPLEMENTAL INFORMATION:** The Authority reserves the right to request any supplementary information it deems necessary to evaluate the Respondent's experience, qualifications, clarify or substantiate any information contained in the Respondent's submittal.

LEGAL NOTICE
Request for Statement of Qualifications
MSCAA Project Number 25-1487-00
Airport Construction Administration & Inspection Services

Statements of Qualifications for Airport Construction Administration & Inspection Services will be received by the Memphis-Shelby County Airport Authority (Authority), Procurement Department, 4150 Louis Carruthers Road, Memphis, TN 38118, until **2:00 PM local time on April 14, 2026**. The Information Package, including a description of the scope of services, the selection criteria, the required response format, and additional instructions may be obtained on the Authority's website at www.flymemphis.com on or after **March 17, 2026**.

All Respondents are responsible for checking the Authority's website up to the submission deadline for any updates, addenda or additional information. The successful Respondent must meet the Small Business Participation Program (SBPP) goal for this project, which is **18%**, and sign a contract with the Authority that includes Federal Aviation Administration provisions, if applicable, regarding Buy American Preference, Foreign Trade Restriction, Davis-Bacon, Affirmative Action, Debarment and Suspension, and Drug-Free Workplace, all of which are incorporated herein by reference.

The Authority reserves the right to reject any or all responses to this request in whole or in part; to waive any informalities, technicalities, or omissions related to this request; and to reject responses on any other basis authorized by the Authority's purchasing policies.

The Authority is an equal opportunity employer and prohibits discrimination based on the grounds of age, race, sex, color, national origin, disability, marital status, military service, or sexual orientation in its hiring and employment practices and in the admission to, access to, or operation of its programs, services, and activities.

By order of:
Terry Blue, A.A.E.
President and CEO
Memphis-Shelby County Airport Authority

GENERAL INFORMATION

Memphis-Shelby County Airport Authority (MSCAA) intends to select one qualified consultant, or proposed team of consultants, to provide the services described herein. MSCAA encourages participation by Small Business Enterprises (SBE) as defined by the U.S. Small Business Administration. The descriptions given are intended to convey an overall scope of services so that each respondent might address its experiences and present its expertise in dealing with the items mentioned. Responding firms should pay close attention to the “Submittal Requirements”, and any other information that has been provided. The responding firm’s ability to follow these instructions and to present its SOQ in a clear and concise manner will be considered during the initial screening and evaluation. The original one (1) hard copy and one (1) electronic copy of the completed, signed *Statement of Qualifications* should be submitted by **2:00 PM local time on April 14, 2026**.

PROJECT DESCRIPTION & BACKGROUND

Memphis International Airport is a powerful driver of economic activity in the Memphis and Mid-South region. The Airport is operated by the Memphis-Shelby County Airport Authority and is the headquarters for the FedEx air cargo operation; an important destination for multiple airlines; and home of a state-of-the-art Air National Guard facility. The Airport also houses numerous ancillary support facilities; and two fixed base operations adjacent to the Airport. MSCAA also owns and operates two general aviation facilities at off-site locations, General DeWitt Spain Airport (M01) and Charles W. Baker Airport (2M8).

Responses are being solicited for the purpose of contracting with a firm/team to provide full Construction Administration and Inspection (CA/I) services for the construction of Capital Improvements and provide MSCAA department support related to these efforts. These services will be provided on an on-call basis at MEM, M01, and 2M8. Focus of this contract will be support on airfield/airside projects (within secure boundaries and within Aircraft Operation Areas).

The overall contract with MSCAA will be for an initial three-year period with options for renewal for two additional periods of one year each. The list below is a list of projects currently anticipated to occur over the next five years (2026-2030).

- Taxiway Yankee South Reconstruction
- Taxiway November North Reconstruction
- Taxiway Alpha East Reconstruction
- Taxiway Rehabilitation Project
- Safety Area Improvements
- Miscellaneous Airfield Pavement Projects – Various Sites
- Miscellaneous Airport Development/Improvement Projects – Various Sites
- Miscellaneous Airport Maintenance Projects – Various Sites

The above is a list of potential projects and tasks and is not necessarily inclusive and is subject to change by MSCAA.

ANTICIPATED SCOPE OF SERVICES

Scope of services for full CA/I vary according to project. General efforts may include, but not limited to:

- Design and Constructability Reviews
- Assistance with advertising for and reviewing of public bids
- Coordinating Operational Impacts with Stakeholders.
- Compiling and Maintaining Project Schedules
- Construction document management/control in program management software (e.g. Procore) or other MSCAA designated system
- Daily Construction Administration Duties
- Manages and monitors projects for FAA Airport Improvement Program (AIP) compliance
- Enforcing FAA Construction and Safety Standards during Construction
- Verify compliance with MSCAA's criteria for system function, performance, and maintainability
- Ensure project conformance to all applicable local, state, and federal requirements
- Construction Meeting Coordination, Attendance, and Minutes
- Monitoring Construction Progress and Schedule Compliance
- Provision and Supervision of Full-Time Construction Inspectors of the Required Disciplines
- Coordination and Review of Quality Assurance Testing by the Airport's Testing Laboratory
- Review and Track Submittals Including Creating and Maintaining Submittal Logs
- Maintain Modification/Change Order Log
- Invoicing – Review (accept or reject), when complete, pass to Owner for processing
- Provides Surveying Support
- Support Facility and System Commissioning Efforts
- Delivery of Record/As-Built Documents and Electronic Data Files
- Responsible for Construction/Contract Closeout Efforts
- Other efforts as needed to support MSCAA and the Development Division.

The above is a list of potential services and is not all inclusive. Scope could vary by project and is subject to change by MSCAA.

The submitting firm/team must be familiar with Local, State and Federal standards, rules, regulations, codes, and best practices with regard to airport projects. Key team members must be capable of obtaining a MSCAA Badge and acting as an authorized signatory for their firm and/or teaming partners. Some team members could be required to obtain Class II/III AOA driving privileges to support the various projects.

Submitting Firm/Team must be capable of providing sufficient local support needed to carry out the various projects. Additionally, submitting Firm/Team should be capable of providing necessary subject matter expertise based on needs of the various projects.

SELECTION PROCEDURES

Statements of Qualifications are being solicited from all firms or proposed teams that wish to be considered for the services outlined in this Scope of Services. One proposal will be selected by MSCAA based on a review of submitted statements. Statements submitted by the deadline established in these instructions will be reviewed and evaluated by MSCAA in accordance with the listed criteria. MSCAA will make the selections based on material submitted and optional telephone and/or in-person interviews. When citing recent project experience, respondents must provide current names and telephone numbers of knowledgeable project-owner representatives as references.

