

CONFLICT OF INTEREST (COI) DISCLOSURE FORM

Firms under Contract or proposing to enter into a Contract with Agency must make disclosures required by law and as required by this form. Governing standards include but are not limited to the following State and Federal laws:

<u>*State Laws</u>	<u>*Federal Laws</u>
<ul style="list-style-type: none">• ORS Chapter 244• ORS 279C.307• OAR 137-048-0130• OAR 199 Division 5	<ul style="list-style-type: none">• 23CFR Part 636.116• 40CFR Part 1506.5(c)

*Some areas of the above laws include COI concepts that apply to design-build or other procurement types; however, Agency adopts those COI concepts and requires disclosures herein.

A Firm shall assure that any COI Disclosure Form it submits includes any information required to be disclosed by its Subcontractors and other Associates, on behalf of the Firm. A Firm may submit either the Subcontractors' separate COI Disclosure Forms or incorporate Subcontractor information into its own COI Disclosure Form.

See PART IV for Definitions applicable to this COI Disclosure Form.

This COI Disclosure Form is submitted in response to (check only one):

- Agency RFP# _____ [or] ITB# _____
- Contract # _____
- Price Agreement # _____ WOC# _____ [or] PO# _____
- Changes to COI Disclosure Form previously submitted for (RFP # _____, ITB # _____, Price Agreement # _____, WOC # _____, Contract # _____)

PART I - Certification

This COI Disclosure Form must be signed in ink by a principal of the Firm to certify that it is correct. My signature certifies that I am authorized to sign this COI Disclosure Form as a principal of the Firm and as disclosed on or attached to the present form:

- (a) the Firm's disclosures are complete, accurate, not misleading and do not omit any material information.
- (b) the Firm has provided the COI Disclosure Form to all Associates and Subcontractors (if any) and the present form includes or has attached any required COI disclosures from those sources.

Complete Legal Name of Firm: _____

Address: _____

Telephone: _____

Fax No: _____

Signature: _____ **Date:** _____

PART II - COI Disclosure Questions

Answer all questions "Yes", "No" or "N/A" (if uncertain answer "Yes.") in Part II. If the answer to any of the questions is "Yes," then use the applicable "Comments" fields to:

- (a) furnish all relevant facts that are necessary to make the response complete, accurate, and not misleading; and
- (b) identify any actions that must be taken to avoid, neutralize, or mitigate such conflict of interest (e.g. communications barriers, restraint or restriction upon future contracting activities, or other precaution)

1. a) Is any Associate of the Firm a former employee of Agency within the last year? **No** **Yes**
b) Is any Associate of the Firm a Relative or Member of the Household of a current Agency employee that had or will have any involvement with this Procurement or Contract Authorization? **No** **Yes**
If the answer to either of the above questions is "Yes", complete Part III - Relatives and Former Agency Employees -Roles and Signatures table (section A and/or section B, as applicable).
2. Does the Firm or any Associate of the Firm have an Actual, Apparent or Potential Conflict Of Interest ("Individual" or "Organizational") with regard to any known member of an Agency procurement evaluation or selection team?
No **Yes** **Comments:**
3. Did the Firm or any Associate of the Firm conduct prior work on the Project described in the Procurement, or participate in preparing any part of the Procurement or any documents or reports related to the Procurement or to which the Procurement refers? **No** **Yes** **Comments:**
4. Does the Firm or any Associate of the Firm have any past, present or currently planned personal or financial interests which are an Actual, Apparent or Potential Conflict of Interest ("Individual" or "Organizational"), with respect to the Procurement or award of this Contract or performing the work for Agency? **No** **Yes**
Comments:
5. Has the Firm or an Associate of the Firm offered to a Public Official, or is the Firm aware of any Public Official that has solicited or received, directly or indirectly, any pledge or promise of employment or other benefit based on the understanding that the Public Official's vote, official action or judgment would be influenced thereby?
No **Yes** **Comments:**
6. Has (or will) the Firm or an Associate of the Firm provided a direct beneficial financial interest to any person within two years after the person ceased to hold a position as a Public Official who was involved in the Procurement or Authorization for the Contract, or is the Firm aware of any such person or Public Official who has or will receive a direct beneficial financial interest within the two year period?
No **Yes** **Comments:**
7. Is the Firm aware of any current or former Public Official that has an Actual, Apparent or Potential Conflict Of Interest with respect to the Procurement or award of this Contract or performing the work for Agency?
No **Yes** **Comments:**
8. Does the prospective Contract/WOC include development of an Environmental Assessment (EA) or Environmental Impact Statement (EIS)? **No** **Yes**
If yes, in accordance with the disclosure statement requirements of Council on Environmental Quality Regulation, 40 C.F.R 1506.5(c), does the Firm have any financial or other interest in the outcome of this Project; and/or does the Firm have any agreement, enforceable promise, or guarantee to provide any future work on this Project? **No** **Yes** **Comments:**
9. Have Subcontractors or other Associates furnished COI Disclosure Forms, separate from the present form, which included conflicts or potential conflicts of interest? (If yes, attach the disclosures.)
No **Yes** **N/A** **Comments:**
10. If the prospective Contract/WOC includes personal services for the purpose of administering, managing, monitoring, inspecting, evaluating compliance with or otherwise overseeing a public contract, is the Firm or an Associate or an Affiliate of the Firm a party to the subject public contract?
No **Yes** **N/A** **Comments:**
11. Has the Firm or any Associate of the Firm entered into personal services contract(s) with Agency for the purpose of advising or assisting in developing specifications, a scope or statement of work, an invitation to bid, a request for proposals or other solicitation documents and materials related to this procurement?
No **Yes** **Comments:**

