



Thank you for your interest in conducting business with Clark Construction Group, LLC. In an effort to help us better qualify our business partners, Clark is requiring that you provide a Clark Construction Group employee reference, complete our New Business Partner Coupa Application, and provide an updated W-9 Form. Approval of your application is contingent on the information provided in the attached documents and your agreement to participate in our policies.

Outlined below is our “New Business Partner Process.”



*NEW BUSINESS PARTNER REQUIRED DOCUMENTS CHECKLIST*

- Completed & Signed W-9(IRS.gov) New Business Partner Coupa Application
- Electronic Transaction Registration from
- Purchasing Information
- Code of conduct
- Invoicing Standard Policies
- Tax Form
- ACH Forms (*Certified Bank Letter & Copy of a Voided Check or Deposit slip needed*)

Thank you for your cooperation and we look forward to working with you in the near future.

# NEW BUSINESS PARTNER COUPA APPLICATION

**Clark requires suppliers to receive Purchase Orders and submit Invoices electronically either via Coupa Supplier Portal (CSP) and cXML Transmission. For more information on each method and to provide the required details please fill out the attached Electronic Transaction Registration Form.**

**Failure to meet this requirement may result in your application being denied.**

<b>LEGAL INFORMATION</b>	Legal Name _____			
	DBA Name _____			
	(If Applicable)			
	DUNS Number: <input type="checkbox"/> W-9 Provided (Completed & Signed)			
	Street	City	State	Zip Code
	Telephone #	Fax #	Email	
Please attach proof of Insurance if anticipating on-site work.				

**Clark strongly encourages our business partners to sign up for automated clearing house (ACH).**

<b>REMITTANCE INFORMATION</b>	Payment Method: <input type="checkbox"/> ACH (Must Provide Your Mailing Address, Not the Banks) <input type="checkbox"/> Check (Be Sure Remittance Address Is Correct)			
	Check Payable to _____			
	Street	City	State	Zip Code
	Telephone #	Fax #	Remittance Notification Email	

<b>GENERAL INFORMATION</b>	<b>OPERATING REGIONS:</b> (Please check <input checked="" type="checkbox"/> <b>all the appropriate boxes</b> that apply to your company)			
	<input type="checkbox"/> MID-ATLANTIC	<input type="checkbox"/> MID-WEST	<input type="checkbox"/> WEST	<input type="checkbox"/> SOUTH
	<b>CLARK EMPLOYEE REFERENCE INFORMATION:</b>			
	Full Name	Email		
	Telephone#			
	<b><u>BUSINESS PARTNER INCLUSION STATUS</u></b>			
Clark fully supports legislation pertaining to the employment of Disadvantaged, Women, Small, Disabled Veteran and HUBZone Small Business Enterprises in construction. Under Federal, State, City and Local requirements, we are required to know the classification of your company. Each classification has a brief explanation on page 7. Please check <input checked="" type="checkbox"/> <b>all the appropriate boxes</b> that apply to your company.				
<input type="checkbox"/> CERTIFIED BY SBA	<input type="checkbox"/> 8(a) SMALL DISADVANTAGED BUS. (SDB8)	<input type="checkbox"/> HUBZONE SMALL BUSINESS (HUBZ)	<input type="checkbox"/> SMALL BUSINESS ENTERPRISE (SBE)	
<input type="checkbox"/> SMALL BUSINESS ENTERPRISE (SBE)	<input type="checkbox"/> SMALL DISADVANTAGED BUSINESS (SDB)	<input type="checkbox"/> WOMEN-OWNED SMALL BUS. (WOSB)	<input type="checkbox"/> VETERAN-OWNED SMALL BUS. (VOSB)	
<input type="checkbox"/> DISABLED VETERAN BUSINESS (SDVOSB)	<input type="checkbox"/> LARGE BUSINESS ENTERPRISE (LBE)	<input type="checkbox"/> WOMEN-OWNED LARGE BUSINESS (WBO)	<input type="checkbox"/> MINORITY-OWNED LARGE BUS. (MBE)	
	<input type="checkbox"/> CERTIFIED BUSINESS ENTERPRISE (LSDBE)	<input type="checkbox"/> OTHER: _____		

**CERTIFICATION: Under penalties of perjury, I certify that:**

(1) I am a U.S person (including a U.S. resident alien) and the information furnished is true and accurately stated to the best of my knowledge.

