

CITY OF PASADENA, DEPARTMENT OF FINANCE, PURCHASING DIVISION CONFLICT OF INTEREST

DISCLOSURE AND CERTIFICATION REGARDING CONFLICT OF INTEREST

The City of Pasadena strives to provide full and open competition that is free of real or perceived unfair competitive advantage or conflict of interest. This document is intended to provide guidance on when a conflict of interest may exist, and how Proposers may propose to mitigate conflicts to contract with the City. In this document, "Proposer" means the person(s) or entity submitting a bid or proposal to any solicitation, any subcontractors, and all related entities including parent companies, subsidiaries, and companies owned, controlled, or owned and controlled by the same or closely related people.

When does a conflict of interest exist?

An organizational conflict of interest occurs when any of the following circumstances arise:

- a. Lack of Impartiality or Impaired Objectivity. When the Proposer is unable, or potentially unable, to provide impartial or objective assistance or advice due to other activities, relationships, contracts, or circumstances.
- b. Unequal Access to Information. The Proposer has an unfair competitive advantage through obtaining access to nonpublic information during the performance of an earlier contract.
- c. Biased Ground Rules. During the conduct of an earlier procurement, the Proposer has established the ground rules for a future procurement by developing specifications, evaluation factors, or similar documents.

Conflicts of interest may exist at an organizational level, and at a personal level. Conflicts of interest may be "actual," meaning they currently exist, or they may be "perceived," meaning a reasonable person with all the material facts believes there appears to be a conflict, whether or not the organizations or individuals involved are in relationships that actually create or experience bias or unfair advantage. Actual, potential, and perceived conflicts of interest are collectively referred to as "conflicts of interest" in this document.

Please note that the information provided serves as a guide only, and a conflict may arise in other situations not described in this document.

For federally funded procurements, please see: 49 C.F.R. 19.43; 2 C.F.R. 200.319(b)(5).

Disclosure of Conflict of Interest

A Proposer shall either: (1) disclose all conflicts of interest and propose a plan to mitigate the conflicts to successfully perform work for the City; or (2) certify that the Proposer is unaware of any facts or circumstances which would give rise to a conflict of interest in performing work under this solicitation. A disclosure will not automatically disqualify the Proposer from being awarded a contract.

Failure to disclose

If, in the City's sole discretion, a conflict is discovered after award or execution of a contract, the City may cancel the contract. In the event the Proposer was aware of a conflict of interest prior to the award of the contract and did not disclose the conflict to the City, the City, in its sole discretion, may terminate the contract for default whether the conflict can be mitigated or not.

Instructions for Preparation of Disclosure and Certification Regarding Conflict of Interest form

The Proposer must determine if a conflict of interest exists. Proposers and their subcontractors or subconsultants must complete and submit a Disclosure and Certification Regarding Conflict of Interest form as part of the bid or proposal (see following page), including forms for all proposed first-tier subcontractors. If the Proposer determines that a conflict of interest exists, it must provide a Mitigation Plan to the City for approval. Proposers may disclose a potential conflict of interest at any time by submitting the Disclosure of Conflict of Interest form to the RFP Administrator named in the solicitation package. The City, in its sole discretion, will make the final determination as to whether a conflict of interest exists and whether the Proposer's Mitigation Plan is sufficient.

Disclosure and Certification Regarding Conflict of Interest

1. Certification. The Proposer hereby acknowledges that it has read the Conflict of Interest Guidelines included in the solicitation and has, to the best of its knowledge and belief:

(Choose One)

____ Determined that there are no relevant facts or circumstances which could give rise to conflicts of interest. (Proposer may provide an explanation or any supporting documentation).

OR

____ Determined that one or more conflicts of interest exists. (Proposer must provide a Mitigation Plan).

2. Flow-Down. The Proposer must include a signed copy of this certification form for each of its subcontractors and subconsultants with the terms "contract," "Proposer," and "City" modified appropriately to preserve the City's rights. The Proposer must submit all subcontractor/subconsultant forms to the City with its proposal.

3. Continuing Obligations. The Proposer has a continuing obligation to the City to disclose conflicts of interest to the City during the solicitation phase or, if awarded a contract, throughout the duration of the contract. During the solicitation, the Disclosure and Certification Regarding Conflict of Interest Form(s) and any related mitigation plan(s) must be submitted to the RFP Administrator. After the City issues a Notice to Proceed, all documents must be submitted to the Contract Manager.

By signing below, the Proposer certifies that the information contained in this form is accurate to the best of its knowledge, and that the Proposer agrees to comply with the requirements herein. The Proposer has a continuing obligation to the City to disclose conflicts of interest to the City during the solicitation phase or, if awarded a contract, throughout the duration of the contract.

PROPOSER NAME (PLEASE PRINT)

PROPOSER'S OFFICIAL TITLE (PLEASE PRINT)

PROPOSER'S SIGNATURE

DATE