Following the evaluation of submittals by the selection committee, the firms will be ranked for the project. Upon approval, the staff will attempt to negotiate a fee and scope for the required services with the top ranked firm. If a mutually satisfactory fee is negotiated, it will be submitted to MSCAA's Capital Program Executive Staff or its Board of Commissioners for approval. If these efforts are unsuccessful with the initial firm, negotiations shall cease with that firm and begin with the next ranked firm, and so on, until a satisfactory agreement has been reached and approved.

Note: Firms submitting statements of qualifications must show evidence of having provided similar services (as described above). Failure to provide such evidence may be deemed unresponsive and subject the proposal to disqualification.

SUBMITTAL REQUIREMENTS

To expedite the evaluation of Submittals, each Submitting Firm must organize its Submittal into the following sections. Submittals which do not follow the specified format as outlined in the evaluation criteria section may be deemed unresponsive and disqualified from the process. In addition, failure on the part of a Submitting Firm to provide the required documentation may be cause for rejection of the Submittal. In the event of any conflict between any of the Submittal documents, resolution thereof shall be at MSCAA's sole discretion.

A. General Submittal Instructions

1. Submit the original one (1) hard copy and one (1) electronic copy of the Submittal and the required attachments in 8-1/2 x 11 inch 3-ring binders with all pages numbered sequentially.
2. The submittal and attachments cannot exceed thirty (30) single-spaced pages, and must be typewritten.
3. Use at least a 10-point font and 1/2 inch margins on all Submittal documents.
4. Electronic copy shall be PDF format and provided on USB Flash Drive.

B. Required Submittal Components

1. Cover Letter (maximum 2 pages), to provide an introductory statement and summary of the Submittal. It must include contact information for any questions regarding the Submittal. The Cover Letter will not count toward the page limit.

2. Standard Form 330, Architect-Engineer Qualifications Part I (maximum thirty pages) – Include all sections of Part I with the following added instructions:
 - a) Section D - Attachment for Organization Chart may be 11x17 in size. The proposed organization chart should list key staff plus any sub-consultant staff, lines of supervision and communication and the role of each proposed sub-consultant. Clearly indicate any firms which are certified SBE's.
 - b) Sections E and F – It is understood that these sections will contain multiple pages, however the page limit applies to the entire Form 330 Part I, including Sections E and F for the prime consultant. Sections E and F for sub-consultants may be included, at the option of the prime consultant, if space permits.
 - c) Only 5 example projects are to be included in Part I which best illustrate proposed firm's/team's qualifications for this project.
3. Standard Form 330, Architect-Engineer Qualifications Part II (not included in page limit) – Provide for the prime consultant and for any sub-consultants.
4. Project Approach (maximum ten pages)
 - a) Describe your firms comprehensive strategy to deliver the services of this RFQ. Provide details on how you intend to deliver full range of Construction Administration and Inspection Services required. Your response should explain how your firm manages diverse and concurrent projects of varying size, scope and complexity.
 - b) Describe staffing strategies and approach to maintaining a resource pool that allow you to adapt and manage fluctuating personnel needs. Identify how you would provide support staff on short notice or short duration needs.
 - c) Describe how you intend to provide specialized technical needs. (Ex. Work on oil pipelines, high pressure gas mains, PLC control expertise are examples of specialized needs that may not be on staff but required for a particular project.)
 - d) Describe how quality and consistency is maintained, regarding the construction management and administration process.

A full staffing plan identifying who will fill each position is not expected given the nature of this contract. However, identifying personnel who will fill key positions would be advantageous.
5. Relevant Experience and Qualifications (maximum ten pages) – Include any additional information not covered elsewhere in the submittal that addresses:
 - a) Submitting Firms must be able to show at least five (5) years of verifiable and continuous airport experience (including FAA requirements) as further defined in the scope of services above. Specify the types of services/scope provided by the Submitting Firm for each project.
 - b) Provide a summary of the Submitting Firm's knowledge and experience with FAA and airport-specific standards, policies, rules, and regulations.
 - c) Summarize the Submitting Firms' experience working in partnership and/or subcontracting with SBE's. Include information regarding SBE responsibilities on projects or other activities which promote the development of SBE partnerships.
 - d) Summarize the qualifications and experience of the key staff that will be assigned to this contract and their role.
 - e) Provide a brief summary of any proposed sub-consultants including staff names,

expertise, experience and expected roles within the program.

6. Small Business Participation Program (SBPP) Forms (no page limit)

- a) The attached forms in the Small Business Participation Program (SBPP) Requirements section:
 1. SBE Assurance Statement/Letter of Intent
 2. Respondent SBE Goals Accomplishment Statement
 3. Voluntary Disclosure for Title VI Civil Rights Act of 1964 Compliance
 4. Information on All Firms Considered for Professional Services (must be completed by all Respondents)
- b) Note: The Respondent may not be able to fill in the dollar amount and percentage for the anticipated work to be performed by each SBE firm. Notwithstanding, the SBE signature as well as the signature of the Respondent is required at time of Submittal. In addition, the Respondent should list information for every firm that may be considered for Respondent's team on this project, even if Respondent ultimately decides not to include the firm as part of Respondent's final program team on the form entitled "Information on All Firms Considered for Professional Services". See the Small Business Participation Program (SBPP) Requirements section for detailed information on the submission of these forms.

EVALUATION CRITERIA FOR CONSULTANT SELECTION

MSCAA will review all Submittals for completeness and adherence to the requirements of this SOQ. Submittals that do not follow the specified format may be deemed unresponsive and disqualified from the process. MSCAA has established the following specific criteria to evaluate Submittals. The evaluation factors are listed in order of importance. Each criteria category will be given a score based on a compilation of the factors, but the factors are not individually weighted.

1. EXPERIENCE AND QUALIFICATIONS (0-40 points)
 - a. Key personnel identified for this project. The specific, recent applicable experience of project directors, project managers, or other relevant key team personnel.
 - b. Listing of successful projects/contracts providing similar services and size/scope.
 - c. Project examples display experience and qualifications as it relates to services of this RFQ.
 - d. Experience highlights any relevant technical, particularly of submitting firm and key personnel. (Ex. Previous experience with P-501/airfield pavement construction, airfield lighting systems, acting as RPR and/or Program Manager)
 - e. Teaming firms/sub-consultants experience and qualifications providing services similar to those requested in this RFQ and value added to the team.
 - f. Areas of any additional competency and technical expertise relevant to the scope of this RFQ.

