

**THIRD MODIFICATION TO  
AUDIT SERVICES FOR STATE EMPLOYEE AND RETIREE HEALTH AND WELFARE BENEFITS PROGRAM FOR  
SERVICE CATEGORIES:  
2 (DENTAL PLANS) AND 4 (FLEXIBLE SPENDING ACCOUNTS)  
CONTRACT No. F10B6400003**

THIS THIRD MODIFICATION (“THIRD MODIFICATION”) is made as of this 3<sup>rd</sup> day of January, 2024, by and between WithumSmith+Brown, PC (“Withum”), formerly TMDG, LLC PB Mares, LLP (the “Contractor”), and the STATE OF MARYLAND, acting through the Department of Budget and Management, Office of Personnel Services and Benefits (the "Department").

WHEREAS, on August 7, 2016, the Department entered into a contract with the Contractor for Audit Services for State Employee and Retiree Health and Welfare Benefits Program, Project No. F10B6400003, (the “Contract”) pursuant to the Request for Proposals for Audit Services for State Employee and Retiree Health and Welfare Benefits Program, Project No. F10B6400003 dated January 28, 2016, and all amendments thereto issued in writing by the State (the “RFP”); and

WHEREAS, the Contractor agreed to make a good faith effort to meet the 15% Minority Business Enterprises (MBE) participation goal set forth in the RFP; and

WHEREAS, the Department and Contractor modified the Contract on May 26, 2021 (“Modification 1”) to revise its Original MBE Participation Plan (“Revised MBE Plan #1”); and

WHEREAS, the Department and Contractor again modified the Contract on November 3, 2022 (“Modification 2”) to extend the Contract through December 31, 2023; and

WHEREAS, certain assets of the Contractor, TMDG, LLC PB Mares, LLP, were purchased by Withum on August 1, 2023, as referenced in the notification letter dated September 11, 2023, submitted to the Department. The letter was issued by PB Mares, LLP’s General Counsel. Contractor is a wholly owned subsidiary of PB Mares, LLP; and

WHEREAS, the Department has confirmed Withum’s registration with the Department of Assessments and Taxation, and

WHEREAS, the parties desire to further extend the Contract, while the Department completes its new procurement for services and awards a new contract, to ensure continuity of the Audit Services for State Employee and Retiree Health and Welfare Benefits Program; and

WHEREAS, Withum has requested to add an additional MBE subcontractor to its plan to meet or exceed the Contract's MBE participation goal; and

WHEREAS, the Department and Withum desire to modify the Contract in order to amend the Contractor’s MBE Utilization and Fair Solicitation Affidavit & MBE Participation Schedule and

Certified MBE Subcontractor Participation Certification (collectively, as to the amended MBE plan, the "Revised MBE Plan #2"), in order to reflect the addition of a MBE subcontractor.

NOW, THEREFORE, IN CONSIDERATION of the Recitals which are hereby made a substantive part hereof, and the mutual promises and covenants herein contained, the receipt and sufficiency of which are hereby acknowledged, the Department and Withum hereby mutually agree to the changes below.

**1. Defined Terms.** All capitalized terms used in this Third Modification shall have the same meaning as provided in the Contract.

**2. Duration of Contract.** The Contract term under Contract§ 3, Time for Performance, is hereby extended one (1) year, from January 1, 2024, through December 31, 2024, unless terminated earlier as provided in the Contract.

**3. Consideration and Payment.** Payment to Withum for the services under the Contract (as identified under Contract§ 4, Consideration and Payment) shall remain the same as stated in Audit Cycle 5 - January 1, 2021, to December 31, 2021, of its 1<sup>st</sup> BAFO (\$64,000.00 for Service Category 2 and \$37,000.00 for Service Category 4), dated June 14, 2016, and shall not exceed \$64,000.00 for Service Category 2 and \$37,000.00 for Service Category 4 for the Contract extension.

**4. MBE Participation Plan.**

4.1 The Revised MBE Plan #1 is hereby replaced in its entirety with the Revised MBE Plan #2, attached hereto and incorporated into the Contract by reference herein.

4.2 Withum represents and warrants that it will continue to meet its promised obligation to its current MBE subcontractor:

SB & Company, LLC

Implementation of the Revised MBE Plan #2 herein above for the Contract shall not adversely affect the volume, amount, and value of the work provided to the existing MBE. Withum agrees that the ongoing MBE will continue to be utilized to the maximum extent possible under the Contract, including the new MBE, identified below.

