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# Supplier Diversity Office

## State Application for Certification

Minority Business Enterprise (MBE)

Women Business Enterprise (WBE)



“Working to build the Commonwealth’s economic strength through the development of minority- and women-owned businesses. Fulfilling the promise of Access and Opportunity”

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10/20/11 TH

**ATTENTION!**

**PLEASE READ BEFORE FILLING OUT THIS APPLICATION.**

- 1 Attached to this application for certification by the Supplier Diversity Office (“SDO”) as a Minority Business Enterprise (“MBE”) and/or Woman Business Enterprise (“WBE”), you will find a copy of the Massachusetts Substitute W-9 (“W-9”) and the Commonwealth Terms and Conditions forms. These forms will establish a vendor file for your business in order to pay you if and when you supply goods and/or services to the Commonwealth of Massachusetts. **Do not date these forms.** Return the signed originals with your application. Please include your DUNS number on the W-9 form (for more information on obtaining a DUNS number, go to: <http://www.bpn.gov/ccr/ccrpol.aspx> Once you obtain your DUNS number, please remember to register your business at <http://www.ccr.gov>).
- 2 Applicants will provide SDO with notice of any changes in ownership, control, firm name, address and e-mail address throughout the life of your certification with the SDO. Failure to provide this information in a timely manner may be grounds to remove your certification.
- 3 Certification is not a fixed designation. The SDO reserves the right to conduct random spot checks of your business and its records to ensure that your entity continues to meet certification eligibility as defined by 425 CMR §2.02(1)(7).
- 4 Incomplete applications will not be processed. If your firm fails to meet SDO deadlines, no further action will be taken on your application for 180 days.
- 5 Each eligible owner on whom you rely to establish 51% minority and/or woman ownership of the firm must provide his or her own separate notarized attestation in connection with this application.
- 6 Make a copy of this application and all supporting documents for your files prior to sending them to us at the following address:

Operational Services Division  
Supplier Diversity Office  
One Ashburton Place  
Room 1017  
Boston, MA 02108

**Attention:** In addition to your certification as a Minority or Woman Business Enterprise, if you believe that your business may qualify for the Small Business Purchasing Program, click on the following link: [www.mass.gov/sbpp](http://www.mass.gov/sbpp)



# INSTRUCTIONS

## INSTRUCTIONS FOR COMPLETING THE MINORITY BUSINESS ENTERPRISE (MBE) AND/OR WOMAN BUSINESS ENTERPRISE (WBE) PROGRAM CERTIFICATION APPLICATION

**NOTE: If you require additional space for any question in this application, please attach additional sheets or copies as needed, taking care to indicate on each attached sheet/copy the section and the number of this application to which it refers.**

### Section 1: CERTIFICATION INFORMATION

1. Date and Location of Mandatory Pre-Certification Workshop:
  - a. **All in-state firms:** List the date and location of the mandatory live pre-certification workshop you attended and indicate the date (in mm/dd/yyyy format) as well as the city where the workshop took place.
  - b. **All out-of-state firms (i.e. principal revenue generating activities take place outside of Massachusetts):** Out-of-state firms can either attend a live pre-certification workshop or request a telephone interview. For out-of-state firms that require a telephone interview, please contact Mr. Tom Hall, SDO Legal Counsel, at (617)502-8853 to schedule the interview. Upon completion, please indicate the date of your telephone interview on your application.
2. Business Profile:
  - a. Check the appropriate box indicating whether your principal place of business is Massachusetts. If you are an out-of-state firm, please provide a home state site visit report and certification letter.
  - b. Check all the applicable certification program(s) for which you are applying, such as Minority Business Enterprise (MBE) and/or Woman Business Enterprise (WBE).

### Section 2: GENERAL BUSINESS INFORMATION

3. Contact Information:
  - a. Regardless of the firm's structure, provide the name and title of the person who will serve as your firm's primary contact under this application.
  - b. State the legal name of your firm, as indicated in your firm's Articles of Incorporation or charter.
  - c. State the primary phone number of your firm.
  - d. State your firm's fax number if any.
  - e. State your contact person's e-mail address.
  - f. State your firm's website address, if any.
  - g. State the street address of your firm (i.e. the physical location of its offices – not a post office box address).
  - h. State the mailing address of your firm, if it is different from your firm's street address.
  - i. State your Commonwealth-issued vendor identification number if you are currently doing business with the Commonwealth of Massachusetts.

4. Legal Structure of Company:

- a. If your company began as a sole proprietorship and later became a corporation, enter the starting dates for each.
- b. In the applicable box(es) provided, fill in your company structure, the date on which your firm was officially established (in mm/dd/yyyy format), company federal identification number. For sole proprietorships that use their social security number, they should enter "yes" in the fourth column.

5. Identification Numbers: Enter only **ONE** of the numbers below to assist us in establishing a state vendor file for your firm:

- a. State your 9-digit federal employee identification number; or
- b. State your 9-digit social security number.

6. Product or Service Offered:

- a. In fifteen words or less, in the space provided, describe the primary products or services that your business provides with a listing of all products or services (such as house painting or website design). This will be the description your firm will have on the SDO website if your firm receives certification.
- b. Do not list any inventory for sale.

7. Out-of-State Firms Only:

- a. If your company is an out-of-state firm, state the full name, address, telephone and fax numbers of your home state certifying agency and the name of the certifying agency's primary contact.

**Section 3: OWNERSHIP**

8. Proof of US Citizenship or Lawful Permanent Residence:

- a. Check the appropriate box that indicates whether all owners of your company are citizens or lawful permanent residents of the United States.
- b. Identify all owners, shareholders, directors and/or partners in your company.
  - If your firm has more than one owner, provide completed copies of this section for each additional owner and attach additional sheets if necessary.
  - State the name and title of the owner.
  - State whether the owner(s) is/are a US citizen(s) or a lawful permanent resident(s).
  - State the gender of the owner.
  - State the ethnicity code of the owner. Use the ethnicity codes provided in the application.
  - State the percentage total ownership of your firm that this person possesses.
  - Indicate the number, dollar value and the date on which this owner acquired his/her shares of stock in your firm. Indicate the number of shares only for S corporations.

9. Business History/Changes in Ownership:

- a. In the space provided, describe the changes in ownership, company name, officers and/or directors, transfers since the inception of the business; State the dates on which these changes took place. Attach additional sheets if necessary.