- 2. PROJECT APPROACH (0-40 points)
 - a. Outlined approach illustrates a plan to provide resources for this contract. Respondent understands the full scope and is aware of challenges with this type of contract.
 - b. Ability to provide resources on short notice or for short duration efforts.
 - c. Overall resource options available for personnel needs.
 - d. Key personnel identified.
 - e. Process for maintaining quality and consistency.
 - f. Clarity of the organizational chart and assignment of responsibilities.

- 3. REFERENCES (0-10 points)
 - a. Type and level of references provided by Respondent.
 - b. Quality of feedback from references for Respondent on experience and performance (if applicable).

- 4. SBE PARTICIPATION (0-10 points)
 - a. Small Business Enterprise participation in similar, previous projects, and the commitment to do the same at Memphis.
 - b. Respondent’s track record of meeting SBE goals on prior projects.

INTERVIEWS & SCORING

Interviews are anticipated after the written submittals/statements are reviewed. However, depending upon the number and qualifications of respondents, The Authority may elect to select directly from the submittals/statements or may develop a shortlist of the most qualified firms/teams and invite them for personal interviews prior to the final selection. Interviews will provide the submitting firm with an opportunity to identify its project team and provide the MSCAA with an overall outline of its experience/qualifications and project approach. Interviews will also be used for time to allow the MSCAA to ask questions with respect to the RFQ submittals. The interviews are expected to be in-person and no longer than one and a half hours in length.

Interviews: Interviews with the short-listed firms will be conducted for the purpose of determining which of the short-listed firms are the most qualified for the project; which firms have the project personnel best able to complete the scope of services; which firms can show flexibility in staffing, and which firms most fully understand the role described in this RFQ.

Additional instruction will be forwarded to those firms that are selected for interviews.

Separate scoring criteria will be used during the interview process.

PROJECT SCHEDULE

Receive Statements: 2:00 PM local time on April 14, 2026
Selection Interviews (if required) April/May 2026
Final Selection: April/May 2026
Board Approval: May 2026
Award of Contract:..... June 2026
Notice to Proceed (NTP) T.B.D.

SUBMITTALS REQUIRED DURING INTERVIEW

A copy of Respondent's Financial Statements for the most recent three (3) years will be required during the interview process. The Authority prefers Audited Financial Statements, but will accept Reviewed Financial Statements performed by an independent Certified Public Accountant. However, if neither of these is currently available, please submit the Respondent's Federal Tax Returns, and all supporting schedules, for the most recent three (3) years.

SMALL BUSINESS PARTICIPATION PROGRAM

The MSCAA hereby notifies that it administers a Small Business Participation Program (SBPP) consistent with 49 CFR Part 26 as outlined below and otherwise indicated in the SBPP Requirements section. Only firms that are certified consistent with 13 CFR Part 121 or 49 CFR Part 26 will be certified as a Small Business Enterprise (SBE) or reevaluated/certified Disadvantaged Business Enterprise (DBE), as required by Interim Final Rule effective October 3, 2025 ("IFR") for 49 CFR Part 26, may be considered as an eligible Small Business Enterprise (SBE) for the purpose of SBPP requirements.

It is the policy of MSCAA that small business enterprises have the maximum opportunity to participate in the performance of contracts with MSCAA. Accordingly, a percentage requirement for SBE participation on this project has been established at **18%**. Respondents must indicate that they plan to meet these requirements by including information on the SBE firms to be employed in the project. It is not mandatory that all specifics of SBE participation be provided with the RFQ; a statement as to the general means, location, and amount of SBE participation offered will suffice for initial considerations. If selected, the respondent **MUST** provide required documentation with specific details for matching or exceeding the SBE goals prior to signing the contract.

Additional information can be found in the Small Business Participation Program (SBPP) Requirements included with this solicitation.

INFORMATION ON ALL FIRMS CONSIDERED FOR PROFESSIONAL SERVICES

In order to expand the Authority's database of firms providing professional services, the Respondent must submit a completed form, "Information on All Firms Considered for Professional Services" found in the attached Small Business Participation Requirements (SBPP) Requirements section. Respondent should list information for every firm that may be considered for Respondent's team on this project, even if Respondent ultimately decides not to include the firm as part of Respondent's final program team.

CONTACT OF AIRPORT STAFF AND BOARD OF COMMISSIONERS

All firms are hereby placed on notice that neither the MSCAA Board of Commissioners, nor its employees or agents shall be lobbied either individually or collectively regarding this RFQ. Respondents, consultants and their agents are hereby advised that they are not to contact members of the MSCAA Board of Commissioners or staff members for such purposes as holding meetings of introduction, dinners, submission of information that is not part of the RFQ response, etc. if they intend to submit, or have made a submittal for consideration. Employees, agents and representatives from firms submitting qualifications for this project shall not undertake any activities or actions to promote or advertise their submittal to the Board of Commissioners or airport staff members.

ANY FIRM CONTACTING INDIVIDUALS MENTIONED HEREIN SHALL BE IN VIOLATION OF THIS WARNING AND MAY BE DISQUALIFIED FROM FURTHER CONSIDERATION.

PROJECT DESCRIPTION

**Airport Construction Administration & Inspection Services
Memphis International Airport
MSCAA Project No. 25-1487-00**

Memphis International Airport, “America’s Aerotropolis”, is a powerful driver of economic activity in the Memphis region. The Airport is operated by the Memphis-Shelby County Airport Authority and is the headquarters for the FedEx air cargo operation; an important destination for multiple airlines; and home of a state-of-the art Air National Guard facility. The Airport also houses numerous ancillary support facilities; two fixed base operations adjacent to the Airport; and two general aviation facilities at off-site locations.

The primary objectives of the Airport Construction Administration & Inspection Services Airport Construction Administration & Inspection Services are to provide construction administration and inspection services/support for MSCAA (more information is available at <http://www.flymemphis.com>).

1 SMALL BUSINESS PARTICIPATION PROGRAM (SBPP) REQUIREMENTS

1.1 Overview

The Authority operates a Small Business Participation Program (SBPP) to ensure full and fair opportunities in Authority contracting for small businesses. The Authority administers the SBPP program consistent with 49 CFR Part 26 as outlined below and otherwise indicated in the SBPP requirements. Only firms that are certified consistent with 13 CFR Part 121 or 49 CFR Part 26 will be certified as a Small Business Enterprise (SBE) or reevaluated/certified Disadvantaged Business Enterprise (DBE), **as required by Interim Final Rule effective October 3, 2025 (“IFR”) for 49 CFR Part 26**, may be considered as an eligible Small Business Enterprise (SBE) for the purpose of SBPP requirements.