**Signature of U.S. person:** \_\_\_\_\_ **Date:** \_\_\_\_\_

## ELECTRONIC TRANSACTION REGISTRATION FORM

**Coupa Supplier Portal (CSP)** – This option allows you to receive Purchase Orders, create Invoices, check on payment status, and manage Catalogs within a central location.

### Accounts Receivable Contact Information

Business Partner Name: \_\_\_\_\_

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

E-mail: \_\_\_\_\_

Phone Number: \_\_\_\_\_

### Purchasing Contact Information

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

E-mail: \_\_\_\_\_

Phone Number: \_\_\_\_\_

**cXML Transmission** - This option allows you to provide Clark a Punchout catalog, receive Purchase Orders in cXML, send Invoice information through an Invoice Detail Request in cXML, and post the file directly to Coupa via an HTTP post.

### Accounts Receivable Contact Information

Business Partner Name: \_\_\_\_\_

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

E-mail: \_\_\_\_\_

Phone Number: \_\_\_\_\_

### eProcurement or IT Contact Information

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

E-mail: \_\_\_\_\_

Phone Number: \_\_\_\_\_

### PURCHASING INFORMATION (Where Applicable)

#### GOODS/SERVICES PROVIDED (Please check all the appropriate boxes that apply to your company)

**Goods**

- Job Site Supplies
- Office Supplies
- Safety
- IT
- Other \_\_\_\_\_

**Services**

- Legal
- Utilities (Electric, Water, Heat)
- Recycling
- Temp Agency
- Consulting
- Labor
- Trucking

**Rentals**

- Equipment
- Trailers
- Temp Toilets
- Office Space
- Storage Space

#### PURCHASING INCENTIVES (Please check all the appropriate boxes that apply to your company's incentives)

**All payments will default to NET30 unless the below are offered**

- 1% 10 NET 30
- 2% 10 NET 30
- 5% 10 NET 30
- 2% 15 NET 30
- 2% 20 NET 30
- 10% 10 NET 30

**Special Discounts**

- Rebates
- Bulk Discounting

**Delivery Services Provided**

- Will Call/Pick Up
- Same Day Delivery
- Weekend/After Hours

#### CATALOG INFORMATION

**Does your organization offer an Electronic Catalog?**

**(If so which type)**

- Punchout Catalog (A platform to buy from supplier's electronic procurement system)
- Hosted Catalog (The most basic information about a seller's product: raw data such as name, description, and price.)

**Can Items be excluded from your catalog?**

- Yes
- No

**If "YES" at what level?**

- Category
- Manufacturer
- Item

**BUSINESS PARTNER SIGNATURE:**

I have read and agree to commit to the Incentives/benefits that are checked above.

**Sign:** \_\_\_\_\_ **Date:** \_\_\_\_\_



**BUSINESS PARTNER CODE OF CONDUCT & PARTICIPATION**

Strong and stable Business Partner relationships is an important part of the procurement process and contributes to the overall success of the Clark Construction Group. Business Partner act as resources, often informing internal personnel of current industry standards. They also add monetary value to the company and strengthen the credibility of Clark’s work. While Business Partner participation is strictly voluntary, Strategic Purchasing works hard to manage and maintain enduring and respectful relationships, and to generate agreements that benefit both parties.

Unethical behavior is defined as an intentional or deliberate activity, that is morally questionable and generally unacceptable, with the potential to negatively impact the Clark Construction Group. Strategic Purchasing reserves the right to immediately cease or terminate any business partner relationship, where an individual or entity, knowingly or habitually exhibits unethical behavior. This violates the Business Partner Code of Conduct, and compliance is considered a consistent good faith effort.

