

EXHIBIT C

Authority Non-Price Forms

Amtrak/Authority Next Gen HS Trainsets

Form A – Transmittal Letter

OFFEROR: _____

Proposal Date: _____

National Railroad Passenger Corporation
Procurement Department
Mailbox #5
Attention: Ms. Donna Hennessy
Principal Contracting Officer
2955 Market Street, 5th Floor South
Philadelphia, PA 19104

California High-Speed Rail Authority
Attention: Ms. Rebecca Harnagel
Contracts Office
770 L Street, Suite 800
Sacramento, CA 95814

The undersigned Offeror submits this proposal in response to that certain Request for Proposals dated as of January 7, 2014, as amended (the "RFP"), issued by Amtrak and the California High-Speed Rail Authority (the "Authority"), as described in the RFP.

Offeror represents and warrants that it has read the RFP and agrees to abide by the contents and terms of the RFP and proposal.

Offeror acknowledges receipt of the following Amendments:

Amendments	Release Date

Offeror certifies that this Proposal is submitted without reservation, qualification, assumptions or conditions. Offeror certifies that it has carefully examined and is fully familiar with all of the provisions of all of the Solicitation Documents, has reviewed all materials posted on the project website, the Amendments and the Amtrak/Authority responses to questions, and is satisfied that the Solicitation Documents provide sufficient detail regarding the obligations to be performed by the Contractor and do not contain internal inconsistencies; that it has carefully checked all the words, figures and statements in this Proposal; that it has conducted such other investigations and additional design development which are prudent and reasonable in preparing this Proposal; and that it has notified Amtrak/Authority of any deficiencies in or omissions from any Solicitation Documents or other documents provided by Amtrak/Authority.

Offeror authorizes Amtrak/Authority to make any inquiries necessary to verify the information presented in this form and attachments, and to obtain any financial information necessary to evaluate Offeror team's capability to supply the necessary financial support to the project.

Offeror understands that Amtrak/Authority may reject each Proposal Amtrak/Authority may receive.

Offeror further understands that all costs and expenses incurred by it in preparing this Proposal and participating in the project procurement process will be borne solely by the Offeror.

Offeror agreed that Amtrak/Authority will not be responsible for any errors, omissions, inaccuracies, or incomplete statements in this Proposal.

Offeror's business address:

No.	Street	Floor or Suite	
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City	State or Province	ZIP or Postal Code	Country
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State or Country of Incorporation/Formation/Organization: _____

Note: Offeror signature block to be added. The Transmittal Letter is to be executed by the Offeror's ITO/Proposal Manager. If the Offeror has not yet been formed, the Transmittal Letter must be executed by the official representative on behalf of each of the Offeror's team members .

CONFIDENTIAL

Form B - Organizational Conflicts of Interest Disclosure Statement

CALIFORNIA HIGH-SPEED RAIL AUTHORITY

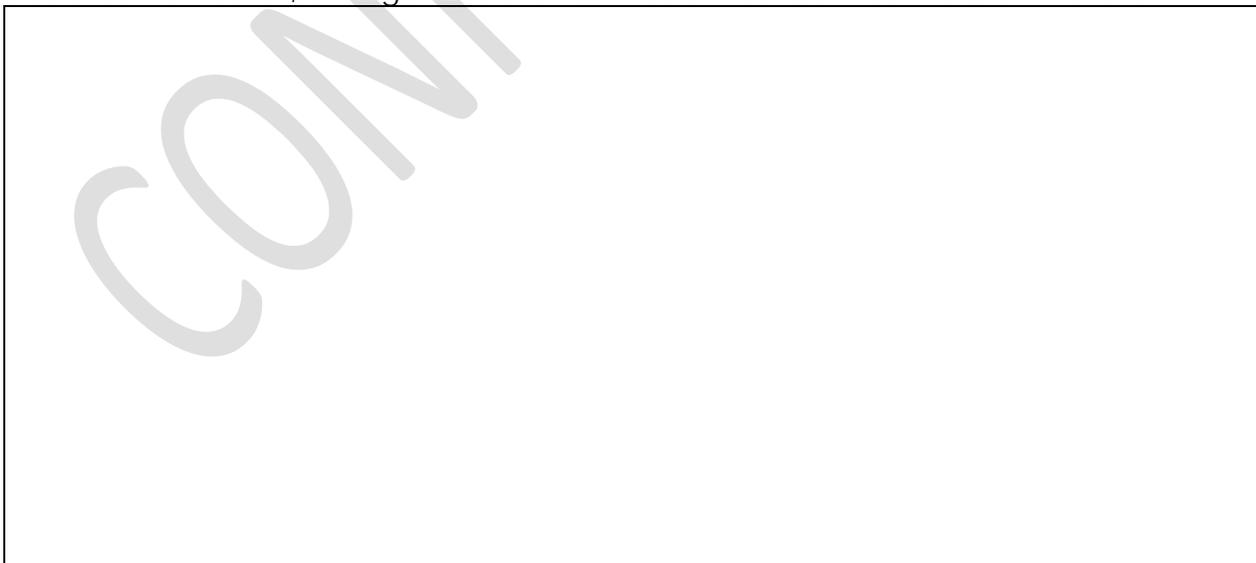
1. Definition

The Authority's Conflict of Interest Policy defines organizational conflicts of interest as follows:

"Organizational Conflict of Interest" means a circumstance arising out of a Contractor's existing or past activities, business or financial interests, familial relationships, contractual relationships, and/or organizational structure (i.e., parent entities, subsidiaries, Affiliates, etc.) that results in (i) impairment or potential impairment of a Consultant's ability to render impartial assistance or advice to the Authority or of its objectivity in performing work for Authority, (ii) an unfair competitive advantage for any Offeror with respect to an Authority procurement; or (iii) a perception or appearance of impropriety with respect to any of the Authority's procurements or contracts or a perception or appearance of unfair competitive advantage with respect to a procurement by the Authority (regardless of whether any such perception is accurate).

2. Disclosure

In the space provided below, and on supplemental sheets as necessary, identify all relevant facts relating to past, present or planned interest(s) of the Offeror and its team (including Offeror, Offeror team members, and all Subcontractors identified at the time of the submittal of its Proposal, and their respective personnel) which may result, or could be viewed as, an organizational conflict of interest in connection with the RFP.



3.Explanation

In the space below, and on supplemental sheets as necessary, identify steps that have been or will be taken to avoid or mitigate any organizational conflicts of interest described herein.

4. Certification

The undersigned hereby certifies that, to the best of his or her knowledge and belief, no interest exists that is required to be disclosed in this Organizational Conflicts of Interest Disclosure Statement, other than as disclosed above.

**Offering Organization Name,
Address, and Telephone**

Signature of Certifying Team Representative

Printed Name

Title

Cert. 1 Iran Contracting Certification

Section 2200 et seq. of the California Public Contract Code prohibits a person from submitting a proposal for a contract with a public entity for goods and services of \$1,000,000 or more if that person is identified on a list created by the Department of General Services (DGS) pursuant to Section 2203(b) of the California Public Contract Code. The list will include persons providing goods or services of \$20,000,000 or more in the energy sector of Iran and financial institutions that extend \$20,000,000 or more in credit to a person that will use the credit to provide goods or services in the energy sector in Iran. DGS is required to provide notification to each person that it intends to include on the list at least 90 days before adding the person to the list.

In accordance with Section 2204 of the California Public Contract Code, the undersigned hereby certifies that

It is not identified on a list created pursuant to Section 2203(b) of the California Public Contract Code as a person engaging in investment activities in Iran described in Section 2202.5(a), or as a person described in Section 2202.5(b), as applicable; or

It is on such a list but has received permission pursuant to Section 2203(c) or (d) to submit a bid or proposal in response to this RFP.

Note: Providing a false certification may result in civil penalties and sanctions.

Date: _____

Entity: _____

Signature: _____

Printed Name _____

Title: _____

Note: Duplicate this form so that it is signed by the Offeror and all joint venture members of the Offeror.

Cert. 2 Darfur Contracting Act Certification

Pursuant to Public Contract Code section 10478, if an Offeror currently or within the previous 3 years has had business activities or other operations outside of the United States, it must certify that it is not a “scrutinized” company as defined in Public Contract Code section 10476.

Therefore, to be eligible to submit a bid or proposal, please complete only one of the following three paragraphs (via initials for Paragraph No. 1 or Paragraph No. 2, or via initials and certification for Paragraph No. 3):

1. _____ We do not currently have, or we have not had within the previous three
Initials years, business activities or other operations outside of the United States.

OR

2. _____ We are a scrutinized company as defined in Public Contract Code section
Initials 10476, but we have received written permission from the Department of General Services (DGS) to submit a bid or proposal pursuant to Public Contract Code section 10477(b). A copy of the written permission from DGS is included with our bid or Proposal.

OR

3. _____ We currently have, or we have had within the previous three years,
Initials business activities or other operations outside of the United States, but we certify below that we are not a scrutinized company below as defined in Public Contract Code section 10476.

CERTIFICATION for Paragraph No. 3

I, the official named below, CERTIFY UNDER PENALTY OF PERJURY that I am duly authorized to legally bind the prospective Offeror to the clause listed above in Paragraph No. 3. This certification is made under the laws of the State of California.