PART III - Relatives and Former Agency Employees - Roles and Signatures

For each employee of the Firm that was employed by Agency within the last year, state in section A the job the employee performed for Agency, the role the employee now serves for the Firm and the date the employee left Agency. Use section B for Firm Associates with Relatives or Members of the Household working for Agency that had or will have involvement with this Procurement or Contract.

A: Employees that left Agency in the last year.			
Employee Name/Signature	Job Performed for Agency	Current Role with Firm	Date left Agency
Name: _____ Sign: _____ <ul style="list-style-type: none"> Involved with this Procurement on behalf of Agency? No <input type="checkbox"/> Yes <input type="checkbox"/> Involved with Proposal development for this Procurement? No <input type="checkbox"/> Yes <input type="checkbox"/> 			
Name: _____ Sign: _____ <ul style="list-style-type: none"> Involved with this Procurement on behalf of Agency? No <input type="checkbox"/> Yes <input type="checkbox"/> Involved with Proposal development for this Procurement? No <input type="checkbox"/> Yes <input type="checkbox"/> 			
Name: _____ Sign: _____ <ul style="list-style-type: none"> Involved with this Procurement on behalf of Agency? No <input type="checkbox"/> Yes <input type="checkbox"/> Involved with Proposal development for this Procurement? No <input type="checkbox"/> Yes <input type="checkbox"/> 			
B: Identify Associates of the Firm that are Relatives or Members of the Household of Agency employees currently working for Agency, if the Agency employee had or will have any involvement with this Procurement or Contract.			
Firm Associate's Name	Name and Relationship of Relative or Member of Household Employed at Agency	Role at Agency	Agency employee's Role with this Procurement

(Make copies of this form as needed to list additional employees.)

PART IV - Definitions applicable to this COI Disclosure Form

“Actual Conflict Of Interest” means that an individual or Firm is unable to render impartial assistance or advice to Agency, has impaired objectivity in performing the Project work, or has an unfair competitive advantage. For purposes of ORS Chapter 244, and as defined in ORS 244.020(1), “Actual Conflict of Interest” means any action or any decision or recommendation by a person acting in a capacity as a public official, the effect of which *would be* to the private pecuniary benefit or detriment of the person or the person’s relative or any business with which the person or a relative of the person is associated unless the

pecuniary benefit or detriment arises out of the circumstances described in the ORS Chapter 244 definition for “Potential Conflict of Interest” (see definition below).

“Affiliate” (of the Firm) means a person or entity that, directly or indirectly through one or more intermediaries, controls, is controlled by or is under common control of the Firm.

“Agency” means the city or county conducting the procurement for which this COI Disclosure Form is required.

“Apparent Conflict Of Interest” means that an individual or Firm may reasonably be perceived to have an Actual Conflict of Interest or a Potential Conflict Of Interest.

“Associate” (of the Firm) means an employee, executive, director, key project personnel, consultant, contractor or Subcontractor, or any immediate family member of the foregoing.

“Authorization” (of the Contract). A public contract is authorized by a Public Official if the Public Official performed a significant role in the selection of a Firm or the execution of the Contract. A *significant role includes* recommending approval or signing of the Contract, including serving as a reference, recommending selection or serving on a selection committee or team, or having the final authorizing authority for the Contract.