This section, entitled “Small Business Participation Program” is provided to assist Respondents. The information contained in this section is not intended to supplement or amend any federal regulation. All Respondents are responsible for compliance with all applicable rules and requirements.

1.2 SBPP Required Forms

It is a requirement that all Respondents providing services for the Authority take all reasonable steps to ensure that SBEs, including DBEs reevaluated or certified pursuant to the IFR for 49 CFR Part 26 have a full and fair opportunity to compete for and perform contract work without discrimination based on age, race, sex, color, national origin. To satisfy this requirement, Respondents will be expected to timely submit documentation as identified below and throughout the contract period if selected and cooperate with the Authority. Failure to timely submit requested documentation, cooperate with the Authority or answer inquiries truthfully will be considered a material contract breach and may result in termination.

The following documents must be submitted with your response to this solicitation:

1.2.1 Assurance Statement/Letter of Intent

The Respondent must submit an Assurance Statement for each SBE, which includes DBEs reevaluated or certified pursuant to the IFR for 49 CFR Part 26 whose participation the Respondent is counting toward the goal. This may include first, second, third and so on tier subcontractors, and the Respondent and all subcontractors between the Respondent and the SBE should sign the Assurance Statement. The Respondent must submit the prescribed form in Section 17.1 below on Company Letterhead.

For each Assurance Statement, the Respondent must also provide the written quote or proposal from the SBE or other communication from the SBE upon which the scope of work and dollar value contained in your Assurance Statement is based (“quote/proposal”).

All portions of the Assurance Statement must be completed (including the description of work, the estimated contract amount, and the estimated dollar value of SBE participation for counting and goal purposes) before the Assurance Statement is signed by either the SBE or the Respondent. If the SBEs, and if applicable the 2nd/3rd Tier Subcontractor’s, signature(s) can be obtained on the completed Assurance Statement before the bid submission deadline, the Respondent should submit the fully-

completed and fully signed Assurance Statement. If the Respondent submits an Assurance Statement that is completed except for the SBEs, and if applicable, the 2nd/3rd Tier Subcontractor's signature(s) and a quote/proposal from the SBE as described above, the Respondent will be given 24 hours from the bid submission deadline to submit the completed Assurance Statement signed by the SBE and, if applicable, the 2nd/3rd Tier Subcontractor. Each Assurance Statement submitted during this 24-hour window must conform to the previously submitted Assurance Statement except for SBE signature. These signed Assurance Statements must be submitted pursuant to the same location and time restrictions that applied to the solicitation response.

The Authority reserves the right to ask questions of the Respondent, investigate and require additional information as it determines necessary in its sole discretion to ensure that the regulations and the Authority's rules are followed as it relates to SBE participation.

1.2.2 Respondent SBE Goals Accomplishment Statement

The prescribed form provided below must be submitted on Respondent's company letterhead.

1.2.3 Small Business Participation Plan (SBPP) Bidder's List

The prescribed form provided below must be completed by Respondent.

1.3 SBE Voluntary Form

We ask, but do not require, that each Respondent submit the following information with the response to this solicitation:

1.3.1 Voluntary Disclosure of Respondent Data

If submitted, the prescribed form provided below must be completed by Respondent.

1.4 SBPP Qualifications

To qualify as an eligible SBE for this solicitation, a firm must meet the following requirements:

- a. A firm (including affiliates) must be an existing small business as defined by Small Business Administration (SBA) regulations, 13 C.F.R. Part 121, for the appropriate type(s) of work that a firm performs and corresponding size standards.
- b. The personal net worth of the qualified owner(s) of the firm must be less than \$2.047 million.
- c. Said qualified owner(s) must own 51% of the subject firm.
- d. Said qualified owner(s) must be U.S. citizen or lawfully admitted permanent residency.
- e. The firm must be certified by the Authority for the SBPP program or granted certification reciprocity by the Authority for an acceptable existing certification.

DBEs reevaluated or certified pursuant to, or in accordance with, the IFR for 49 C.F.R. Part 26 meet the required small business element criteria stated and may qualify for the Authority's SBPP program.

1.5 Liaison Officer

For questions or information related to the SBPP, contact ReGina Armstrong, the Senior Manager of Business Opportunity Development at (901) 922-0255.

1.6 SBE Certification

In order to be considered as meeting the SBE goal for this solicitation, each business wishing to participate as a SBE must be certified by the Authority for participation in the Authority's SBPP program. The Authority is a certifying member of the Tennessee Department of Transportation Unified Certification Program (TNUCP). Given that DBEs certified or reevaluated pursuant to the IFR for 49 C.F.R. Part 26 satisfy the required small business criteria for the SBPP program, DBEs certified or reevaluated pursuant to the IFR for 49 CFR Part 26 by TNUCP or a TNUCP certifying member do not have to apply for SBE certification with the Authority and qualify to be considered to meet the SBE goal for this Contract.

The Authority compiles a directory of SBE firms who have met the criteria for SBPP program eligibility, which can be searched here: www.memvendor.com. If you do not see a firm's name on this list that you believe to be certified, please contact the Office of Business Opportunity Development by email at certification@flymemphis.com or by phone at 901-922-0255.

The Authority may grant certification reciprocity to firms with certifications from a Department of Transportation Unified Certification Program of any other state, SBA 8(a) certifications, or SBE certifications from another state, county, local government, or other agency **ONLY IF** the personal net worth requirement and SBA size standards have been met. Certifications from self-certification programs are not acceptable. A business must apply for certification reciprocity with the Authority for an acceptable existing certification outlined above in order to be considered as meeting the SBE goal in this solicitation. Unless a firm is granted certification reciprocity by the Authority by the time the responses to this solicitation are due, its participation will not be considered as meeting the SBE goal.

Each business wishing to participate as a SBE must be certified by the time the responses are due. A business is seeking SBE certification (or certification reciprocity) with the Authority can contact the Office of Business Opportunity Development by email at certification@flymemphis.com or by phone at 901-922-0255. The online certification application can be found here: <https://mscaa.mwdbe.com/>. The certification process may take up to ninety (90) days.

1.7 Identification of Contract Goal and Requirements

For this Contract, the SBPP goal is established as **18%**. In order to be responsive, a Respondent must either meet the goal or make good faith efforts to do so. Good faith efforts are defined in Appendix A to 49 CFR Part 26 and discussed in the following section.