10. Fiscal Information:

- a. In the box(es) provided, state your tax information for the past year, if applicable.
- b. State the year, dollar value of gross sales and total number of your employees.
- c. If you have been in business for less than a year, then provide the current reporting period (i.e. from mm/yyyy to mm/yyyy) that you have been in operation in the "Year" column in the table below.

**Section 4: CONTROL**

11. Licenses:

- a. Check the appropriate box indicating whether there are licenses or accreditation used in conducting your business.
- b. If you checked "Yes", then please provide copies of all current licenses (held by key employees owners, officers, directors, managing member or partner) obtained for use in the primary function of your business as stated in Section 8 and 13 of this application.

12. Banking Information:

- a. State the name of your firm's bank.
- b. State the main phone number of your firm's bank branch.
- c. State the address of your firm's bank.
- d. State the full name of the contact person of your firm's bank.
- e. State the type of account that your company uses for business regardless of your company's business structure.
- f. Attach the bank signature card for the business account(s) with this bank or a letter from the bank noting who has signatory authority.

13. Governing Body Control:

- a. In the boxes provided, identify the gender, ethnicity, name and title of all directors, managing members or partners of your firm.
- b. Include copies of resumes and professional licenses held by all board members with your application.

14. Identification of Owners and Key Employees:

- a. In the boxes provided, state the name, title, ethnicity and gender of all owners and key employees who control your firm in the following areas:
  1. Financial decisions on your firm's behalf, including the acquisition of loans or lines of credit, authorization to sign company checks, and authorization to make financial transactions;
  2. Estimating and bidding, including calculation of cost estimates, bid preparation and submission;

3. Negotiating and contract execution, including participation in any of your firm's negotiations and executing contracts on your firm's behalf;
4. Hiring and/or firing of management personnel, including interviewing and conducting performance evaluations;
5. Field or production operations supervision, including site supervision, scheduling, project management services, etc.;
6. Office management; and
7. Purchasing of major equipment.

### **Section 5: INDEPENDENCE**

15. Details Regarding Controlling Owners and Employees:

1. Check the appropriate box indicating whether any Management or Supervisory Employee shares a management or a supervisory position for any other business.

If you checked "Yes", then please explain in the space provided.

2. Check the appropriate box indicating whether any the firm shares tools, equipment, space, finances, contracts or personnel with any other business or person.

If you checked "Yes", then please explain in the space provided.

3. Check the appropriate box indicating whether there is another firm which may directly or indirectly benefit from certification because of common ownership or control of the applicant firm.

If you checked "Yes", then please explain in the space provided.

### **Section 6: ONGOING**

16. Business Space:

- a. Indicate whether you own, lease or rent the space housing your business.
- b. If you own the building, provide a copy of a recent property tax bill.
- c. If you lease your space and there is a written lease, then provide a copy of it.
- d. If you lease your space and there is not a written lease, you are a tenant at will and should supply a copy of three months' worth of rent checks.
- e. State the type (home office, warehouse, yard) and the street address of the facility in which your business is housed.
- f. State whether you own or lease the facility or whether you are a tenant at will.
- g. State the current property value or lease or rent of the facility.
- h. State the square footage of the facility.

17. Leased or Owned Equipment/Vehicles:

**a. Industry specific equipment:**

- i. State the type of equipment.
- ii. State the quantity of equipment.
- iii. State the make/model of equipment.
- iv. State the purchase price of equipment.
- v. State whether the equipment is owned or leased.
- vi. In the space provided, indicate the street address of each storage space held and/or used by your firm.
- vii. Indicate whether your firm owns or leases the storage space and the current dollar value of that property or its lease.

**b. Vehicles:**

- i. State the type of vehicle.
- ii. State the quantity of vehicle(s)
- iii. State the make/model of vehicle.
- iv. State the purchase price of vehicle.
- v. State whether vehicle is owned or leased.
- vi. In the space provided, indicate the street address of each storage space held and/or used by your firm.
- vii. Indicate whether your firm owns or leases the storage space and the current dollar value of that property or its lease.

18. Recent Contracts:

- a. In the boxes provided, list the agency or company, date of sale and dollar amount and scope of the commodities and/or services sold to three recent customers or clients of your firm in the last six months to a year.

**Attachment One:** Document Lists: Choose the document list that applies to your business structure and supply all requested items.

**Attachment Two:** Commonwealth Terms and Conditions and W-9 Forms: These forms will be used to establish a vendor profile for your firm. Please sign these items in ink and do not date them. Return these signed original forms with your application. Please make sure to list your firm's DUNS number on the W-9 Form.

Electronic versions of these forms may be found at: <http://mass.gov/sdo>.

Request DUNS Number at: <http://fedgov.dnb.com/webform>.

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# STATE APPLICATION FORM

## Section 1: CERTIFICATION INFORMATION

**1. DATE & LOCATION OF MANDATORY WORKSHOP ATTENDED BY APPLICANT:**

(mm/dd/yyyy): \_\_\_\_/\_\_\_\_/\_\_\_\_ at \_\_\_\_\_ (city)

**2. BUSINESS PROFILE:**

(a) Is your principal place of business in Massachusetts? **Check one:** Yes\_\_\_\_ or No\_\_\_\_

(b) Check all that apply: You are applying for certified status as a:

1) Minority Business Enterprise (MBE) \_\_\_\_\_

2) Woman Business Enterprise (WBE) \_\_\_\_\_

## Section 2: GENERAL BUSINESS INFORMATION

**3. CONTACT INFORMATION:**

Eligible Principal Name/Title (Primary Contact)		Legal Name of Firm, Partnership or Sole Proprietor		
Phone #		Fax #		
Email Address:				
Website http://				
Physical Street Address of Firm (P.O. Boxes are <u>not</u> allowed):				
Number & Street	City/Town	County	State	Zip Code
Mailing Address of Firm (if different) (P.O. Boxes are allowed as long as Street Address is provided above):				
Number & Street <u>or</u> P.O. Box	City/Town	County	State	Zip Code
If currently doing business with the Commonwealth of Massachusetts, please provide your Commonwealth-issued Vendor Identification Number:				

4. **LEGAL STRUCTURE OF COMPANY:** If your company began as a sole proprietorship and later became a corporation, enter the starting dates for each. Please only fill in the applicable box(es) below:

Company Structure	Formation Date (mm/dd/yyyy)	Company Federal Identification Number (FEIN) or Social Security Number (SSN)	Insert "Yes" or "No" if this is a SSN
Sole Proprietorship			
Corporation			
Partnership			
Limited Liability Corporation (LLC)			
Limited Liability Partnership (LLP)			
Professional Corporation (PC)			

5. **IDENTIFICATION NUMBERS:** Please provide the appropriate identification number below to help us establish a vendor profile for your firm:

Federal Employee Identification Number		(9 digits)
Social Security Number		(9 digits)

6. **PRODUCT(S) OR SERVICE(S) OFFERED:** Describe the primary products/services that your business provides with a listing of all products/services (such as house painting or website design) included in this description. Do not list inventory for sale. This description will be used to describe your company in the SDO directory once your firm is certified.


