

**VIRGINIA DEPARTMENT OF TRANSPORTATION**  
**CONSTRUCTION DIVISION (CD)**  
**INSTRUCTIONAL AND INFORMATIONAL MEMORANDUM (IIM)**

<b>GENERAL SUBJECT:</b>	
<b>CERTIFICATION OF BINDING AGREEMENT WITH DBE FIRMS; FORM C-112</b>	<b>NUMBER: IIM-CD-2013-15.01</b>
<b>SPECIFIC SUBJECT: SECOND TIER DISADVANTAGED BUSINESS ENTERPRISE SUBCONTRACTORS</b>	<b>DATE: August 1, 2013</b>
	<b>SUPERCEDES: CD-2011-02</b>
<b>APPROVED:</b>	
<p><b>Signature On File</b></p> <p>-----</p> <p><b>Mark E. Cacamis, P.E., CCM</b>  <b>State Construction Engineer</b></p>	
<b>DATE: <u>August 1, 2013</u></b>	

**DIRECTED TO - DISTRICT ADMINISTRATORS**

Effective March 22nd advertisement, the Department will require the signature of Non-DBE subcontractors who are utilizing DBE firms on form C-112, Certification of Binding Agreement with Disadvantaged Business Enterprise Firms.

Work at any tier performed by a DBE may be counted towards meeting the contract goal subject to the applicable guidelines for counting DBE participation and provided all parties have properly executed form C-112. In the event a DBE firm subcontracts work to a lower-tier subcontractor, that work may be counted toward the DBE goals only if the lower-tier subcontractor is a DBE. In such cases, the DBE firm needs to indicate "DBE" in the area designated for subcontractor signature. If a DBE firm is the Prime Contractor, the DBE firm is not required to submit form C112 unless they are utilizing

other DBEs as subcontractors and want to claim participation credit towards the contract goal. Form C-112 is not intended to take the place of, nor may it be substituted for, an official subcontracting agreement.

Attached is a copy of form C-112 which has been revised accordingly.

**COMMONWEALTH OF VIRGINIA  
DEPARTMENT OF TRANSPORTATION  
CERTIFICATION OF BINDING AGREEMENT  
WITH  
DISADVANTAGED BUSINESS ENTERPRISE FIRMS**

Project No.:

Federal Project No.:

This form is to be submitted in accordance with the Department's Special Provision for Section 107.15.

It is hereby certified by the below signed Contractors that there exists a written quote, acceptable to the parties involved preliminary to a binding subcontract agreement stating the details concerning the work to be performed and the price which will be paid for the aforementioned work. This document is not intended to, nor should it be construed to, contain the entire text of the agreement between the contracting parties. This document does not take the place of, nor may it be substituted for, an official subcontracting agreement in those situations that may require such an agreement. A copy of the fully executed *subcontract agreement* shall be submitted to the Engineer within fourteen (14) business days after contract execution.

It is further certified that the aforementioned mutually acceptable quote and fully executed subcontract agreement represent the entire agreement between the parties involved and that no conversations, verbal agreements, or other forms of non-written representations shall serve to add to, delete, or modify the terms as stated.

The prime Contractor further represents that the aforementioned mutually acceptable quote and fully executed subcontract agreement shall remain on file for a period of not less than one year following completion of the prime's contract with the Department or for such longer period as provisions of governing Federal or State law or regulations may require. For purposes of this form, the term Prime Contractor shall refer to any Contractor utilizing a DBE subcontractor, regardless of tier, in which they are claiming DBE credit toward the contract goal.

Contractors further jointly and severally represent that said binding agreement is for the performance of a "commercially useful function" as that term is employed in 49 C.F.R. Part 26.55 (c), (d).

**TO BE SIGNED BY THE SUBCONTRACTOR TO THE PRIME CONTRACTOR, AND ANY LOWER TIER  
SUBCONTRACTORS HAVING A CONTRACT WITH THE BELOW NAMED DBE FIRM**

Prime Contractor \_\_\_\_\_

By: \_\_\_\_\_  
Signature Title

Date: \_\_\_\_\_

First Tier Subcontractor if Applicable \_\_\_\_\_

By: \_\_\_\_\_  
Signature Title

Date: \_\_\_\_\_

Second Tier  
Subcontractor if  
Applicable

\_\_\_\_\_

By: \_\_\_\_\_  
Signature Title  
Date: \_\_\_\_\_

Third Tier  
Subcontractor if  
Applicable

\_\_\_\_\_

By: \_\_\_\_\_  
Signature Title  
Date: \_\_\_\_\_

DBE Contractor

\_\_\_\_\_

By: \_\_\_\_\_  
Signature Title  
Date: \_\_\_\_\_

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