If a Respondent's Assurance Statement proposes a SBE percentage less than the established goal, the Respondent must, at the time of making the response, submit appropriate documentation showing good faith efforts to meet the established goal. The Authority reserves the right to request additional documentation or information from Respondent regarding its Assurance Statement and; if applicable, any good faith efforts documentation. If the Authority enters into a contract based on the Respondent's Goals Accomplishment Statement and documentation, the SBE percentage accepted by the Authority

will become a contractual requirement. If the Respondent's Assurance Statement proposes to attain a SBE percentage higher than the established goal, the established goal will remain the contractual requirement.

Respondents shall not contract with, demand, require or coerce a SBE into any agreement or into the signing of any Assurance Statement or any other document which prohibits the SBE from providing subcontracting quotations or doing business with other Respondents. The SBE shall be free to provide their services to any number of Respondents. To ensure that all obligations under sub-contracts awarded to a SBE are met, the Authority will review the agreement between the Respondent and SBE, and Respondent's SBE involvement efforts during the performance of the Contract.

1.8 Good Faith Efforts Statement and Requirements

Respondents must either meet the SBPP goal or make good faith efforts to meet the goal. Respondents who do not meet the goal must establish adequate good faith efforts by submitting documentation along with the Respondent's Goals Accomplishment Statement. This statement should show that they took all necessary and reasonable steps to achieve the SBE goal, which could reasonably be expected to obtain sufficient SBE participation, even if they were not fully successful. The Respondent's Goals Accomplishment Statement and supporting documents should conform to the good faith requirements outlined in Appendix A of 49 CFR Part 26.

The following is a list of types of actions that may be part of a Respondent's efforts to obtain SBE participation and may be included in the Respondent's Goals Accomplishment Statement and documentation. This list is not intended to be a mandatory checklist, nor is it intended to be exclusive or exhaustive. Other factors or types of efforts may be relevant in appropriate cases:

- a. Soliciting through all reasonable and available means (e.g. attendance at pre-bid meetings, advertising and/or written notices) the interest of all certified as a SBE who have the capability to perform the work of the Contract. The Respondent must solicit this interest within sufficient time to allow the SBE to respond to the solicitation and take appropriate steps to follow-up on initial solicitations to determine interest.

- b. Selecting portions of the work to be performed by a SBE to increase the likelihood that the goals of the SBE will be achieved.

- c. Providing any interested SBE with adequate information about the plans, specifications, and requirements of the Contract in a timely manner to assist them in responding to a solicitation.

- d. Negotiating in good faith with any interested SBE. It is the Respondent's responsibility to make a portion of the work available to SBE subcontractors and suppliers and to select those portions of the work or material needs consistent with the available SBE subcontractors and suppliers, to facilitate SBE participation.

- e. Not rejecting any SBE as being unqualified without sound reasons based on a thorough investigation of their capabilities.

- f. Making efforts to assist any interested SBE in obtaining bonding, lines of credit, or insurance as required by the recipient or contractor.

g. Making efforts to assist any interested SBE in obtaining necessary equipment, supplies, materials, or related assistance or services.

h. Effectively using the services of available small business organizations and groups; local, state, and Federal small business assistance offices; and other organizations as allowed on a case-by-case basis to aid in the recruitment and placement of any SBE.

For each SBE listed as a regular dealer or distributor the Authority will make a preliminary counting determination to assess the SBE's eligibility for 60 or 40 percent credit, respectively, of the cost of materials and supplies based on its demonstrated capacity and intent to perform as a regular dealer or distributor, as defined in § 26.55(e)(2)(iv)(A), (B), and (C) and (e)(3) under the contract at issue. The Authority's preliminary determination shall be made based on the SBE's written responses to relevant questions and its affirmation that its subsequent performance of a commercially useful function will be consistent with the preliminary counting of such participation. Where the SBE supplier does not affirm that its participation will meet the specific requirements of either a regular dealer or distributor, the Authority is required to make appropriate adjustments in counting such participation toward the Bidders' good faith efforts to meet the contract goal. The Bidder is responsible for verifying that the information provided by the SBE supplier is consistent with the counting of such participation toward the contract goal.

If a Respondent has not met the SBE goal and submits Respondent's Goals Accomplishment Statement and documentation, the Respondent should summarize in detail all good faith efforts taken by the Respondent, including, but not limited to, the activities listed above in A through I, and supporting documentation. While the Respondent should submit documentation to support its good faith efforts at the time of the Response submission, the Authority may ask questions of Respondent or request additional documentation after review of Respondent's Goals Accomplishment Statement and any documentation. In submitting the information required under this section, Respondent understands and agrees that the determination of whether Respondent has met the SBE goal or established good faith efforts to meet the goal is a judgment call that the Authority will make.

1.9 Administrative Reconsideration

Within five (5) business days of being informed by the Authority that it is not responsive because it has not documented sufficient good faith efforts, a Respondent may request administrative reconsideration. Respondent should make this request in writing to the following reconsideration official: Terry Blue, President and CEO, Memphis Shelby County Airport Authority, 2491 Winchester Road, Suite 113, Memphis, Tennessee 38116, (901) 922-8000, tblue@flymemphis.com. The reconsideration official will not have played any role in the original determination that the Respondent did not document sufficient good faith efforts.

As part of this reconsideration, the Respondent will have the opportunity to provide written documentation or argument concerning the issue of whether it met the goal or made adequate good faith efforts to do so. The bidder/offeror will have the opportunity to meet in person with our reconsideration official to discuss the issue of whether it met the goal or made adequate good faith efforts to do. The Authority will send the Respondent a written decision on reconsideration, explaining the basis for finding that the Respondent did or did not meet the goal or make adequate good faith

efforts to do so. The result of the reconsideration process is not administratively appealable to the Department of Transportation.

1.10 Counting SBE Participation

SBE participation shall be counted toward meeting the SBPP goal consistent with the regulations outlined in 49 CFR Part 26, specifically 26.55. When the Respondent completes an Assurance Statement, the Respondent must include not only the total value of the work to be performed and/or the materials to be supplied by the SBE but also the total amount of SBE participation that should be counted toward meeting the goal. If you have any questions about counting, we strongly urge you to consult 49 CFR Part 26. The following may be helpful to you in counting SBE participation and in determining which sections of Part 26.55 you need to review in more detail:

a. When a SBE participates in a contract, you count only the value of the work actually performed by the SBE toward SBE goals.

1) Count the entire amount of that portion of a construction contract (or other contract not covered by paragraph (a)(2) of this section) that is performed by the SBE's own forces. Include the cost of supplies and materials obtained by the SBE for the work of the contract, including supplies purchased or equipment leased by the SBE (except supplies and equipment the SBE subcontractor purchases or leases from the prime contractor or its affiliate).