**7. OUT OF STATE FIRMS ONLY:** If your company is an out-of-state firm, provide the following information:

**Note:** If your company is not certified in its home state by a governmental agency (city, county, state) or by your home state Department of Transportation as an MBE, WBE, M/WBE, or DBE, then the SDO cannot process your application. Out of state applicant firms must provide the SDO with a certificate of good standing in your home state, a home state certification letter and a Home State site visit report. Applicants should make every effort to acquire the site visit report prior to submitting their application. If you are unable to provide this information, SDO will request a site visit report from the Home State Certifying Agency that you provide below. Please note that if SDO requests this information on your behalf, processing of this application may be delayed.

<b>Home State Certifying Agency:</b>	
<b>Address:</b>	
<b>Telephone and Fax Numbers:</b>	
<b>Primary Contact Name:</b>	

### Section 3: OWNERSHIP

**8. PROOF OF US CITIZENSHIP OR LAWFUL PERMANENT RESIDENCE:**

- (a) Are all owners citizens or lawful permanent residents of the United States?  
Check one: Yes \_\_\_\_\_ or No \_\_\_\_\_
- (b) Please provide information on all owners, shareholders, directors, and/or partners in the chart below. Attach additional sheets if necessary. Use the following Ethnicity Codes in column 4 in the table below:

**2 = Caucasian; 3 = Black/African American; 4 = Hispanic/Latino; 5 = Asian American (Pacific); 5A = Asian American (Subcontinent); 6 = Native American; 7 = Cape Verdean; 9 = Portuguese; A = Aleut/Eskimo**

Name and Title	US Citizen or Lawful Permanent Resident	Gender (M/F)	Ethnicity Code (See Above)	% of Ownership	# of Shares Owned (corporations only)	Date of Ownership	Purchase Price
							\$
							\$
							\$



## Section 4: CONTROL

**11. LICENSES:**

(a) Are licenses or accreditation used in conducting your business? **Check one:** Yes \_\_\_\_\_ or No \_\_\_\_\_

(b) If **yes**, please provide copies of all current licenses (held by key employees, owners, officers, directors, managing members or partners) obtained for use in the primary function of this business as stated in questions 8 and 13 of this application.

**12. BANKING INFORMATION:** Please provide summary information on the banks that the company uses for business regardless of your firm's business structure. Please attach the bank signature card for the business accounts with this bank or a letter from the bank noting who has signatory authority.

Bank	Branch	Contact Person	Type of Account	Telephone #

**13. GOVERNING BODY CONTROL:** Identify the gender, ethnicity, name and title of all directors, managing members or managing partners at the firm. Include copies of resumes and professional licenses held by all board members with your application:

Name	Title	Ethnicity	Gender

**14. Identify Owners and Key Employees who control the firm in the following areas:**

<b>Duty</b>	<b>Name</b>	<b>Title</b>	<b>Ethnicity</b>	<b>Gender</b>
(1) Financial Decisions (loans or lines of credit, authorized to sign company checks, authorized to make financial transactions)	(a)			
	(b)			
(2) Estimating and Bidding	(a)			
	(b)			
(3) Contract Negotiation and Execution	(a)			
	(b)			
(4) Hiring and Firing of Management Personnel	(a)			
	(b)			
(5) Field or Production Supervision	(a)			
	(b)			
(6) Office Management	(a)			
	(b)			
(7) Purchasing of Major Equipment	(a)			
	(b)			

**Note: If more than two Owners/Key Employees are assigned control in any of these areas of the firm, copy this page and attach with additional names and required information.**

## Section 5: INDEPENDENCE

**15. Provide responses to the following for those persons identified in Section 4, Items 13 and 14 (attach information on additional sheet if necessary):**

<p>(a) Do any of these individuals share a Management or Supervisory Position for any other business? <b>Check one:</b> Yes_____ or No_____</p> <p><i>If yes, please explain:</i> _____</p>
<p>(b) Does the applicant firm share tools, equipment, space, finances, contracts, or personnel with any other business or person? <b>Check one:</b> Yes_____ or No_____</p> <p><i>If yes, please explain:</i> _____</p>
<p>(c) Is there another firm which may directly or indirectly benefit from certification because of common ownership or control of the applicant firm? <b>Check one:</b> Yes_____ or No_____</p> <p><i>If yes, please explain:</i> _____</p>

## Section 6: ONGOING

### BUSINESS FACILITIES & EQUIPMENT

**16. BUSINESS SPACE:** Please provide the information below for the physical space housing your business. If you own the building, provide a copy of a recent property tax bill. If you lease your space and a written lease exists, please provide a copy of it. If you lease your space and no written lease exists, you are a tenant at will and should supply a copy of three months' worth of rent checks.

Type of Facility (home office, warehouse, yard) and Street Address	Is Space Owned, Leased, Rented or Tenancy at Will (Owner of Facility if leased or rented)	Current Value of Property or Monthly Lease/Rent	Square Footage

**17. LEASED OR OWNED EQUIPMENT/VEHICLES:** List all major pieces of equipment and/or machinery that your company owns or leases, other than office furniture. List all items with an original value greater than \$500. Please describe the equipment or vehicle type, quantity, purchase or lease date, and purchase or lease price. Attach additional sheets if necessary.