4.3 Withum represents and warrants that it will meet its promised obligation to its new MBE subcontractor:

Premier Group Services

**5. Novation and Successor in Interest Agreement.** The parties agree to the novation and successor in interest agreement dated November 20, 2023 regarding Withum's assumption of rights and responsibilities under the Contract.

6. **Scope of Third Modification.** This Third Modification amends the Contract specifically as described herein. The Revised MBE Plan #2 shall be in full force and effect as of the date of this Third Modification. Any services provided by, and any compensation paid to Premier Group Services, prior to the effective date of this Third Modification shall be considered and allowable toward the Withum meeting its obligations in connection with MBE participation under the Contract. Except as specifically revised by the terms of this Third Modification, all of the terms of the Contract shall remain in full force and effect and shall apply to this Third Modification.

IN WITNESS THEREOF, the parties have executed this Third Modification as of the date hereinabove set forth.

SUCCESSOR:  
WITHUMSMITH+BROWN, PC

STATE OF MARYLAND:  
DEPARTMENT OF BUDGET AND MANAGEMENT

[Redacted Signature Line]  
By: Matthew B. Dubowansky, Partner  
Print Name and Title  
December 17, 2023  
Date)

[Redacted Signature Line]  
By: Helene Grady, Secretary  
Or designee:  
1/3/24

[Redacted Signature Line]  
Witness/Attest

[Redacted Signature Line]  
Witness

KEVIN J GRAY  
Notary Public-Maryland  
Howard County  
My Commission Expires  
May 23, 2027

APPROVED FOR FORM AND LEGAL SUFFICIENCY THIS \_\_\_\_\_ DAY OF Jan 4, 2024, 2023.

ASSISTANT ATTORNEY GENERAL

Revised MBE Plan

## Attachment D. Minority Business Enterprise (MBE) Forms

### D-1A MBE UTILIZATION AND FAIR SOLICITATION AFFIDAVIT & MBE PARTICIPATION SCHEDULE

#### **PART 1 - INSTRUCTIONS**

***PLEASE READ BEFORE COMPLETING THIS DOCUMENT***

**This form includes Instructions and the MBE Utilization and Fair Solicitation Affidavit & MBE Participation Schedule which must be submitted with the bid/proposal. If the bidder/offeree fails to accurately complete and submit this Affidavit and Schedule with the bid or proposal, the Procurement Officer shall deem the bid non-responsive or shall determine that the proposal is not reasonably susceptible of being selected for award unless the inaccuracy is determined to be the result of a minor irregularity that is waived or cured in accordance with COMAR 21.06.02.04.**

1. Contractor shall structure its procedures for the performance of the work required in this Contract to attempt to achieve the minority business enterprise (MBE) subcontractor participation goal stated in the Invitation for Bids or Request for Proposals. Contractor agrees to exercise good faith efforts to carry out the requirements set forth in these Instructions, as authorized by the Code of Maryland Regulations (COMAR) 21.11.03.
2. MBE Goals and Subgoals: Please review the solicitation for information regarding the Contract's MBE overall participation goals and subgoals. After satisfying the requirements for any established subgoals, the Contractor is encouraged to use a diverse group of subcontractors and suppliers from the various MBE classifications to meet the remainder of the overall MBE participation goal.
3. MBE means a minority business enterprise that is certified by the Maryland Department of Transportation ("MDOT"). Only MBEs certified by MDOT may be counted for purposes of achieving the MBE participation goals. In order to be counted for purposes of achieving the MBE participation goals, the MBE firm, including a MBE prime, must be MDOT-certified for the services, materials or supplies that it is committed to perform on the MBE Participation Schedule. A firm whose MBE certification application is pending may not be counted.
4. Please refer to the MDOT MBE Directory at <https://mbe.mdot.maryland.gov/directory/> to determine if a firm is certified with the appropriate North American Industry Classification System ("NAICS") Code **and** the product/services description (specific product that a firm is certified to provide or specific areas of work that a firm is certified to perform). For more general information about NAICS codes, please visit <https://www.census.gov/eos/www/naics/>. Only those specific products and/or services for which a firm is certified in the MDOT Directory can be used for purposes of achieving the MBE participation goals. **CAUTION:** If the firm's NAICS Code is in graduated status, such services/products may not be counted for purposes of achieving the MBE participation goals. A NAICS Code is in the graduated status if the term "Graduated" follows the Code in the MDOT MBE Directory.
5. **Guidelines Regarding MBE Prime Self-Performance.** Please note that when a certified MBE firm participates as a prime contractor on a Contract, a procurement agency may count the distinct, clearly defined portion of the work of the Contract that the certified MBE firm performs with its own workforce toward fulfilling up to, but no more than, fifty-percent (50%) of the overall

MBE participation goal, including up to one hundred percent (100%) of not more than one of the MBE participation subgoals, if any, established for the Contract.