Expectations of the Clark Construction Group, as it relates to the ethical behavior and business transactions of all business partners include:

- During the negotiation process, immediately report and discuss any concerning or questionable behavior to the appropriate parties, within the Clark Construction Group.
- Exercise common sense, and avoid any activity, relationship, or business transaction that creates an implied, actual, or potential conflict of interest. Openly disclose any potential conflict of interest, prior to the negotiation process.
- Clearly communicate the details of all product requests, prior to the point of sale. When applicable, the following information should be provided: current pricing or price fluctuations, item availability and quantities, the potential for backorders, possible product alternatives, known manufacturer recalls or issues, credible proof of domestic status, anticipated shelf life, and material expiration dates.
- Request all commitments and mutual agreements in writing, and immediately notify the Clark Construction Group, of any changes, additions, or contract terminations.
- Whenever possible, uphold the confidentiality of the Clark Construction Group, as it relates to sensitive information and the negotiation process. Do not attempt to directly ask, pressure, or coerce any company personnel into providing a competitor’s price, or the details of Clark’s purchasing agreements with other suppliers, manufacturers, and miscellaneous parties. The best terms and conditions, along with the most competitive price should be presented during the initial bidding process.
- Consent to full transparency and open communication with any inquiring member of Strategic Purchasing. Bullying, intimidation tactics, and blatant secrecy for the sole purpose of interfering with company business and causing internal disruptions will not be tolerated.

**BUSINESS PARTNER SIGNATURE:**

I have read and reviewed the Business Partner Code of Conduct, as established within the Procurement Code of Ethics Policy, provided by the Strategic Purchasing Group. I agree to act within full compliance of the expected ethical behavior of the Clark Construction Group. I understand and acknowledge the consequences of any perceived, actual, intentional or deliberate unethical indiscretions.

**Signature:** \_\_\_\_\_ **Date:** \_\_\_\_\_



**BUSINESS PARTNER INVOICE STANDARD REQUIREMENTS**

Effective immediately all invoices submitted to Clark Group must adhere to the below standards:

1. Clark utilizes an electronic procurement system (Coupa) for all purchases and invoices. It is required that suppliers commit to utilizing our system to deter fraud and ensure invoices are paid in a timely manner. *(Once Linked to the Coupa Supplier Portal (CSP), invoices must be submitted electronically only.)*
2. Invoices must reference the following:
  - a. A valid PO number (“PO Number” field)
    - 8 digits long and start with the letter "C"
    - i.e. C\*\*\*\*\*
  - b. A valid Project Number (“Location Code” field, once labeled as “Job #”)
    - 7 digits long and include a letter
    - i.e. 160\*\*A\*, 130\*\*B\*, 001\*\*C\*, 190\*\*F\*, 140\*\*M\* or 180\*\*N\*, 190\*\*S\*

or

    - A valid Cost Center Number (Location Code field, once labeled as “Job #”)
    - 8 digits long and start with the number 2
    - i.e. 2\*\*\*\*\*
  - c. Clark Point of Contact
  - d. Ship To Address
3. Clark requires a PO for all purchases (***Failure to present a PO number upon invoicing will result in the invoice not being accepted for payment.***)
  - a. All invoices must contain a valid PO number. Non-PO invoices will be rejected.  
(List of exemptions found under Purchase Order Policy, Appendix A [Purchase Order Policy](#))
  - b. Clark may issue an “After the Fact PO” to allow for the Business Partner to Invoice us in cases of emergency only. These PO’s will clearly state they are After the Fact and not a new order.
4. Items which were not originally included on a Purchase Order must be invoiced separately. **Do not** combine PO backed and Non-PO backed lines on a single invoice.
  - a. Once a PO has been issued only the items on that PO can be invoiced against that PO number.
  - b. If additional items are needed, best practices require a new PO.