**A. Industry Specific Equipment (including Office and Computer Equipment valued at greater than \$500 each):**

Type of Equipment	Qty.	Make/Model	Purchase Price	Equipment Owned or Leased?	Storage Location	Value of storage space if owned or monthly lease/rent
			\$			
			\$			

**B. Vehicles:**

Type of Vehicle	Qty.	Make/Model	Purchase Price	Vehicle Owned or Leased?	Storage Location	Value of storage space if owned or monthly lease/rent
			\$			
			\$			

**18. RECENT CONTRACTS:** Provide the following information for three (3) recent customers or clients of your firm in the last six months to a year:

Agency/Company	Date of Sale and Dollar Amount (mm/yyyy)	Scope of Services
	\$	
	\$	
	\$	

## Acknowledgments and Verification

Please **make a copy** of the entire application, including supporting documents, for your files. By submitting an Application for Certification, the Applicant acknowledges and accepts the following terms:

1) This application form, the supporting documents, and any other information provided in support of the application are considered part of the application. Pursuant to 425 CMR 2.00 et seq., an applicant that knowingly provides false or misleading information on his/her application may be barred from certification for a period of up to five (5) years.

2) Pursuant to 950 CMR 32.00, Public Records Access Regulations, an agency may not disclose information submitted in an application, unless such disclosure request is made pursuant to applicable state and federal laws.

3) You may be required to show proof of minority or women business enterprise status in addition to the information disclosed in this application. By making this application, the applicant agrees to submit additional proof, if requested. The applicant acknowledges that SDO may decide not to certify the applicant if additional proof is not submitted within the allotted time period.

4) The applicant consents to an examination of its books and records and to interviews with its principals and employees by SDO for the purpose of determining whether the application is, or continues to be, an eligible minority and/or woman owned business. The applicant acknowledges that certification may be denied or revoked if the examinations or interviews are refused within the allotted time period, or if it is determined that the applicant does not qualify as a minority and/or woman owned business.

5) The applicant consents to inquiries being made by SDO to the applicant's bonding companies, banking institutions, credit agencies, contractors and clients for the purpose of determining the applicant's eligibility for certification. If the applicant fails to permit the inquiries, such failure may be grounds for denying or revoking certification.

6) The applicant agrees to provide information to SDO, within thirty (30) days, regarding any change in the ownership or operational and managerial control of the applicant's business after the initial certification application has been filed.

7) Certification is normally granted for a period of two (2) years. However, in the event that the information provided in the original application is called into question, or SDO has been notified that there has been a material change in the ownership or operational management of the company, SDO may conduct a review and/or request additional information, including the submission of a new application and/or the examination of the applicant's principals or employees. The applicant's failure to cooperate may be grounds for revocation of the certification.

8) Applicant(s) must attend an instructor-led SDO certification workshop prior to the submittal of this application for certification.

**Important:** Each eligible owner on whom you rely to establish at least 51% minority and/or woman ownership and control of the firm must provide his or her own separate notarized attestation in connection with this application. Attach as many **notarized** attestations as needed.

### Notarize This Verification Form

State of \_\_\_\_\_

County of \_\_\_\_\_

\_\_\_\_\_ [Name] being duly sworn, states that she or he is  
the

\_\_\_\_\_ [Title] of

\_\_\_\_\_  
[Company Name] the enterprise making the foregoing application, that she or he has read the application and knows the contents and that the statements and representations made in the application are true to her or his knowledge.

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Sworn before me this \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_\_

Notary Public: \_\_\_\_\_

My commission expires \_\_\_\_\_

**[Affix notary's seal below]**

## Attachment One: Document Lists

**Note:** In the following five pages, you will find five separate document lists. Choose the list that corresponds to your business structure and submit all required documents. Remember to keep a copy of your signed and notarized application for your files. Please mail all required documentation to SDO at:

Operational Services Division  
Supplier Diversity Office  
One Ashburton Place  
Room 1017  
Boston, MA 02108

If you have questions when you are preparing your documentation, please contact SDO as follows and a staff person will be pleased to assist you:

Telephone: (617)502-8831  
Facsimile: (617)502-8841  
E-mail: [wsgo@state.ma.us](mailto:wsgo@state.ma.us)

**FOR PROFIT APPLICATION**  
**DOCUMENT LIST**  
**SOLE PROPRIETORSHIPS**

*Your Certification Investigator and/or the Certification Committee may request additional items on an as needed basis. Failure to meet Agency deadlines will result in deactivation of your firm's file for **180 days**.*

**REQUIRED DOCUMENTS**

All Applicants must submit the following with their application:

1. \_\_\_\_\_ A copy of a birth certificate, US passport, lawful permanent resident card or tribal registration card (If Native American) for all eligible owners.
2. \_\_\_\_\_ Current resumes and professional licenses used in the conduct of the business held by: owners, officers and key employees. Resumes should demonstrate education, training, and prior employment dates and duties.
3. \_\_\_\_\_ Last fiscal year balance sheet (showing assets and liabilities). If the business is less than one year old, please submit opening balance sheet for those months in business.
4. \_\_\_\_\_ Copy of bank signature card OR letter from bank that states who has signatory authority.
5. \_\_\_\_\_ Original signed and **undated** Commonwealth Terms and Conditions Form and W-9 Form, found at: <http://mass.gov/sdo>.. Request DUNS Number at: <http://fedgov.dnb.com/webform>.
6. \_\_\_\_\_ Copy of Contracts or Invoices from three (3) recent customers or clients showing the scope of your services with a dollar amount. If not applicable or available, please provide marketing materials prepared for the business that show the scope of service(s) performed and dollar amounts.
7. \_\_\_\_\_ Copy of most recent **signed complete** 1040 federal tax return including all schedules **or** the **signed** extension (if applicable).