- ✓ In order to receive credit for self-performance, an MBE prime must be certified in the appropriate NAICS code to do the work and must list its firm in the MBE Participation Schedule, including the certification category under which the MBE prime is self-performing and include information regarding the work it will self-perform.
  - ✓ For the remaining portion of the overall goal and the remaining subgoals, the MBE prime must also identify on the MBE Participation Schedule the other certified MBE subcontractors used to meet those goals or request a waiver.
  - ✓ These guidelines apply to the work performed by the MBE Prime that can be counted for purposes of meeting the MBE participation goals. These requirements do not affect the MBE Prime's ability to self-perform a greater portion of the work in excess of what is counted for purposes of meeting the MBE participation goals.
  - ✓ Please note that the requirements to meet the MBE participation overall goal and subgoals are distinct and separate. If the contract has subgoals, regardless of MBE Prime's ability to self-perform up to 50% of the overall goal (including up to 100% of any subgoal), the MBE Prime must either commit to use other MBEs for each of any remaining subgoals or request a waiver. As set forth in Attachment 1-B Waiver Guidance, the MBE Prime's ability to self-perform certain portions of the work of the Contract will not be deemed a substitute for the good faith efforts to meet any remaining subgoal or the balance of the overall goal.
  - ✓ In certain instances where the percentages allocated to MBE participation subgoals add up to more than 50% of the overall goal, the portion of self-performed work that an MBE Prime may count toward the overall goal may be limited to less than 50%. Please refer to the Governor's Office of Small Minority & Women Business Affairs' website for the MBE Prime Regulations Q&A for illustrative examples.  
[http://www.goMDsmallbiz.maryland.gov/Documents/MBE\\_Toolkit/MBEPrimeRegulation\\_QA.pdf](http://www.goMDsmallbiz.maryland.gov/Documents/MBE_Toolkit/MBEPrimeRegulation_QA.pdf)
6. Subject to items 1 through 5 above, when a certified MBE performs as a participant in a joint venture, a procurement agency may count a portion of the total dollar value of the Contract equal to the distinct, clearly-defined portion of the work of the Contract that the certified MBE performs with its own forces toward fulfilling the Contract goal, and not more than one of the Contract subgoals, if any.
7. The work performed by a certified MBE firm, including an MBE prime, can only be counted towards the MBE participation goal(s) if the MBE firm is performing a commercially useful function on the Contract. Please refer to COMAR 21.11.03.12-1 for more information regarding these requirements.
8. **Materials and Supplies: New Guidelines Regarding MBE Participation.**
- ✓ Regular Dealer (generally identified as a wholesaler or supplier in the MDOT Directory): Up to 60% of the costs of materials and supplies provided by a certified MBE may be counted towards the MBE participation goal(s) if such MBE is a Regular Dealer of such materials and supplies. Regular Dealer is defined as a firm that owns, operates, or maintains a store, a warehouse, or any other establishment in which the materials, supplies, articles, or equipment are of the general character described by the specifications required under the contract and are bought, kept in stock, or regularly sold or leased to the

public in the usual course of business; and does not include a packager, a broker, a manufacturer's representative, or any other person that arranges or expedites transactions.