“Bidder” means a legally operating business entity submitting a bid in response to a Procurement.

“Conflict Of Interest” or **“COI”** means an Individual Conflict Of Interest or Organizational Conflict Of Interest and includes an Actual, Potential, or Apparent Conflict Of Interest.

“COI Disclosure Form” means a manually signed disclosure of any Actual Conflict Of Interest, Apparent Conflict Of Interest or Potential Conflict Of Interest documented in the form of Agency’s COI Disclosure Form.

“Contract” means an Agreement to Agree (ATA), Price Agreement (PA), Work Order Contract (WOC), Purchase Order (PO), or any other contract with Agency.

“Firm” means a Proposer or Bidder under a Procurement, a consultant or contractor under a Contract, or a Subcontractor at any tier of a Proposer, consultant, or contractor. A Firm includes all persons, individual or corporate, without regard to form of legal entity.

“Member of the Household” (of the Public Official) means any person who resides with the Public Official.

“Individual Conflict Of Interest” means that an individual has a conflict of interest because of a financial interest, gift, or other activities or relationships with other persons including but not limited to individuals with whom the individual has business, familial or household relationships.

“Interest” (in the context of a conflict of interest) means a direct or indirect interest and includes a personal as well as financial interest.

“Low-Level Document” means A&E, non-A&E and IT program or Project related documents which provide a basic understanding of a specific aspect of the program or Project. As referred to in 23CFR 636.116 with regard to A&E and related services, “the role of the consultant or subconsultant was limited to provision of preliminary design, reports, or similar “low-level” documents that will be incorporated into the RFP, and did not include assistance in development of instructions to offerors or evaluation criteria”.

“Organizational Conflict Of Interest” means that a relationship or situation exists whereby a Firm or any of its Associates has past, present, or currently planned interests or activities that either directly or indirectly (through a client, contractual, financial, organizational or other relationship) may relate to the work to be performed under the proposed Contract with Agency and which (a) diminish the Firm’s or an Associate’s capacity to give impartial, technically sound, objective assistance or advice, (b) may impair the Firm’s or an Associate’s objectivity in performing the Contract, (c) may impair Agency’s objectivity in oversight of the Contractor’s performance, or (d) may result in an unfair competitive advantage. It does not include the normal flow of benefits from the performance of the Contract.

“Potential Conflict Of Interest” means that an individual or Firm, as a result of current plans, may reasonably be expected to have an actual conflict of interest. For purposes of ORS Chapter 244, and as defined in ORS 244.020(11), “Potential Conflict of Interest” means any action or any decision or recommendation by a person acting in a capacity as a public official, the effect of which *could be* to the private pecuniary benefit or detriment of the person or the person’s relative, or a business with which the person or the person’s relative is associated, unless the pecuniary benefit or detriment arises out of the following: (a) an interest or membership in a particular business, industry, occupation or other class required by law as a prerequisite to the holding by the person of the office or position.; (b) any action in the person’s official capacity which would affect, to the same degree, a class consisting of all inhabitants of the state or a smaller class consisting of an industry, occupation or other group including one of which or in which the person, or the person’s relative or business with which the person or the person’s relative is associated, is a member or is engaged; or (c) membership in or membership on the board of directors of a nonprofit corporation that is tax-exempt under section 501(c) of the Internal Revenue Code.

“Public Disclosure” means the work product or service (in connection with the preparation of a Procurement) is available for public review and analysis for a reasonable amount of time, typically at least thirty (30) calendar days.

“Public Official” means any person who is serving the State of Oregon or any of its political subdivisions or any other public body as defined in ORS 174.109 as an elected official, appointed official, employee, agent or otherwise, irrespective of whether the person is compensated for the services. (All Agency employees are Public Officials.)

“Relative” (of a Public Official) means:

- the Public Official’s spouse or domestic partner;
- the children, siblings, spouses of siblings or parents of the Public Official or the Public Official’s spouse; or
- any individual for whom the Public Official has a legal support obligation or for whom the Public Official provides benefits arising from the Public Official’s public employment or from whom the Public Official receives benefits arising from that individual’s employment.

“Subcontractor” means a subcontractor or subconsultant at any tier.

“Transportation Project” or **“Project”** means any proposed or existing undertaking pertaining to highways, bridges, motor carriers, motor vehicles, public transit, rail, transportation safety, information systems, and such other programs related to transportation that are assigned to Agency under applicable law.