**Attachment One Document List 1 of 5: Sole Proprietorships**

**FOR PROFIT APPLICATION**  
**DOCUMENT LIST**  
**PARTNERSHIPS**

*Your Certification Investigator and/or the Certification Committee may request additional items on an as needed basis. Failure to meet Agency deadlines will result in deactivation of your firm's file for **180 days**.*

**REQUIRED DOCUMENTS**

All Applicants must submit the following with their application:

1. \_\_\_\_ A copy of a birth certificate, US passport, lawful permanent resident card or tribal registration card (If Native American) for all eligible owners.
2. \_\_\_\_ Current resumes and professional licenses used in the conduct of the business held by: owners, officers and key employees. Resumes should demonstrate education, training, and prior employment dates and duties.
3. \_\_\_\_ Last fiscal year balance sheet (showing assets and liabilities). If the business is less than one year old, please submit opening balance sheet for those months in business.
4. \_\_\_\_ Copy of bank signature card OR letter from bank that states who has signatory authority.
5. \_\_\_\_ Original signed and **undated** Commonwealth Terms and Conditions Form and W-9 Form, found at: <http://mass.gov/sdo>. Request DUNS Number at: <http://fedgov.dnb.com/webform>.
6. \_\_\_\_ Copy of Contracts or Invoices from three (3) recent customers or clients showing the scope of your services with a dollar amount. If not applicable or available, please provide marketing materials prepared for the business that show the scope of service(s) performed and dollar amounts.
7. \_\_\_\_ Copy of most recent **signed complete** Form 1065 Federal Tax Return including all schedules **or** the **signed** extension (if applicable).
8. \_\_\_\_ Partnership agreement.

**Attachment One Document List 2 of 5: Partnerships**

**FOR PROFIT APPLICATION**  
**DOCUMENT LIST**  
**LLC/LLP**

*Your Certification Investigator and/or the Certification Committee may request additional items on an as needed basis. Failure to meet Agency deadlines will result in deactivation of your firm's file for **180 days**.*

**REQUIRED DOCUMENTS**

All Applicants must submit the following with their application:

1. \_\_\_\_\_ A copy of a birth certificate, US passport, lawful permanent resident card or tribal registration card (If Native American) for all eligible owners.
2. \_\_\_\_\_ Current resumes and professional licenses used in the conduct of the business held by: owners, officers and key employees. Resumes should demonstrate education, training, and prior employment dates and duties.
3. \_\_\_\_\_ Last fiscal year balance sheet (showing assets and liabilities). If the business is less than one year old, please submit opening balance sheet for those months in business.
4. \_\_\_\_\_ Copy of bank signature card OR letter from bank that states who has signatory authority.
5. \_\_\_\_\_ Original signed and **undated** Commonwealth Terms and Conditions Form and W-9 Form, found at: <http://mass.gov/sdo>. Request DUNS Number at: <http://fedgov.dnb.com/webform>.
6. \_\_\_\_\_ Copy of Contracts or Invoices from three (3) recent customers or clients showing the scope of your services with a dollar amount. If not applicable or available, please provide marketing materials prepared for the business that show the scope of service(s) performed and dollar amounts.
7. \_\_\_\_\_ Copy of most recent **signed complete** Business Federal Tax Return including all schedules **or** the **signed** extension (if applicable).
8. \_\_\_\_\_ LLC/LLP Operating Agreement.
9. \_\_\_\_\_ Certificate of Formation.
10. \_\_\_\_\_ Current Annual Report.

**Attachment One Document List 3 of 5: LLC/LLP**

**FOR PROFIT APPLICATION**  
**DOCUMENT LIST**  
**CORPORATIONS**

*Your Certification Investigator and/or the Certification Committee may request additional items on an as needed basis. Failure to meet Agency deadlines will result in deactivation of your firm's file for **180 days**.*

**REQUIRED DOCUMENTS**

All Applicants must submit the following with their application:

1. \_\_\_\_\_ A copy of a birth certificate, US passport, lawful permanent resident card or tribal registration card (If Native American) for all eligible owners.
2. \_\_\_\_\_ Current resumes and professional licenses used in the conduct of the business held by: owners, officers and key employees. Resumes should demonstrate education, training, and prior employment dates and duties.
3. \_\_\_\_\_ Last fiscal year balance sheet (showing assets and liabilities). If the business is less than one year old, please submit opening balance sheet for those months in business.
4. \_\_\_\_\_ Copy of bank signature card OR letter from bank that states who has signatory authority.
5. \_\_\_\_\_ Original signed and **undated** Commonwealth Terms and Conditions Form and W-9 Form, found at: <http://mass.gov/sdo>. Request DUNS Number at: <http://fedgov.dnb.com/webform>.
6. \_\_\_\_\_ Copy of Contracts or Invoices from three (3) recent customers or clients showing the scope of your services with a dollar amount. If not applicable or available, please provide marketing materials prepared for the business that show the scope of service(s) performed and dollar amounts.
7. \_\_\_\_\_ Copy of most recent **signed complete** Business Federal Form 1120 or 1120S Tax Return including all schedules **or** the **signed** extension (if applicable).
8. \_\_\_\_\_ Articles of organization, incorporation or association, with all amendments.
9. \_\_\_\_\_ By-laws with all amendments showing any changes in officers, ownership or business structure.
10. \_\_\_\_\_ Copies of the front and back of all issued and cancelled stock certificates, and copy of stock transfer ledger.
11. \_\_\_\_\_ Massachusetts Annual Report (most recent year).

**Attachment One Document List 4 of 5: Corporations**

**FOR PROFIT APPLICATION**  
**DOCUMENT LIST**  
**OUT OF STATE FIRMS**

*Your Certification Investigator and/or the Certification Committee may request additional items on an as needed basis. Failure to meet Agency deadlines will result in deactivation of your firm's file for **180 days**.*

**REQUIRED DOCUMENTS**

All Applicants, regardless of business structure, must provide:

1. \_\_\_\_ A copy of a birth certificate, US passport, lawful permanent resident card or tribal registration card (If Native American) for all eligible owners.
2. \_\_\_\_ Current resumes and professional licenses used in the conduct of the business held by: owners, officers and key employees. Resumes should demonstrate education, training, and prior employment dates and duties.
3. \_\_\_\_ Last fiscal year balance sheet (showing assets and liabilities). If the business is less than one year old, please submit opening balance sheet for those months in business.
4. \_\_\_\_ Copy of bank signature card OR letter from bank that states who has signatory authority.
5. \_\_\_\_ Original signed and **undated** Commonwealth Terms and Conditions Form and W-9 Form, found at <http://mass.gov/sdo>. Request DUNS Number at: <http://fedgov.dnb.com/webform>.
6. \_\_\_\_ Copy of Contracts or Invoices from three (3) recent customers or clients showing the scope of your services with a dollar amount. If not applicable or available, please provide marketing materials prepared for the business that show the scope of service(s) performed and dollar amounts.
7. \_\_\_\_ Copy of most recent **signed complete** Business Federal Form 1120 or 1120S Tax Return including all schedules **or** the **signed** extension (if applicable).
8. \_\_\_\_ Home State Annual Report (most recent year, if applicable).
9. \_\_\_\_ Home State Certificate of Good Standing (most recent year, if applicable).
10. \_\_\_\_ Home State Certification Letter (for all out of state firms).
11. \_\_\_\_ Home State Site Visit Report (for all out of state firms): Please enclose a copy of your most recent site visit report with your application. If your home state will not release it to you, then, pursuant to question 6 of the Application, provide the SDO with the agency name, address, phone and fax numbers and contact person of a home state certifying entity or US Department of Transportation (US DOT) office in your state so that we may attempt to obtain it on your behalf. If the SDO cannot obtain a current home state site visit report, **we will not be able to process your file**.
12. \_\_\_\_ Depending on your business structure, please provide the required documents listed in the ownership sections.

**Attachment One Document List 5 of 5: Foreign Corporations**

**Attachment Two:**  
**Commonwealth Terms and Conditions Forms and**  
**Request for Taxpayer Identification Number and Certification Form –**  
**Massachusetts Substitute W-9 Form (“W-9 Form”)**

These forms will be used to establish a vendor profile for your firm. Please sign these items in ink and do not date them. Return these signed original forms with your application. Please make sure to list your firm’s DUNS number on the W-9 Form.

To find these forms, please visit: <http://mass.gov/sdo>.

For DUNS number, go to: <http://fedgov.dnb.com/webform>.

# State Certification Regulations

Minority Business Enterprise (MBE)

Women Business Enterprise (WBE)



**OPERATIONAL SERVICES DIVISION**

“Working to build the Commonwealth’s economic strength through the development of minority- and women-owned businesses. Fulfilling the promise of Access and Opportunity”

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10/20/11 TH

**425 CMR: SUPPLIER DIVERSITY OFFICE (FKA: STATE OFFICE OF MINORITY AND WOMEN BUSINESS ASSISTANCE)**

**425 CMR 2.00: CERTIFICATION**

Section

2.01: Title and Applicability

2.02: Definitions; Certification; Certification Criteria; Certification Category; Recertification and Certification Renewal; Duty to Cooperate and Requirements to Remain in Good Standing; SDO Appeal Board

2.01: Title and Applicability

425 CMR 2.00 shall govern the process of certification of minority, woman and minority/woman business enterprises, non-profit organizations and joint ventures by the Massachusetts Operational Services Division (OSD) and the Supplier Diversity Office (SDO) formerly known as the State Office of Minority and Women Business Assistance (SOMBWA), a division of the Department of Administration and Finance (A&F) within the Operational Services Division, in all matters arising out of M.G.L. c. 7, §§, 57, 58,59,61 Executive Order No. 524 of the Governor of Massachusetts. 425 CMR 2.00 shall be construed to secure the just, speedy and fair determination of every matter and proceeding within its scope.

2.02: Definitions; Certification; Certification Criteria Certification Category; Recertification and Certification Renewal; Duty to Cooperate and Requirements to Remain in Good Standing; SDO Appeal Board

(1) Definitions.

Controlled means: One or more eligible principals have the legal authority to make and in fact make, all major decisions of the applicant without being subject to any agreement or document restricting control, or the approval or veto of any other person, business enterprise, or organization which by virtue of its business relationship to the applicant may be in a position to influence eligible principal's decisions; and having dominant control in the conducting of all major aspects of the applicant business. This includes:

- (a) having dominant control over management and daily operations; and
- (b) having, in the specific endeavors which generate the applicant's revenues, the demonstrable background, all legally required credentials, and the technical competence necessary to weigh all advice given and to make independent and unilateral determinations relating to the activities engaged in by the applicant, including key determinations relating to the day-to-day work of employees and workforce involved operationally and technically; although an eligible principal must have managerial experience and/or expertise needed to run the business, he or she need not have the technical expertise or possess a license (unless required by the state law) to be found to control a company if he or she can demonstrate that he or she has ultimate managerial and supervisory control over those who possess the required licenses or technical expertise. However, where a critical license is held only by a non-eligible person having an equity interest in the applicant firm, the non-eligible person may be found to control the firm; and

- (c) having a thorough knowledge of the financial structure, policies and affairs of the applicant; and
- (d) having dominant control of the financial affairs and accounts of the applicant; and
- (e) having dominant control over the hiring and firing of employees, including key employees, as well as any other personnel and workforce decisions of the applicant; and
- (f) having dominant control over the solicitation and negotiation of contracts, marketing, estimating, and the offering and acceptance or rejection of bids; and
- (g) having dominant control over the purchase of goods, equipment, business inventory and services needed in the day-to-day operation of the applicant; and
- (h) having dominant control over the applicant's governing body, if any. In addition, the following factors must be considered in determining dominant control:

1. The eligible principal shall not be found lacking dominant control solely on the basis of the terms of a franchise/license agreement that relate to standardized quality, advertising or accounting format, as long as the franchiser or licensor is independent from the franchisee or licensee.
2. The eligible principal shall not be found lacking dominant control solely on the basis of hers or his outside employment. However, if it can be shown that outside employment actually interferes with the individual's ability to control the applicant's business on a full-time basis, the applicant may not be certified.
3. The eligible principal shall not be found lacking dominant control solely on the basis of hers or his level of remuneration which may be lower than that of some other participants in the firm. Differences in remuneration will be considered in the context of the duties of the persons involved, the firm's policy and practice concerning reinvestment of income, and any other explanations.
4. The eligible principal shall not be found having dominant control if the applicant fails the test for independence as defined in 425 CMR 2.02.
5. Where appropriate, dominant control shall be considered in the context of normal industry practices.

Credentials means: Documentary evidence of an eligible principal's lawful authority; commonly in the form of letters, licenses or certificates which on their face indicate the legal authority and capacity of the bearer.

Eligible Person means: An adult permanent resident of the United States who is a minority or woman. This person must also be represented by the applicant to be a minority person or woman who controls, or is among the persons, who control the non-profit organization.

Eligible Principal means: Eligible person represented by the applicant to be an owner of the business enterprise.