*Example for illustrative purposes of applying the 60% rule:*

*Overall contract value: \$2,000,000*

*Total value of supplies: \$100,000*

*Calculate Percentage of Supplies to overall contract value: \$100,000 divided by \$2,000,000 = 5%*

***Apply 60% Rule - Total percentage of Supplies/Products 5% x 60% = 3%***

*3% would be counted towards achieving the MBE Participation Goal and Subgoal, if any, for the MBE supplier in this example.*

- ✓ **Manufacturer:** A certified MBE firm's participation may be counted in full if the MBE is certified in the appropriate NAICS code(s) to provide products and services as a manufacturer.
- ✓ **Broker:** With respect to materials or supplies purchased from a certified MBE that is neither a manufacturer nor a regular dealer, a unit may apply the entire amount of fees or commissions charged for assistance in the procurement of the materials and supplies, fees, or transportation charges for the delivery of materials and supplies required on a procurement toward the MBE contract goals, provided a unit determines the fees to be reasonable and not excessive as compared with fees customarily allowed for similar services. A unit may not apply any portion of the costs of the materials and supplies toward MBE goals.
- ✓ **Furnish and Install and other Services:** The participation of a certified MBE supplier, wholesaler, and/or regular dealer certified in the proper NAICS code(s) to furnish and install materials necessary for successful contract completion may be counted in full. Includes the participation of other MBE service providers in the proper NAICS code(s) may be counted in full.

9. **Dually certified firms.** An MBE that is certified in more than one subgroup category may only be counted toward goal fulfillment of ONE of those categories with regard to a particular contract.

*Example: A woman-owned Hispanic American (dually certified) firm may be used to fulfill the women-owned OR Hispanic American subgoal, but not both on the same contract.*

10. CAUTION: The percentage of MBE participation, computed using the percentage amounts determined for all of the MBE firms listed in PART 3, MUST meet or exceed the MBE participation goal and subgoals (if applicable) as set forth in PART 2- for this solicitation. If a bidder/offeror is unable to meet the MBE participation goal or any subgoals (if applicable), then the bidder/offeror must request a waiver in PART 2 or the bid will be deemed not responsive, or the proposal not reasonably susceptible of being selected for award. You may wish to use the attached Goal/Subgoal Worksheet to assist in calculating the percentages and confirming that your commitment meets or exceeds the applicable MBE participation goal and subgoals (if any).

11. If you have any questions as to whether a firm is certified to perform the specific services or provide specific products, please contact MDOT's Office of Minority Business Enterprise at 1-

800-544-6056 or via email to [mbe@mdot.state.md.us](mailto:mbe@mdot.state.md.us) sufficiently prior to the submission due date.

**Subgoals (if applicable)**

Total African American MBE Participation:	_____	%
Total Asian American MBE Participation:	_____	%
Total Hispanic American MBE Participation:	_____	%
Total Women-Owned MBE Participation:	_____	%

**Overall Goal**

Total MBE Participation (include all categories):	_____	%
---	-------	---



**PART 2 - MBE UTILIZATION AND FAIR SOLICITATION AFFIDAVIT &  
MBE PARTICIPATION SCHEDULE**

**This MBE Utilization and Fair Solicitation Affidavit and MBE Participation Schedule must be completed in its entirety and included with the bid/proposal. If the bidder/offeror fails to accurately complete and submit this Affidavit and Schedule with the bid or proposal as required, the Procurement Officer shall deem the bid non-responsive or shall determine that the proposal is not reasonably susceptible of being selected for award.**

In connection with the bid/proposal submitted in response to Solicitation No. \_\_\_\_\_,  
I affirm the following:

1. **MBE Participation (PLEASE CHECK ONLY ONE)**

I acknowledge and intend to meet IN FULL both the overall certified Minority Business Enterprise (MBE) participation goal of \_\_\_\_\_ percent and all of the following subgoals:

- \_\_\_\_\_ percent for African American-owned MBE firms
- \_\_\_\_\_ percent for Hispanic American-owned MBE firms
- \_\_\_\_\_ percent for Asian American-owned MBE firms
- \_\_\_\_\_ percent for Women-owned MBE firms

Therefore, I am not seeking a waiver pursuant to COMAR 21.11.03.11. I acknowledge that by checking the above box and agreeing to meet the stated goal and subgoal(s), if any, I **must** complete PART 3 - MBE Participation Schedule and Part 4 Signature Page in order to be considered for award.

**OR**

After making good faith outreach efforts prior to making this submission, I conclude that I am unable to achieve the MBE participation goal and/or subgoals. I hereby request a waiver, in whole or in part, of the overall goal and/or subgoals I acknowledge that by checking this box and requesting a partial waiver of the stated goal and/or one or more of the stated subgoal(s) if any, I **must** complete Part 3, the MBE Participation Schedule and Part 4 Signature Page for the portion of the goal and/or subgoal(s) if any, for which I am not seeking a waiver, in order to be considered for award. I acknowledge that by checking this box and requesting a full waiver of the stated goal and the stated subgoal(s) if any, I **must** complete Part 4 Signature Page in order to be considered for award.