<i>Offeror Firm Name (Printed)</i>		<i>Federal ID Number</i>
<i>By (Authorized Signature)</i>		
<i>Printed Name and Title of Person Signing</i>		
<i>Date Executed</i>	<i>Executed in the County and State of</i>	

Cert. 3 Non-Collusion Affidavit

State of _____ §
County of _____ §

The undersigned declares:

I am the _____ of _____,
(Position / Title) (Company)
the party making the foregoing Proposal, and that the Proposal is:

- NOT made in the interest of, or on behalf of, any undisclosed person, partnership, company, association, organization, or corporation
- Genuine and NOT collusive or a sham.

That the Offeror has NOT directly or indirectly induced or solicited any other Offeror to:

- Put in a false or sham Proposal; and
- Colluded, conspired, connived or agreed with any Offeror or anyone else to put in a sham Proposal or that anyone shall refrain from bidding.

That the Offeror has NOT, in any manner directly or indirectly, sought by agreement, communication or conference with anyone to:

- Fix the Financial Proposal of the Offeror or any other Offeror, or
- Fix any overhead, profit, or cost element of the Financial Proposal, or of that of any other Offeror, or
- Secure any advantage against the public body awarding the contract or anyone interested in the proposed contract.

That all statements contained in the Proposal are true.

The Offeror has not and will not, directly or indirectly, for the purposes of effectuating a collusive or sham Financial Proposal, submitted his or her Financial Proposal or any breakdown thereof, or the contents thereof, or divulged information or data relative thereto, for payment to any corporation, partnership, company, association, organization, bid depository, or any member or agent thereof.

I have the full power to execute, and do execute this declaration on behalf of

(Offeror)

I declare under penalty of perjury under the laws of the State of California that the

foregoing is true and correct and that this declaration is executed on the ____ day of

_____, 20____ at _____, _____
(city) (state).

Signature of Affiant

Subscribed and sworn to before me on this _____ day of _____, 20 _____

at _____, _____.

(City) (State)

Seal of Notary Public or
Officer Taking Oath

Signature of Notary Public or
Officer Taking Oath

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Cert. 4 Certification Regarding Miscellaneous State Requirements

I, the official named below, CERTIFY UNDER PENALTY OF PERJURY that I am duly authorized to legally bind the prospective Contractor to the clause(s) listed below. This certification is made under the laws of the State of California.

<i>Offeror Firm Name (Printed)</i>	<i>Federal ID Number</i>
<i>By (Authorized Signature)</i>	
<i>Printed Name and Title of Person Signing</i>	
<i>Date Executed</i>	<i>Executed in the County and State of</i>

CONTRACTOR CERTIFICATION CLAUSES:

- **Statement of Compliance** - Contractor has, unless exempted, complied with the nondiscrimination program requirements. (Gov. Code §12990 (a-f) and CCR, Title 2, Section 8103) (Not applicable to public entities.)
- **National Labor Relations Board Certification** - Contractor certifies that no more than one (1) final unappealable finding of contempt of court by a Federal court has been issued against Contractor within the immediately preceding two-year period because of Contractor's failure to comply with an order of a Federal court, which orders Contractor to comply with an order of the National Labor Relations Board. (Pub. Contract Code §10296) (Not applicable to public entities.)
- **Expatriate Corporations** - Contractor hereby declares that it is not an expatriate corporation or subsidiary of an expatriate corporation within the meaning of Public Contract Code Section 10286 and 10286.1, and is eligible to contract with the State of California.
- **Domestic Partners** - For contracts over \$100,000 executed or amended after January 1, 2007, Contractor certifies that it is in compliance with Public Contract Code Section 10295.3.
- **Tax Delinquency** - For contracts executed or amended after July 1, 2012, Contractor certifies that its name does not appear on either list of the 500 largest tax delinquencies pursuant to Revenue and Taxation Code Section 7063 or 19195.

Cert. 5 Major Participant Debarment, Suspension, Ineligibility, and Voluntary Exclusion Certification

Primary Covered Transactions

This certification applies to the offer submitted in response to this solicitation, and will be a continuing requirement throughout the term of the contract.

In accordance with the provisions of Appendix A to 49 C.F.R. Part 29, the undersigned certifies to the best of its knowledge and belief, that it and its principals:

Are not presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from covered transactions by any Federal department or agency.

Have not within a 3-year period preceding this offer been convicted of or had a civil judgment rendered against them for commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a public (Federal, state, or local) transaction or contract under a public transaction; violation of Federal or state antitrust statutes; or commission of embezzlement, theft, forgery, bribery, falsification or destruction of records, making false statements, or receiving stolen property.