No securities or assets held in trust are considered as held by eligible principal(s) in determining the ownership of a firm except in the following situations:

- (a) The trust is irrevocable; Trustee(s) is an eligible person who is also one of the beneficiaries; All beneficiaries whose total beneficial interest is 51% or more are eligible persons.

(b) The trust is revocable; Settlor is an eligible person; Trustee(s) is an eligible person who is also one of the beneficiaries; All beneficiaries whose total beneficial interest is 51% or more are eligible persons.

Free from Conversion Rights means: Neither the applicant nor the eligible principal(s) is (are) subject to any right, agreement, option, scheme or document that creates or is representative of any right, which, if exercised, would result in diluting the ownership of the eligible principal(s) in the applicant below 51% or cause the applicant to not be independent or controlled by one or more eligible principals or eligible persons.

Independent means:

(a) That the applicant is not dependent upon, affiliated with, or influenced by, legally or in practice, any other person, business enterprise or organization in connection with any key elements of its day-to-day or long-term affairs, including contracts, sales, operations, technical affairs, equipment, facilities, supplies, employees, workforce, consultants, subcontracts, leases, financing, income, payroll, bookkeeping, goodwill, policies or management; and

(b) That the applicant does not rely on or regularly utilize to perform work it contracts to perform any employee or workforce who, while performing work for the applicant, is in the course of employment with or under the direct control of a person, business enterprise or organization other than the applicant, with the exception of temporary office personnel working in the normal course of the applicant's activity(ies); and

(c) The applicant does not rely on or regularly utilize to perform work it contracts to perform any management or supervisory personnel other than those persons it directly employs and controls.

(d) An applicant shall not be considered independent if it presents insufficient evidence of having the capability or capacity to perform, with its own workforce, equipment, facilities or other functional assets the work it contracts to perform.

(e) The temporary employment or direct control by another person, business enterprise or organization of an applicant's employee(s) or workforce does not by itself constitute a lack of independence if the applicant is a temporary employment service and the temporary employment or control of the employee(s) or workforce occurs in the normal course of the applicant's business.

(f) Any one of the following conditions creates a rebuttable presumption that the applicant is not independent:

1. one or more eligible principals is currently an employee of a non-minority or non-woman owned or controlled business enterprise or organization which has a direct or indirect financial or controlling interest in, or influence on, the applicant; or

2. one or more of the governing body members, officers, management officials, key employees or supervisory personnel of the applicant are substantially the same as in a non-minority or non-woman owned or controlled business enterprise or organization which has a direct or indirect financial or controlling interest in, or influence on the applicant; or

3. the applicant is a subsidiary or affiliate of a non-minority or non-woman owned or controlled business enterprise or organization; or

4. one or more eligible principals, or the applicant, is a former employee, employer, affiliate or subsidiary of a person, business enterprise or organization that is in the same or related industry as the applicant and which:
  - a. has a direct or indirect financial or controlling interest in, or influence on, the applicant; or
  - b. assisted or assists one or more eligible principals or the applicant to obtain or utilize any of the financial or non-financial resources the applicant uses.

Minority means a person who meets one or more of the following definitions:

- (a) American Native American or Native American means: all persons having origins in any of the original peoples of North America and who are recognized as an Native American by a tribe or tribal organization.
- (b) Asian means: All persons having origins in any of the original peoples of the Far East, Southeast Asia, the Native American sub-continent, or the Pacific Islands, including, but not limited to China, Japan, Korea, Samoa, India, and the Philippine Islands.
- (c) Black means: All persons having origins in any of the Black racial groups of Africa, including, but not limited to, African-Americans, and all persons having origins in any of the original peoples of the Cape Verdean Islands.
- (d) Eskimo or Aleut means: All persons having origins in any of the peoples of Northern Canada, Greenland, Alaska, and Eastern Siberia.
- (e) Hispanic means: All persons having their origins in any of the Spanish-speaking peoples of Mexico, Puerto Rico, Cuba, Central or South America, or the Caribbean Islands.
- (f) Portuguese means: All persons having Portuguese origin. Portuguese persons shall only be included in the definition of minority if specifically set forth in programs funded by state transportation bond statutes which include such persons as eligible participants

Ongoing means:

- (a) In all cases, that the applicant was not formed, reformulated, changed or reorganized solely for the purpose of taking advantage of a special program developed to assist minority, woman or minority/woman businesses or non-profit organizations; and
- (b) If the applicant is a business enterprise, it means being actively in business, and owning or leasing the resources that are typical for a business enterprise in its industry, that ensures applicant's ability to manufacture products or provide services in the field of requested certification without heavily relying on resources of any other person, business enterprise or organization, and having facilities that are appropriate for conducting a business of its type at the present stage of its development, and regularly and actively seeking contracts, orders, or sales of the applicant's products or services; or
- (c) If the applicant is a non-profit organization, it means regularly and actively engaging in the non-profit activities for which it was formed.

Owned means:

- (a) 1. Corporation: one or more eligible principals have ownership of 51% or more of each type and class of outstanding stock of the corporation, including voting stock, and 51% or more of the aggregate of all types and classes of outstanding stock of the corporation.
2. Partnership, Limited Liability Company (LLC): one or more eligible principals have ownership of 51% or more of the total partnership (LLC or joint venture) interest,

including all assets, benefits, distribution rights, tax credits, deductions and postponements, and a commensurate share of the partnership's (LLC's or joint venture's) liabilities and obligations.