2) Count the entire amount of fees or commissions charged by a SBE firm for providing a bona fide service, such as professional, technical, consultant, or managerial services, or for providing bonds or insurance specifically required for the performance of a DOT-assisted contract, toward SBE goals, provided you determine the fee to be reasonable and not excessive as compared with fees customarily allowed for similar services.

3) When a SBE subcontracts part of the work of its contract to another firm, the value of the subcontracted work may be counted toward SBE goals only if the SBE's subcontractor is itself a SBE. Work that a SBE subcontracts to a non-SBE firm does not count toward SBE goals. a. When a SBE participates in a contract, you count only the value of the work actually performed by the SBE toward SBE goals.

4) Count the entire amount of that portion of a construction contract (or other contract not covered by paragraph (a)(2) of this section) that is performed by the SBE's own forces. Include the cost of supplies and materials obtained by the SBE for the work of the contract, including supplies purchased or equipment leased by the SBE (except supplies and equipment the SBE subcontractor purchases or leases from the prime contractor or its affiliate).

5) Count the entire amount of fees or commissions charged by a SBE firm for providing a bona fide service, such as professional, technical, consultant, or managerial services, or for providing bonds or insurance specifically required for the performance of the contract, toward SBE goals, provided you determine the fee to be reasonable and not excessive as compared with fees customarily allowed for similar services.

6) When a SBE subcontracts part of the work of its contract to another firm, the value of the subcontracted work may be counted toward SBE goals only if the SBE's subcontractor is itself a SBE. Work that a SBE subcontracts to a non-SBE firm does not count toward SBE goals.

b. When a SBE performs as a participant in a joint venture, count a portion of the total dollar value of the contract equal to the distinct, clearly defined portion of the work of the contract that the SBE performs with its own forces toward SBE goals.

c. Count expenditures to a SBE contractor toward SBE goals only if the SBE is performing a commercially useful function on that contract. For the definition and explanation of a commercially useful function, see 49 CFR Part 26.55(c).

d. To determine whether a SBE trucking company is performing a commercially useful function see 49 CFR Part 26.55(d).

e. Count expenditures with SBEs for materials or supplies toward SBE goals as provided in 49 CFR Part 26.55(e). Please note that materials or supplies obtained from a SBE manufacturer are counted differently toward SBE goals than a SBE regular dealer. It is imperative that the Bidder consult federal regulations for counting differences.

f. If a firm is not currently certified as a SBE in accordance with the standards of 49 CFR Part 26 Subpart D at the time of the execution of the contract, do not count the firm's participation toward any SBE goals, except as provided for in § 26.87(i)).

g. Do not count the dollar value of work performed under a contract with a firm after it has ceased to be certified toward your overall goal.

h. Do not count the participation of a SBE subcontractor toward a contractor's final compliance with its SBE obligations on a contract until the amount being counted has actually been paid to the SBE.

1.11 Sanctions for Non-Compliance

In case of the Respondent's non-compliance with SBE requirements as applicable, including, but not limited to, documentation, cooperation, and truthfulness, the Authority shall impose such Contract sanctions as it may determine to be appropriate. This may include but is not limited to:

a. Withholding of payments to the Respondent under the Contract until the Respondent complies; and/or

b. Cancellation, termination, or suspension of the Contract, in whole or in part; and/or

c. Assessing sanctions; and/or

d. Payment by the Respondent to the Authority of an amount equal to the difference in the SBE dollar value contracted for and the dollar value achieved in documented SBE participation, which dollar value shall be considered liquidated damages if the Authority determines that Respondent failed to make good faith efforts in meeting the Contract's SBE goal.

1.12 Contract Assurance

The successful Respondent, any successful subrecipient or successful subcontractor shall not discriminate based on race, color, national origin, or sex in the performance of this prime contract. The successful Respondent shall carry out SBPP requirements in the award and administration of Authority contracts. Failure by the successful Respondent to carry out these requirements is a material breach of this contract, which may result in the termination of this contract or such other remedy as the recipient deems appropriate, which may include, but is not limited to:

- a. Withholding monthly progress payments;
- b. Assessing sanctions;
- c. Liquidated damages; and/or
- d. Disqualifying the Contractor from future bidding as non-responsible.

1.13 Prompt Payment / Retainage

The successful Respondent agrees to pay each subcontractor under this prime contract for satisfactory performance of its contract no later than fifteen (15) days from the receipt of each payment the successful Respondent receives from MSCAA. A subcontractor's work is satisfactorily completed when all the tasks called for in the subcontract have been accomplished and documented as required by the MSCAA. When MSCAA has made an incremental acceptance of a portion of a prime contract, the work of a subcontractor covered by that acceptance is deemed to be satisfactorily completed. Any delay or postponement of payment from the above referenced timeframe may occur only for good cause following written approval of the MSCAA. This clause applies to both SBE and non-SBE subcontractors.

Retainage will not be withheld on this project. No retainage will be withheld by MSCAA from progress payments due to the successful Respondent. Retainage by the successful Respondent or subcontractors is prohibited, and no retainage will be held by the successful Respondent from progress payments due to subcontractors.

1.14 Termination of SBE Subcontracts

The successful Respondent must not terminate a SBE subcontractor listed in response to this solicitation (or an approved substitute SBE firm) without prior written consent of Authority. This includes, but is not limited to, instances in which the successful Respondent seeks to perform work originally designated for a SBE subcontractor with its own forces or those of an affiliate, a non-SBE firm, or with another SBE firm.

The successful Respondent shall utilize the specific SBEs listed to perform the work and supply the materials for which each is listed unless the contractor obtains prior written consent as provided in 49 CFR §26.53(f). Unless prior written consent is provided pursuant to 49 CFR §26.53(f), the successful Respondent shall not be entitled to any payment for work or material unless it is performed or supplied by the listed SBE.

The Authority may provide such written consent only if the Authority agrees, for reasons stated in the concurrence document, that the successful Respondent has good cause to terminate the SBE firm. For purposes of this paragraph, good cause includes the circumstances listed in 49 CFR §26.53.

Before transmitting to the Authority its request to terminate and/or substitute a SBE subcontractor, the prime contractor must give notice in writing to the SBE subcontractor, with a copy to the Authority, of its intent to request to terminate and/or substitute, and the reason for the request.

The successful Respondent must give the SBE five days to respond to the successful Respondent's notice. In response, the SBE must advise the Authority and the successful Respondent of the reasons, if any, why it objects to the proposed termination of its subcontract and why the Owner should not approve the prime contractor's action. If required in a particular case as a matter of public necessity (e.g., safety), Owner may provide a response period shorter than five days.