Are not presently indicted for or otherwise criminally or civilly charged by a government entity (Federal, state, or local) with commission of any of the offenses enumerated in item b of this certification.

Have not within a 3-year period preceding this offer had one or more public transactions (Federal, state, or local) terminated for cause or default.

(Mark one, below, with an "x")

Certify to the above Cannot certify to the above.

If the "cannot certify" box is checked, attach an explanation of the reasons.

[Certification continued on next page]

The Offeror shall require any subcontractor, at any tier, whose contract is equal to or greater than \$25,000 to complete this certification form and retain this requirement throughout the term of the contract. A copy of a certification, for subcontractors, shall be furnished by the Contracting Officer upon request (see Cert. 6).

**Offering Organization Name,
Address, and Telephone**

Signature of Certifying Representative

Printed Name

Title

CONFIDENTIAL

Cert. 6 Subcontractor Debarment, Suspension, Ineligibility, and Voluntary Exclusion Certification

Lower Tier Covered Transactions

This certification applies to a subcontract at any tier expected to equal or exceed \$25,000, and will be a continuing requirement throughout the term of the contract.

In accordance with the provisions of Appendix B to 49 C.F.R. Part 29, the prospective lower tier participant (subcontractor) certifies to the best of its knowledge and belief, that it and its principals:

Are not presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from covered transactions by any Federal department or agency.

Have not within a 3-year period preceding this offer been convicted of or had a civil judgment rendered against them for commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a public (Federal, state, or local) transaction or contract under a public transaction; violation of Federal or state antitrust statutes; or commission of embezzlement, theft, forgery, bribery, falsification or destruction of records, making false statements, or receiving stolen property.

Are not presently indicted for or otherwise criminally or civilly charged by a government entity (Federal, state, or local) with commission of any of the offenses enumerated in item b of this certification.

Have not within a 3-year period preceding this offer had one or more public transactions (Federal, state, or local) terminated for cause or default.

(Mark one, below, with an "x")

Certify to the above Cannot certify to the above.

If the "cannot certify" box is checked, attach an explanation of the reasons.

Signature of Certifying Representative

Printed Name

Title

**Offering Organization Name,
Address, and Telephone**

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Cert. 7 Equal Employment Opportunity Certification

To be executed by the Contractor, all joint venture members of the Contractor, and all Subcontractors.

The undersigned certifies on behalf of _____ that:

(Name of entity making certification)

Check one of the following boxes:

- It has developed and has on file at each establishment affirmative action programs pursuant to 41 C.F.R. Part 60-2 (Affirmative Action Programs).
- It is not subject to the requirements to develop an affirmative action program under 41 C.F.R. Part 60-2 (Affirmative Action Programs).

Check one of the following boxes:

- It has not participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246.
- It has participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114, or 11246, and, where required, it has filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance, a Federal Government contracting or administering agency, or the former President's Committee on Equal Employment Opportunity, all reports due under the applicable filing requirements.

Signature: _____

Title: _____

Date: _____

If not the Contractor, relationship to the Contractor: _____

Cert. 8 Non-Discrimination Certification

In accordance with Title VI of the Civil Rights Act, as amended; 42 U.S.C. § 2000d, the Offeror agrees that it will not discriminate against any individual because of race, color, national origin, or sex in any activities leading up to or in performance of the Contract.

**Offering Organization Name,
Address, and Telephone**

Signature of Certifying Representative

Printed Name

Title

CONFIDENTIAL

Cert. 9 Certification Regarding Lobbying

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

- No federal appropriated funds have been or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of any agency, a member of Congress, an officer or employee of Congress in connection with the awarding of any federal contract, the making of any federal grant, the making of any federal loan, the entering into of any cooperative agreement, and the extension, continuation, renewal, amendment, or modification of any federal contract, grant, loan, or cooperative agreement.
- If any funds other than federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress in connection with this federal contract, grant, loan, or cooperative agreement, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying", in accordance with its instructions.
- The undersigned shall require that the language of this certification be included in the award documents for all sub-awards at all tiers (including subcontracts, sub-grants, and contracts under grants, loans, and cooperative agreements), and that all sub-recipients shall certify and disclose accordingly. This certification is a material representation of fact upon which reliance is placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by 31 U.S.C. § 1352. Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.

Executed this _____ day of _____, 20 ____.

Company Name: _____

By: _____
(Signature of Company Official)

(Title of Company Official)

Note:

1) If Joint Venture, each Joint Venture member shall provide the above information and sign the certification.