3. Massachusetts Business Trust (established under M.G.L. c. 182): one or more eligible principals have ownership of 51% or more of transferable certificates of participation and serve as trustee(s).
4. Sole Proprietorship: the eligible principal has sole ownership of all of the proprietorship assets, and being personally and solely at risk and obligated for all of its losses and liabilities.
5. All Businesses: The eligible principal(s) must have the right to and actually receive the level and kind of profit and benefits and enjoy customary incidents of ownership, if any, that are commensurate with the level and kind of ownership reflected in the ownership documents; the eligible principal(s) must be at risk for, and actually incur, losses, if any, of the business enterprise in the manner and to the extent which is commensurate with the level and kind of ownership reflected in the ownership documents; the eligible principal's(s) ownership must be continuing; and the certification criteria must be met in substance as well as form. Profits, dividends, salaries, debt repayments, retained earnings and distributions of any kind (including distributions upon liquidation) are included among all of the indicators which may be considered.
  - (b) The firm's ownership by eligible principals must be real, actual, genuine and meaningful, going beyond "paper" ownership as reflected in ownership documents. The eligible owners must enjoy the customary incidents of ownership, and share in risks and profits commensurate with their ownership interests, as demonstrated by the substance, not merely the form.
  - (c) The contribution of capital or expertise by the eligible persons to acquire their ownership interests must be real and substantial. Debt instruments from financial institutions or other organizations that lend funds in the normal course of their business do not of themselves render a firm ineligible, even if the debtor's ownership interest is security for the loan.
  - (d) In addition to a significant financial investment in the firm, including but not limited to capital, equipment, contribution of property, space, patents, or copyrights, eligible principal's irreplaceable expertise may be credited towards required contribution only if it is of outstanding quality, in the areas critical to the firm's operations and indispensable to the firm's potential success. Said expertise will be considered in light of the totality of all relevant circumstances and counted only if accompanied by a significant financial stake and clearly documented by the firm's records.
  - (e) Contribution of capital shall not be regarded as lacking "real" and "substantial" attributes solely because an eligible person acquired his or her ownership interest as a result of a gift, or transfer without adequate consideration unless there is a reason to believe that transfer in question took place for the sole purpose of certification eligibility.

A particular thorough scrutiny to the ownership and control of the firm in light of totality of the circumstances shall be conducted to ensure that it is owned and controlled, in substance as well as in form, by an eligible person as opposed to a non-eligible transferor. In addition, where an ineligible transferor (whether or not an immediate family member) remains involved with the firm in any capacity, the eligible principal(s) now owning the firm must demonstrate that the transfer of ownership and/or control to the eligible individual was made for reasons other than obtaining certification.

Out-of-state Applicant or Entity means: An applicant or entity whose principal place of business is other than Massachusetts.

(2) Certification. SDO shall certify and include in its listing of certified minority, women and minority/women business enterprises and non-profit organizations every applicant which meets the applicable criteria. The burden of proof shall be on the applicant to show that it meets the certification criteria. SDO shall review and act upon applications submitted to the agency within 30 business days of final submission of all necessary information or as promptly as administratively feasible. The Certification Committee shall be responsible for all certification related initial determinations except if the Executive Director specifically designates an alternate certification process for qualified firms. An entity's certification shall last for two years or until the entity is recertified, has its certification renewed or is decertified. No cause of action shall lie against the Commonwealth, or any employee or agent thereof, for failure to meet any projected time line. An out-of-state applicant or certified entity must be certified in its home-state and provide a copy of a home-state site visit report to become and remain eligible for SDO certification.

(3) Business Enterprise Certification Criteria. For the certification of a business enterprise, the entity must:

- (a) Be both owned and controlled by the same eligible principal(s); and
- (b) Be free of any conversion rights; and
- (c) Be independent; and
- (d) Be ongoing.

(4) Criteria for the Certification of a Non-profit Organization. For the certification of a nonprofit organization:

- (a) The applicant must be tax-exempt under either § 501(c)(3) or § 501(c)(4) of the United States Internal Revenue Code, and
- (b) The applicant must be in compliance with, and in good standing legally under, the laws of its governing jurisdiction and any filing requirements of the Public Charities Division of the Office of the Attorney General of Massachusetts, and
- (c) One or more eligible persons must constitute 51% or more of the applicant's voting membership, if any, and 51% or more of its board of directors, and
- (d) The applicant must be independent, and controlled by one or more, minorities, women or minority/women and
- (e) The applicant must be ongoing.

(5) Certification Category. SDO will assign to certified entities a business description denoting the activity(ies) in which the entity is engaged. An entity may obtain an expansion or change of its business description provided it meets all relevant certification criteria for the new category of endeavor as well as the criteria for the company overall. Category listings are not intended to reflect the level of competency of any business, non-profit organization or joint venture to perform the activity(ies) in which it engages.

(6) Recertification and Certification Renewal. To remain in good standing, every firm must have its certification renewed every two years and undergo a substantive recertification review at least every six years. Certification renewal requires the submission of specified update information and does not ordinarily entail a full substantive review. SDO retains the discretion to conduct such a review if circumstances dictate. If an entity is due for recertification or certification renewal and fails to submit the requested recertification or certification renewal information within the allotted time period after reasonable notice has been provided, that entity's certification automatically shall expire. An entity which is the subject of an investigation or show-cause proceeding may not be recertified or have its certification renewed while the investigation or proceeding is ongoing and until the entity is determined to continue to meet the certification requirements.

(7) Duty to Cooperate and Requirements to Remain in Good Standing. Applicants and certified entities shall cooperate fully with the certification program and provide accurate, complete and non-misleading information in relation to its application or certification status. The failure of an applicant or certified entity to cooperate with an investigation, site visit, request for information or other certification-related matter or proceeding constitutes grounds for denial of certification or decertification. SDO may request an applicant or certified entity to provide additional information when SDO deems it necessary for a certification-related determination. SDO may monitor, investigate and do random spot checks of any certified entity. If an entity fails to continue to meet the requirements for certification, SDO may issue the entity notice to show cause why it should not be decertified and, after an opportunity for a hearing, SDO may decertify the entity. SDO may bar from the certification program for a period of up to five years any entity that is denied certification or is decertified for failure to cooperate or for the submission of false, materially incomplete or misleading information. SDO may bar from the certification program for a period of up to one year any entity which is decertified for failure to meet the substantive requirements for certification. Any entity that is denied certification or decertified may take corrective action to meet the applicable certification criteria.

(8) SDO Appeal Board. If an applicant or certified entity receives a determination of denial of a certification application, a determination to show cause or other adverse determination, it may appeal the determination by filing within ten business days of the receipt of the aforementioned determination a request for an administrative appeal hearing before the SDO Appeal Board (SAB). The SAB shall be comprised of the three appointees of the Director of the Department of Business and Technology. SAB hearings shall be held in accordance with 801 CMR 1.02, 801 CMR 1.03, and the applicable sections of M.G.L. c. 30A.

#### REGULATORY AUTHORITY

425 CMR 2.00: M.G.L. c. 7, §§, 57, 58,59,61 Executive Order No. 524