### **Additional MBE Documentation**

I understand that if I am notified that I am the apparent awardee or as requested by the Procurement Officer, I must submit the following documentation within 10 working days of receiving notice of the potential award or from the date of conditional award (per COMAR 21.11.03.10), whichever is earlier:

- (a) Good Faith Efforts Documentation to Support Waiver Request (Attachment D-1C)
- (b) Outreach Efforts Compliance Statement (Attachment D-2);
- (c) MBE Subcontractor/MBE Prime Project Participation Statement (Attachments D-3A and 3B);
- (d) Any other documentation, including additional waiver documentation if applicable, required by the Procurement Officer to ascertain bidder or offeror responsibility in connection with the certified MBE participation goal and subgoals, if any.

I understand that if I fail to return each completed document within the required time, the Procurement Officer may determine that I am not responsible and therefore not eligible for contract award. If the contract has already been awarded, the award is voidable.

### **Information Provided to MBE firms**

In the solicitation of subcontract quotations or offers, MBE firms were provided not less than the same information and amount of time to respond as were non-MBE firms.

## PART 3 - MBE PARTICIPATION SCHEDULE

SET FORTH BELOW ARE THE (I) CERTIFIED MBEs I INTEND TO USE, (II) THE PERCENTAGE OF THE TOTAL CONTRACT VALUE ALLOCATED TO EACH MBE FOR THIS PROJECT AND, (III) THE ITEMS OF WORK EACH MBE WILL PROVIDE UNDER THE CONTRACT. I HAVE CONFIRMED WITH THE MDOT DATABASE THAT THE MBE FIRMS IDENTIFIED BELOW (INCLUDING ANY SELF-PERFORMING MBE PRIME FIRMS) ARE PERFORMING WORK ACTIVITIES FOR WHICH THEY ARE MDOT-CERTIFIED.

Prime Contractor	Project Description	Project/Contract Number

LIST INFORMATION FOR EACH CERTIFIED MBE FIRM YOU AGREE TO USE TO ACHIEVE THE MBE PARTICIPATION GOAL AND SUBGOALS, IF ANY. **MBE PRIMES:** PLEASE COMPLETE BOTH SECTIONS A AND B BELOW.

### SECTION A: For MBE Prime Contractors ONLY (including MBE Primes in a Joint Venture)

<p>MBE Prime Firm Name: _____</p> <p>MBE Certification Number: _____</p> <p>(If dually certified, check only one box.)</p> <p><input type="checkbox"/> African American-Owned  <input type="checkbox"/> Hispanic American- Owned  <input type="checkbox"/> Asian American-Owned  <input type="checkbox"/> Women-Owned  <input type="checkbox"/> Other MBE Classification</p> <p>NAICS code: _____</p>	<p>Percentage of total Contract Value to be performed with own forces and counted towards the MBE <b>overall participation goal</b> (up to 50% of the overall goal): _____% <b>Please refer to Item #8 in Part 1- Instructions of this document for new MBE participation guidelines regarding materials and supplies.</b></p> <p>Percentage of total Contract Value to be performed with own forces and counted towards the <b>subgoal</b>, if any, for my MBE classification (up to 100% of not more than one subgoal): _____%</p> <p><input type="checkbox"/> Supplier, wholesaler and/or regular dealer (count 60%)  <input type="checkbox"/> Manufacturer (count 100%)  <input type="checkbox"/> Broker (count reasonable fee/commission only)  <input type="checkbox"/> Furnish and Install and other Services (count 100%)</p> <p><b>Complete the applicable prompt (select only one) from prompts A-C below that applies to the type of work your firm is self-performing to calculate amount to be counted towards achieving the MBE Participation Goal and Subgoal, if any.</b></p> <p><b>A. Percentage amount of subcontract where the MBE Prime firm is being used for manufacturer, furnish and install, and/or services</b> (excluding products / services from suppliers, wholesalers, regular dealers and brokers) ___%</p> <p><b>B. Percentage amount for items of work where the MBE Prime firm is being used as supplier, wholesaler, and/or regular dealer</b> (60% Rule).  Total percentage of Supplies/Products ___% x 60% = ___%</p> <p><b>C. Percentage amount of fee where the MBE Prime firm is being used as broker</b> (count reasonable fee/commission only) ___%</p> <p>Description of the work to be performed with MBE prime's own forces:  _____  _____</p>
---	--