Cert. 10 Overall Project Small Business Goal Commitment Affidavit

AFFIDAVIT

STATE OF _____ §

§

§

COUNTY OF _____ §

The undersigned, being first duly sworn, deposes and says that:

_____ is the official representative of _____.

(Contact Name)

(Offeror's Name)

the Offeror submitting the foregoing Proposal.

(If the Offeror has not yet been formed, modify this form as appropriate to include the names of all of the members of Offeror's team and to indicate that the official representative is signing the form on behalf of all of the members.)

The Offeror has carefully examined all documents that form this Request for Proposal and is aware that California High-Speed Rail Authority (Authority) has established an overall project Small Business goal of 30 percent, inclusive of Small Businesses, Disadvantaged Business Enterprises, Disabled Veteran Business Enterprises and Microbusinesses for the California High-Speed Train System, in conformance with Executive Order S-02-06, Title VI of the Civil Rights Act of 1964, and related statutes and Best Practices of Title VI, as set forth in the Authority's Small and Disadvantaged Business Enterprise Program.

The Offeror will aggressively exercise Good Faith Efforts to the satisfaction of the Authority to meet or exceed the overall project Small Business goal of 30 percent, consistent with the Offeror's approved Performance Plan developed in accordance with the Authority's Small and Disadvantaged Business Enterprise Program.

Signature

Printed Name

Title

SURETY COMPANY ATTORNEY-IN-FACT

Subscribed and sworn to before me
this _____ day of _____, 20 ____.

Notary Public in and for said County and
State
My commission expires: _____
State of _____

[Seal]

County of _____

On the ____ day of _____, 20 ____, before me, the undersigned, a Notary
Public in and for the State, personally
appeared _____

known to me to be the duly authorized Attorney-in-Fact of the corporate Surety named
in the within instrument, known to me to be authorized to execute that instrument on
behalf of said corporation, known to me to be the person whose name is subscribed to
such instrument as the Attorney-in-Fact of said corporation, and acknowledged to me
that he (she) subscribed the name of said corporation thereto as Surety, and his (her)
own name as Attorney-in-Fact and that said corporation executed the same.

WITNESS MY HAND AND OFFICIAL SEAL:

(SEAL)

Notary Public for the State of
California

Note: Acknowledgement by Attorney-in-Fact must be attached.
Corporate seals of Principal and Surety must be attached.

Cert. 11 Organizational Conflicts of Interest Affidavit

Before me, the undersigned authority, personally appeared _____ who, after being by me duly sworn, on oath deposed as follows:

My name is _____
(Company Name) (Title)

of _____

I am of sound mind, capable of making this affidavit – over 21 years of age, and personally acquainted with the facts herein stated. I am duly authorized to make this affidavit and do hereby on oath state the following:

1. I am aware that the Conflict of Interest Policy, of the AUTHORITY prescribes responsibilities, general rules, and procedures for identifying, evaluating, and resolving organizational conflicts of interest.
2. I am aware that Section II.9 of the AUTHORITY's Conflict of Interest Policy contains the following definition:

An **“Organizational Conflict of Interest”** means a circumstance arising out of a Contractor's existing or past activities, business or financial interests, familial relationships, contractual relationships, and/or organizational structure (i.e., parent entities, subsidiaries, Affiliates, etc.) that results in (i) impairment or potential impairment of a Consultant's ability to render impartial assistance or advice to the Authority, or of its objectivity in performing work for Authority; (ii) an unfair competitive advantage for any Contractor bidding or proposing on an Authority procurement; or (iii) a perception or appearance of impropriety with respect to any of the Authority's procurements or contracts, or a perception or appearance of unfair competitive advantage with respect to a procurement by the Authority (regardless of whether any such perception is accurate).

_____, its officers, employees, and agents, are subject

(Company Name)

to the provisions of the, AUTHORITY's Conflict of Interest Policy.

A diligent search of the relationships and interests of

(Company Name)

its officers, employees, and agents, has been conducted to determine whether any Organizational Conflict of Interest may exist relating to or resulting from this Request for Proposal or any contract that may be entered as a result of this Request for Proposal.

_____, its officers, employees, and agents, do not

(Company Name)

have an Organizational Conflict of Interest under the AUTHORITY's Conflict of Interest Policy.

If an Organizational Conflict of Interest is discovered at any time in the future,

_____ will submit an Organizational Conflicts of

(Company Name)

Interest Disclosure Statement (Form A), notifying the AUTHORITY of the existence and nature of the conflict within three (3) Working Days following the discovery of the Organizational Conflict of Interest.

Signed by

Affiant: _____

Printed Name: _____

Title: _____

Company

Name: _____