In addition to post-award terminations, the provisions of this section apply to reward deletions of or substitutions for SBE firms put forward by offerors in negotiated procurements. Forms are provided below

1.15 SBPP Requirements

The Respondent shall carry out the SBPPP requirements, including applicable requirements of 49 CFR Part 26, in the award and administration of Authority contracts. Respondent agrees to provide all its subcontractors and suppliers and to require all its subcontractors and suppliers on this project to provide a complete copy of the Business Opportunity Development Program Requirements of the Contract to all those who provide supplies or work related to the Contract and to require all those providing supplies or work to be bound by these requirements as it relates to their work related to the Contract. The form provided below must be completed by the Proposal.

SBE Assurance Statement/Letter of Intent (Required)

Submit on Company Letterhead for each SBE Subcontractor

SBE ASSURANCE STATEMENT/LETTER OF INTENT		
RESPONDENT:		
Name of Firm: _____		
Address: _____		
City: _____	State: _____	Zip: _____
Telephone: _____		
Local Yes _____ No _____		
SUBCONTRACT:		
Name of Firm: _____		
Address: _____		
City: _____	State: _____	Zip: _____
Local Yes _____ No _____		
Description of work to be performed by SBE:		

The Respondent is committed to utilizing the above-named for the work described above. The estimated dollar value \$ _____, which is _____% of the total base bid proposal.		
AFFIRMATION		
The above-named SBE affirms that it will perform the portion of the contract for the estimated dollar value as stated above		
By: _____	_____	_____
Signature of SBE and Title	Date	Name
By: _____	_____	_____
Signature of 2 nd /3 rd Tier Subcontractor and Title	Date	Name
If the Respondent does not receive award of the prime contract, any and all representations in this letter of Intent and Affirmation shall be null and void. If Respondent does receive award of the prime contract, Respondent commits to using the SBE contractor listed and described to meet the SBE contract goal.		
By: _____	_____	_____
Signature of Respondent and Title	Date	Name

Respondent SBE Goals Accomplishment Statement (Required)

Submit on Company Letterhead

RESPONDENT SBE GOALS ACCOMPLISHMENT STATEMENT

The undersigned Respondent has satisfied the requirements of the bid/proposal specification in the following manner (please complete the appropriate spaces):

- The Respondent is committed to a minimum of 18% SBE utilization on this contract.
- The Respondent is unable to meet the SBE goal of 18% but is committed to a minimum of _____%

SBE utilization on this contract and submits the attached narrative and documentation demonstrating good faith efforts consistent with Appendix A of 49 CFR 26. **The Respondent should attach as many pages as necessary to provide a full and complete narrative and supporting documentation of good faith efforts made. This narrative must be written on company letterhead and signed.**

Please provide an explanation for the percentage quoted above:

Provide an explanation of the SBE's participation and how this has been determined to meet the specific goal requirements of this solicitation in whole or part.

If SBE and the company enter into a Joint Venture, please describe the terms of the relationship and attach a copy of the contract between the parties. If the Respondent does receive award of the prime contract, Respondent commits to using the SBE subcontractor listed and described above to meet the SBE contract goal, pursuant to 49 CFR Part 26.

It is the present intent of the Respondent to utilize the specific SBE firms identified in this proposal in the execution of this contract. If for any reason, one or more of the SBE identified here are unable or unwilling to participate, the Respondent will make good faith efforts to replace the SBE with a similar SBE. The Authority SBE Good Faith Procedures are provided in this package and apply to this proposal.

Respondent's Name: _____

State Registration No.: _____

Federal Tax ID No.: _____

By: _____
Signature and Title Date

Voluntary Disclosure of Respondent Data

Do **not** submit this form on company letterhead

VOLUNTARY DISCLOSURE OF RESPONDENT DATA

For Title VI Compliance, the Authority asks for **voluntary disclosure** of the following information:

Gender:	Male	_____
	Female	_____
Race:	Caucasian	_____
	Black American	_____
	Hispanic American	_____
	Native American	_____
	Subcontinent Asian American	_____
	Asian-Pacific American	_____
	Other (please specify)	_____

Memphis-Shelby County Airport Authority
Memphis, Tennessee

Small Business Participation Plan (SBPP) Termination Request

Prior to submitting this form to Memphis-Shelby County Airport Authority (MSCAA), you must notify the SBPP Firm in writing of your intent and allow the Firm five (5) days to respond. MSCAA must be copied on the notice to the firm. NOTE: The prime contractor may not submit a substitution request until after receiving an approved SBPP termination.

Project ID:	Contract Amount:	Goal:
Prime Contractor:	Requestor:	
Email:	Phone:	

Committed SBPP Firm:			
Original Contract Amount:		Remaining Contract Amount:	
SBPP Type:	<input type="checkbox"/> Subcontractor/Subconsultant <input type="checkbox"/> Material Supplier (60% credit)	<input type="checkbox"/> Professional Services <input type="checkbox"/> Trucking/Hauling Firm	<input type="checkbox"/> Manufacturer <input type="checkbox"/> Distributor
Scope of Work Description:			
Has SBPP Firm been paid for completed work?		<input type="checkbox"/> Yes	<input type="checkbox"/> No / Remaining amount owed:

Is this request due to an MSCAA Change Order?	<input type="checkbox"/> Yes (provide info and statement of impact on SBPP participation) <input type="checkbox"/> No (see below)
If NO above, select the reason for the request: <i>(must attach a statement of facts and supporting documentation)</i>	
<input type="checkbox"/> SBPP Firm requests removal <input type="checkbox"/> SBPP Firm fails or refuses to perform work or furnish materials <input type="checkbox"/> SBPP Firm is not a responsible contractor <input type="checkbox"/> Owner died or becomes disabled resulting in the SBPP inability to complete the work on the contract	<input type="checkbox"/> SBPP Firm is ineligible to receive DBE credit for the type of work required <input type="checkbox"/> Work performed by SBPP Firm was unsatisfactory and not in accordance with plans and specifications <input type="checkbox"/> Other documented good cause
Date determined SBPP Firm unwilling, unable or ineligible:	
Will this request result in a SBPP goal shortfall:	<input type="checkbox"/> No <input type="checkbox"/> Shortfall Amt: (provide SBPP utilization summary) Yes /

SBPP Response

NAICS CODES:	DESCRIPTION:

Memphis-Shelby County Airport Authority
Memphis, Tennessee

The undersigned acknowledges that they are authorized to submit this request as a representative of the stated prime contractor.		
Requestor Signature:		Date:
For MSCAA Use Only		
Notice of Intent provided to SBE:	Yes (date sent _____)	No (must be sent to SBE 5 days prior to Request)
All required documentation submitted with Request <input type="checkbox"/> Yes <input type="checkbox"/> No (all documents must be submitted for review)		
Request Approved: <input type="checkbox"/> Yes <input type="checkbox"/> No	Reason:	
DBELO Signature:		Date:

Memphis-Shelby County Airport Authority
 Memphis, Tennessee

Small Business Participation Plan (SBPP) Program Substitution Request

Prior to submitting this form to Memphis-Shelby County Airport Authority (MSCAA), you must have an approved Termination form signed by the DBELO. Without an approved SBPP termination request, a prime contractor shall not be entitled to any payment for work or material unless it is performed or supplied by the committed SBPP.