Additionally, live training (via teleconference) for the Coupa Business Partner Portal is available to existing suppliers on the first Thursday of each month. To register for training and/or any questions about this process please email: [thomas.anderson@clarkconstruction.com](mailto:thomas.anderson@clarkconstruction.com)

All payment-related inquiries should be directed to Clark Accounts Payable at: [accounts.payable@clarkconstruction.com](mailto:accounts.payable@clarkconstruction.com) or call 301-272-8105

**BUSINESS PARTNER SIGNATURE:**

I have read and understand Clark’s Business Partner Invoice Standard Requirements and failure to adhere to our policies will result in payment delays and invoice rejection/disputes

**Signature:** \_\_\_\_\_ **Date:** \_\_\_\_\_



## TAX MEMO

As you may be aware, in June 2018 the U.S. Supreme Court, in *South Dakota v. Wayfair*, changed the rules for when vendors are expected to collect sales and use tax from their customers. Prior to Wayfair, sales tax collection was required if a vendor had a physical presence in the state of delivery, but after Wayfair vendors are now required to collect tax on sales made into any state, known as the Economic Nexus Threshold.

Setting aside any other ways in which to establish nexus in a state, economic nexus triggers when a seller has sales in a state of a certain level – generally, around \$100,000 over a 12-month period, or at least 200 separate sales.

As a result of this change, Clark now expects its vendors to add the appropriate sales/use tax to invoices for materials, supplies, etc. that are shipped to Clark job sites in any state. The tax must be shown as a separate line item on the invoice independent of the price of the product(s) and shipping or other charges. Similarly, we expect that future price quotes for Clark will include the appropriate sales tax for the Clark ship-to location. If you are not currently registered for tax collection in a particular state, our expectation is that you will obtain the proper registration and remit any tax collected from Clark to the appropriate state taxing authority.

Below are the pertinent state tax citations regarding economic nexus that vendors may refer to for additional guidance.

California	Cal. Rev. & Tax Code §6203
Colorado	Colo. Rev. Stat. §39-26-102
District of Columbia	D.C. Code Ann. §47-2201, 47-3931
Georgia	Ga. Code Ann. §48-8-30, §48-8-2
Illinois	35 ILCS 110/2, 120/2, 105/2
Maryland	Reg. Sec. 03.06.01.33
Tennessee	Tenn. Comp. R. & Regs. 1320-5-1-.129(2), Important Notice 19-04, 19-05
Texas	34 Tex. Admin. Code §3.286
Virginia	Va. Code Ann. §58.1-612
Washington	Wash. Rev. Code §82.08.053, §82.08.052, Marketplace Fairness (8/6/2018)

### South Dakota v. Wayfair, Inc., Dkt. No. 17-494, June 21, 2018

Sellers can have sales tax nexus with South Dakota even when they do not have a physical presence in South Dakota. The U.S. Supreme Court found that large, national companies with an extensive virtual presence in South Dakota are engaging in a “significant quantity of business.” In making its decision on the presence required in a state to create sales tax nexus, the Court overruled U.S. Supreme Court precedent, including *Quill v. North Dakota* (504 US 298 (1992)). Here, the Court held that physical presence is not necessary to create substantial nexus with a state. The Court decided that South Dakota may require remote sellers to collect and remit the sales tax when all the remote seller does in South Dakota is make sales to its residents.