**SECTION B: For all Contractors (including MBE Primes and MBE Primes in a Joint Venture)**

<p>MBE Firm Name: _____</p> <p>MBE Certification Number: _____</p> <p>(If dually certified, check only one box.)</p> <p><input type="checkbox"/> African American-Owned</p> <p><input type="checkbox"/> Hispanic American- Owned</p> <p><input type="checkbox"/> Asian American-Owned</p> <p><input type="checkbox"/> Women-Owned</p> <p><input type="checkbox"/> Other MBE Classification</p> <p>NAICS code: _____</p>	<p><b>Please refer to Item #8 in Part 1- Instructions of this document for new MBE participation guidelines regarding materials and supplies.</b></p> <p><input type="checkbox"/> Supplier, wholesaler and/or regular dealer (count 60%)</p> <p><input type="checkbox"/> Manufacturer (count 100%)</p> <p><input type="checkbox"/> Broker (count reasonable fee/commission only)</p> <p><input type="checkbox"/> Furnish and Install and other Services (count 100%)</p> <p><b>Complete the applicable prompt (select only one) from prompts A-C below that applies to the type of work that the MBE firm named to the left will be performing to calculate the amount to be counted towards achieving the MBE Participation Goal and Subgoal, if any.</b></p> <p><b>A. Percentage of total contract amount where the MBE firm is being used for manufacturer, furnish and install, and/or services</b> (excluding products/services from suppliers, wholesalers, regular dealers and brokers) ___%</p> <p><b>B. Percentage of total contract amount for items of work where the MBE firm is being used as supplier, wholesaler, and/or regular dealer</b> (60% Rule)). Total percentage of Supplies/Products ___% X 60% = ___%</p> <p><b>C. Percentage amount of fee where the MBE firm is being used as broker</b> (count reasonable fee/commission only) ___%</p> <p>Description of the work to be performed: _____ _____</p>
<p>MBE Firm Name: _____</p> <p>MBE Certification Number: _____</p> <p>(If dually certified, check only one box.)</p> <p><input type="checkbox"/> African American-Owned</p> <p><input type="checkbox"/> Hispanic American- Owned</p> <p><input type="checkbox"/> Asian American-Owned</p> <p><input type="checkbox"/> Women-Owned</p> <p><input type="checkbox"/> Other MBE Classification</p> <p>NAICS code: _____</p>	<p><b>Please refer to Item #8 in Part 1- Instructions of this document for new MBE participation guidelines regarding materials and supplies.</b></p> <p><input type="checkbox"/> Supplier, wholesaler and/or regular dealer (count 60%)</p> <p><input type="checkbox"/> Manufacturer (count 100%)</p> <p><input type="checkbox"/> Broker (count reasonable fee/commission only)</p> <p><input type="checkbox"/> Furnish and Install and other Services (count 100%)</p> <p><b>Complete the applicable prompt (select only one) from prompts A-C below that applies to the type of work that the MBE Firm named to the left will be performing to calculate the amount to be counted towards achieving the MBE Participation Goal and Subgoal, if any.</b></p> <p><b>A. Percentage of total contract amount where the MBE firm is being used for manufacturer, furnish and install, and/or services</b> (excluding products/services from suppliers, wholesalers, regular dealers and brokers) ___%</p> <p><b>B. Percentage of total contract amount for items of work where the MBE firm is being used as supplier, wholesaler, and/or regular dealer</b> (60% Rule)). Total percentage of Supplies/Products ___% X 60% = ___%</p> <p><b>C. Percentage amount of fee where the MBE firm is being used as broker</b> (count reasonable fee/commission only) ___%</p> <p>Description of the work to be performed: _____ _____</p>

**PART 4 – SIGNATURE PAGE**

**To complete Affidavit committing to MBE(s) or requesting waiver,  
Bidder/Offeror must sign below:**

**I solemnly affirm under the penalties of perjury that: (i) I have reviewed the instructions for the MBE Utilization & Fair Solicitation Affidavit and MBE Schedule, and (ii) the information contained in the MBE Utilization & Fair Solicitation Affidavit and MBE Schedule is true to the best of my knowledge, information and belief.**