Project ID:	Contract Amount:	Goal:
Prime Contractor:	Requestor:	
Email:	Phone:	

New Committed SBPP Firm:			
Original Contract Amount:		Remaining Contract Amount:	
SBBP type:	<input type="checkbox"/> Subcontractor/Subconsultant <input type="checkbox"/> Material Supplier (60% credit)	<input type="checkbox"/> Professional Services <input type="checkbox"/> Trucking/Hauling Firm	<input type="checkbox"/> Manufacturer <input type="checkbox"/> Distributor
Scope of Work Description:			

APPLICABLE NAICS CODES	
NAICS CODE:	DESCRIPTION:

THIS SECTION MUST BE COMPLETED IF REQUESTING A SUBSTITUTION OR IF TERMINATION WILL RESULT IN GOAL SHORTFALL (does not apply if shortfall due to MSCAA Change Order)

Proposed SBBP Substitute:			
Proposed SBBP type:	<input checked="" type="checkbox"/> Subcontractor/Subconsultant <input type="checkbox"/> Material Supplier (60% credit)	<input type="checkbox"/> Professional Services <input type="checkbox"/> Trucking/Hauling Firm	<input type="checkbox"/> Manufacturer <input type="checkbox"/> Distributor
Proposed Scope of Work:			
Is the substitution a certified SBPP? <input type="checkbox"/> Yes <input type="checkbox"/> No (must provide Good Faith Effort (GFE))			
Projected date for SBPP substitute to commence work?			

For MSCAA Use Only

Notice of Intent provided to Firm: <input type="checkbox"/> Yes (date sent _____) <input type="checkbox"/> No (must be sent to Firm 5 days prior to Request)	
All required documentation submitted with Request: <input type="checkbox"/> Yes <input type="checkbox"/> No (all documents must be submitted for review)	
Request Approved: <input type="checkbox"/> Yes <input type="checkbox"/> No	Reason:
DBELO Signature:	Date:

Memphis-Shelby County Airport Authority
Memphis, Tennessee

Small Business Participation Plan (SBPP) Requirements for Subcontracts

Received: _____ Date: _____	Project Name: _____
Sr. Manager of BDD	Project No.: _____

Memphis-Shelby County Airport Authority (MSCAA) operates a SMALL BUSINESS PARTICIPATION PLAN (SBPP) to ensure full and fair opportunities in MSCAA contracting for small businesses defined by U.S. Small Business Administration (SBA). This document sets forth SBE provisions that must be included in all contracts and subcontracts for the subject project as required by non-federal regulations. **A SIGNED COPY MUST BE (1) TO THE MSCAA SBE LIASON OFFICER AND (2) INCLUDED IN YOUR SUBCONTRACT AS AN EXHIBIT TO ANY UNDERLYING AGREEMENT FOR THE SUBJECT PROJECT.**

The undersigned parties agree and acknowledge that this document shall be deemed to form, be read and construed as, as if stated verbatim therein, part of any agreement between the parties related to the subject project. This document is an agreement wherein the parties accept, agree to, and incorporate federally mandated contractual provisions into any underlying agreement for the subject project as well as acknowledge applicable MSCAA SBPP rules and regulations. **THE TEXT CONTAINED IN THIS DOCUMENT CANNOT BE REVISED, ALTERED, OR OTHERWISE MODIFIED BY THE PARTIES. THIS IS A FINAL DOCUMENT.**

Any subcontract for the subject project shall be governed by regulations set forth in MSCAA SBE program rules and regulations, including but not limited to the following:

1. **Assurance** : The contractor, sub-recipient, or subcontractor shall not discriminate on the basis of USDOT SBA size standard in the performance of this contract. Failure by the contractor to carry out these requirements is a material breach of this contract, which may result in the termination of this contract or such other remedy as the recipient deems appropriate, which may include, but is not limited to: 1) Withholding monthly progress payments; 2) Assessing sanctions; 3) Liquidated damages; and/or 4) Disqualifying the contractor from future bidding as non-responsible.
2. **Prompt Payment**: The prime contractor is required to pay its subcontractors performing work related to this contract for satisfactory performance of that work no later than 15 days after the prime contractor’s receipt of payment for that work from MSCAA. A subcontractor’s work is satisfactorily completed when all the tasks called for in the subcontract have been accomplished and documented as required by MSCAA. When MSCAA has made an incremental acceptance of a portion of a prime contract, the work of a subcontractor covered by that acceptance is deemed to be satisfactorily completed. Any delay or postponement of payment from the above referenced timeframe may occur only for good cause and written approval of the MSCAA. Retainage will not be withheld on this project. No retainage will be withheld by the MSCAA from progress payments due the prime contractor. Retainage by the prime or subcontractors is prohibited. No retainage will be held by the prime from progress due subcontractors.
3. **Termination/Substitution**: The prime contractor may not terminate or substitute any approved SBPP subcontractor listed in the Assurance Statement without prior written consent of MSCAA. The prime contractor must follow the procedures set forth by MSCAA.
4. **Counting Participation**: SBPP participation in a contract must be counted in accordance with and applicable guidance.
5. **SBPP Independence**: An independent business is one of the viability of which does not depend on its relationship with another firm or firms.
6. **DBE Liaison Officer (DBELO)**: For SBPP related questions, issues, and disputes, please contact the MSCAA DBELO (contact information found at <https://flymemphis.com/business-diversity-development-program/>). The

Memphis-Shelby County Airport Authority
Memphis, Tennessee

current DBELO is Regina Armstrong, who may be reached at 901-922-0167 or rarmstrong@flymemphis.com.

This document shall control and supersede any inconsistency, conflict or ambiguity contained in any underlying agreement between the parties for the subject project as to the procedures, processes, or subject matter set forth in this document or otherwise applicable MSCAA SBPP program rules and regulations.

PRIME CONTRACTOR: _____
SIGNATURE: _____
TITLE: _____ DATE: _____

SUBCONTRACTOR: _____
SIGNATURE: _____
TITLE: _____ DATE: _____