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



## TYPES OF BUSINESS

1. **SMALL DISADVANTAGED BUSINESS ENTERPRISE** - A Small Business Concern as defined under Item 3 below and which is owned and controlled by socially and economically disadvantaged individuals. The term “Small Business Concern owned and controlled by socially and economically disadvantaged individuals” means a Small Business Concern
  - That is at least 51 percent unconditionally owned by one or more socially and economically disadvantaged individuals; or, in the case of any publicly owned business, at least 51 percent of the stock of which is unconditionally owned by one or more socially or economically disadvantaged individuals; and
    - Whose management and daily business operations are controlled by one or more such individuals.Subcontractor/Supplier shall presume that socially and economically disadvantaged individuals include Black Americans, Hispanic Americans, Native Americans (such as American Indians, Eskimos, Aleuts, and Native Hawaiians), and other minorities or any other individuals found to be disadvantaged by the Small Business Administration pursuant to Section 8(a) of the Small Business Act. **(Must be certified through SBA see website [www.sba.gov](http://www.sba.gov))**
2. **WOMEN SMALL BUSINESS ENTERPRISE** - Same as Small Business Enterprise (below), except women owned and controlled business whose management and daily business operations are controlled by one or more women.
3. **SMALL BUSINESS ENTERPRISE** - A firm is generally considered such if its average annual receipts for its preceding 3 fiscal years do not exceed \$12 million for Special Trades Contractors and \$28.5 million for Heavy Construction, pursuant to the governing regulations of the Small Business Administration (13 CFR Part 121 and FAR Part 19). **(see website [www.sba.gov/size](http://www.sba.gov/size))**
4. **DISABLED VETERAN BUSINESS ENTERPRISE** – Must be at least 51% owned by one or more disabled veterans; your daily business operations must be managed and controlled by one or more disabled veterans (the disabled veteran(s) who manages and controls the business is not required to be the disabled veteran business owner(s); and your home office must be in the U.S. Disabled Veteran must be domiciled in California.
5. **HUBZONE SMALL BUSINESS ENTERPRISE** – A Small Business Concern that appears on the List of Qualified HUBZone Small Business Concerns maintained by the Small Business Administration. **(Must be certified through SBA see website [www.sba.gov](http://www.sba.gov))**
6. **CERTIFIED BUSINESS ENTERPRISE (FORMALLY LOCAL, SMALL, DISADVANTAGED BUSINESS ENTERPRISE)** Certification through the Office of Local Business Development in the District of Columbia. (Business must be listed in the LSDBE Certified Contractors List). **(See website <http://olbd.dc.gov>)**
7. **VETERAN-OWNED SMALL BUSINESS ENTERPRISE** - A small business concern, not less than 51 percent of which is owned by one or more veterans (as defined at 38 U.S.C. 101 (2) or, in the case of any publicly owned business, not less than 51 percent of the stock of which is owned by one or more veterans; and the management and daily business operations of which are controlled by one or more veterans.
8. **SERVICE DISABLED VETERAN-OWNED SMALL BUSINESS ENTERPRISE** – A small business concern, not less than 51 percent of which is owned by one or more service-disabled veterans or, in the case of any publicly owned not less than 51 percent of the stock or which is owned by one or more service-disabled veterans; and the management and daily business operations of which are controlled by one or more service-disabled veterans or, in the case of a veteran with permanent and severe disability, the spouse or permanent caregiver of such veteran. Service-disabled veteran means a veteran, as defined in 38 U.S.C. 101(2), with a disability that is service-connected, as defined in 38 U.S.C. 101(16).
9. **MINORITY-OWNED LARGE BUSINESS ENTERPRISE** - A business concern at least 51 percent of which is owned by, and whose management and daily business operations are controlled by, one or more members of a socially and economically disadvantaged minority group, namely, U.S. citizens who are Black Americans, Hispanic Americans, Native Americans, Asian-Pacific Americans, or Asian-Indian Americans (“Native Americans” means American Indians, Eskimos, Aleuts, and Native Hawaiians. “Asian-Pacific Americans” means U.S. citizens whose origins are Japanese, Chinese, Filipino, Vietnamese, Korean, Samoan, Laotian, Kampuchean, Taiwanese or in the U.S. Trust Territories of the Pacific Islands. “Asian Indian Americans” mean U.S. citizens whose origins are in the Indian Subcontinent. Exceeds the size standard of Small Business Concern (See Small Business Enterprise above)
10. **WOMEN-OWNED LARGE BUSINESS ENTERPRISE** - Women-owned and controlled business whose management and daily business operations are controlled by one or more women (not a small women-owned business). Exceeds the size standard of Small Business Concern (See Small Business Enterprise above).
11. **LARGE BUSINESS ENTERPRISE** - Any business that exceeds the Small Business Concerns criteria.

Additional information on the above categories may be found in the Federal Acquisition Regulation 19.7 or 52.219-8 ([www.acquisition.gov/far](http://www.acquisition.gov/far)). If you have difficulty ascertaining your size status, please call 1-800-U-ASK-SBA or refer to SBA’s website at [www.sba.gov](http://www.sba.gov).