WithumSmith+Brown, PC  
Bidder/Offeror Name  
*(PLEASE PRINT OR TYPE)*

506 Carnegie Center, Suite 400  
Address

Princeton, NJ 08540  
City, State and Zip Code

*Matthew B. Dubnansky*  
Signature of Authorized Representative

Matthew B. Dubnansky, CPA, CGMA  
Printed Name and Title

October 17, 2023  
Date

**SUBMIT THIS AFFIDAVIT WITH BID/PROPOSAL**



CERTIFIED MBE SUBCONTRACTOR PARTICIPATION CERTIFICATION

INSTRUCTIONS:

PRIME CONTRACTOR: After completing SECTIONS A, B, and D, provide this form to each certified Minority Business Enterprise subcontractor (MBE) listed on the MBE Participation Schedule (Attachment D-1A) allowing sufficient time for the MBE to respond within the required timeframe.

CERTIFIED MBE SUBCONTRACTOR: Complete SECTION C to acknowledge and certify the information in SECTION A. Return the completed form directly to the Procurement Officer identified in SECTION D within 10 days after notice from the Prime Contractor of the State's intent to award the Contract. Provide a copy to the Prime Contractor.

IF THIS FORM IS NOT RETURNED WITHIN THE REQUIRED TIME, THE PROCUREMENT OFFICER MAY DETERMINE THAT THE PRIME CONTRACTOR IS NOT RESPONSIBLE AND THEREFORE NOT ELIGIBLE FOR CONTRACT AWARD.

SECTION A

Provided that (Prime Contractor) WithumSmith + Brown, PC (Withum) is awarded the State contract in conjunction with Solicitation Number F10B6400003, (Prime Contractor) WithumSmith + Brown, PC (Withum) intends to enter into a subcontract with (Certified MBE Subcontractor) SB & Company, LLC with MDOT Certification Number 05-5700 committing to participation by (Certified MBE Subcontractor) SB & Company, LLC of at least \$ which equals 15% of the Total Contract Value for the following products/services:

Table with 3 columns: NAICS CODE, WORK ITEM, SPECIFICATION NUMBER, LINE ITEMS OR WORK CATEGORIES (IF APPLICABLE), and DESCRIPTION OF SPECIFIC PRODUCTS AND/OR SERVICES. The table is currently empty.

The Contractor and certified MBE each acknowledge that, for purposes of determining the accuracy of the information provided herein, the Procurement Officer may request additional information, including, without limitation, copies of the subcontract agreements and quotes. The Contractor and certified MBE each solemnly affirms under the penalties of perjury that: (i) the information provided in this Certified MBE Subcontractor Participation Certification is true to the best of its knowledge, information and belief, and (ii) it has fully complied with the State Minority Business Enterprise law, State Finance and Procurement Article §14-308(a)(2), Annotated Code of Maryland which provides that, except as otherwise provided by law, a Contractor may not identify a certified MBE in a Bid/Proposal and:

- (1) fail to request, receive, or otherwise obtain authorization from the MBE to identify the MBE in its Bid/Proposal;
(2) fail to notify the MBE before execution of the Contract of its inclusion of the Bid/Proposal;
(3) fail to use the MBE in the performance of the Contract; or
(4) pay the MBE solely for the use of its name in the Bid/Proposal.

**SECTION B – Prime Contractor**

Signature of Representative:

*Matthew B. Dubnansky*

Printed Name and Title:

Matthew B. Dubnansky, CPA, CGMA, Partner

Prime Firm's Name: WithumSmith+Brown, PC

Federal Identification Number: 22-2027092

Street Address, City, State, Zip Code:

506 Carnegie Center, Suite 400

Princeton, NJ 08540

Phone: 609-520-1188

Date: October 16, 2023

**SECTION C – Certified MBE Subcontractor**

Signature of Representative:

*Pamela W. Gray*

Printed Name and Title:

Pamela W. Gray, CPA, MBA, Member

MBE Firm's Name: SB & Company, LLC

Federal Identification Number: 20-2153727

Street Address, City, State, Zip Code:

10200 Grand Central Avenue, Suite 250

Owings Mills MD 21117

Phone: 410-584-1406

Date: October 16, 2023

**SECTION D**

*This completed form is due to the Procurement Officer on or before:* \_\_\_\_\_

Solicitation #: \_\_\_\_\_ Solicitation Title: \_\_\_\_\_

Agency/Dept.: \_\_\_\_\_ Procurement Officer: \_\_\_\_\_

Phone: \_\_\_\_\_ Email: \_\_\_\_\_

Street Address, City, State, Zip Code:

\_\_\_\_\_

\_\_\_\_\_



**D-3A**  
**CERTIFIED MBE SUBCONTRACTOR PARTICIPATION CERTIFICATION**

**INSTRUCTIONS:**

**PRIME CONTRACTOR:** After completing SECTIONS A, B, and D, provide this form to *each* certified Minority Business Enterprise subcontractor (MBE) listed on the MBE Participation Schedule (Attachment D-1A) allowing sufficient time for the MBE to respond within the required timeframe.

**CERTIFIED MBE SUBCONTRACTOR:** Complete SECTION C to acknowledge and certify the information in SECTION A. Return the completed form directly to the Procurement Officer identified in SECTION D within 10 days after notice from the Prime Contractor of the State's intent to award the Contract. Provide a copy to the Prime Contractor.

***IF THIS FORM IS NOT RETURNED WITHIN THE REQUIRED TIME, THE PROCUREMENT OFFICER MAY DETERMINE THAT THE PRIME CONTRACTOR IS NOT RESPONSIBLE AND THEREFORE NOT ELIGIBLE FOR CONTRACT AWARD.***

**SECTION A**

Provided that (Prime Contractor) WithumSmith + Brown, PC (Withum) is awarded the State contract in conjunction with Solicitation Number F10B6400003, (Prime Contractor) WithumSmith + Brown, PC (Withum) intends to enter into a subcontract with (Certified MBE Subcontractor) Premier Group Services with MDOT Certification Number 11-597 committing to participation by (Certified MBE Subcontractor) Premier Group Services of at least \$ \_\_\_\_\_ which equals 0 % of the Total Contract Value for the following products/services:

NAICS CODE	WORK ITEM, SPECIFICATION NUMBER, LINE ITEMS OR WORK CATEGORIES (IF APPLICABLE)	DESCRIPTION OF SPECIFIC PRODUCTS AND/OR SERVICES
541211		Offices of Certified Public Accountants

The Contractor and certified MBE each acknowledge that, for purposes of determining the accuracy of the information provided herein, the Procurement Officer may request additional information, including, without limitation, copies of the subcontract agreements and quotes. The Contractor and certified MBE each solemnly affirms under the penalties of perjury that: (i) the information provided in this Certified MBE Subcontractor Participation Certification is true to the best of its knowledge, information and belief, and (ii) it has fully complied with the State Minority Business Enterprise law, State Finance and Procurement Article §14-308(a)(2), Annotated Code of Maryland which provides that, except as otherwise provided by law, a Contractor may not identify a certified MBE in a Bid/Proposal and:

- (1) fail to request, receive, or otherwise obtain authorization from the MBE to identify the MBE in its Bid/Proposal;
- (2) fail to notify the MBE before execution of the Contract of its inclusion of the Bid/Proposal;
- (3) fail to use the MBE in the performance of the Contract; or
- (4) pay the MBE solely for the use of its name in the Bid/Proposal.



**SECTION B – Prime Contractor**

Signature: Matthew B. Dubnansky

Printed Name and Title: Matthew B. Dubnansky, CPA, CGMA

Prime Firm's Name: WithumSmith+Brown, PC

Federal Identification Number: 22-2027092

Street Address, City, State, Zip Code: 506 Carnegie Center, Suite 400  
Princeton, NJ 08540

Phone: 609-520-1188

Date: October 16, 2023

**SECTION C – Certified MBE Subcontractor**

Signature of Representative: [Signature]

Printed Name and Title: Joye Sistrunk President

MBE Firm's Name: Premier Group

Federal Identification Number: 20-1099200

Street Address, City, State, Zip Code: 7404 Executive Pl Ste 325  
Barham, Md. 20706

Phone: 301-577-6444

Date: 10/13/23

**SECTION D**

**This completion form is due to the Procurement Officer on or before:** \_\_\_\_\_

Solicitation: \_\_\_\_\_ Solicitation Title: \_\_\_\_\_

Agency/Dept: \_\_\_\_\_ Procurement Officer: \_\_\_\_\_

Phone: \_\_\_\_\_ Email: \_\_\_\_\_

Street Address, City, State, Zip Code: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_