



CONFLICT OF INTEREST DISCLOSURE AND REPRESENTATION SP-20 REV. 0 MARCH 14, 2011

It is Buyer's policy to avoid situations, which place a Subcontractor in a position wherein it may not be able to compete on an equal basis for Buyer-controlled work with other qualified Subcontractors. This representation, and the information disclosed thereby, will serve to advise Buyer whether or not a Subcontractor's judgment may be biased because of any past, present, or currently planned interest, financial or otherwise, the Subcontractor may have which relates to the work to be performed under a Subcontract which may result from this solicitation, thus providing the Subcontractor an unfair competitive advantage over others. The term "Subcontractor" herein means the proposing entity or any of its affiliates or proposed consultants or Subcontractors of any tier. Therefore:

1. Subcontractor shall provide Buyer a statement which describes in a concise manner, all relevant facts concerning any past, present, or currently planned interest (financial, contractual, organizational, or otherwise) relating to the work described in the statement of work of this solicitation. Subcontractor may also provide relevant facts that show how its organizational structure and/or management systems limit its knowledge of affiliates or other divisions or sections of the proposing entity and how that structure or system would avoid or mitigate an organizational conflict of interest. [See Federal Acquisitions Regulation (FAR) Subpart 9.5 for additional information.]
2. Subcontractor shall assure that any consultants and/or lower-tier Subcontractors identified are in its proposal which will perform part or all of any resulting Subcontract submit the same information as required by section (1) above, either as part of the Subcontractor's proposal or directly to Buyer, prior to the time and date set forth for the receipt of proposals, including identification of the solicitation and the (Subcontractor's) proposal to which it relates.
3. Subcontractor shall assure that each of its chief officers or directors, if any, who will be directly involved in the actual performance of the Subcontract, submit such information.
4. Subcontractor shall promptly provide to the Buyer information concerning any changes, including additions, in its relevant facts reported under section (1) above, that occur between the time of submission of its proposal and the award of a Subcontract or the time the Subcontractor is notified that it is no longer being considered for an award.
5. If the Subcontractor has submitted a Securities and Exchange Commission Form 10k to that agency, it shall include a copy of the form and a list of all attachments as part of its business management proposal - or cost proposal

Buyer will review the information submitted and may require additional relevant information or certifications from the Subcontractor. All such information, and any other relevant information known to Buyer, will be used to determine whether an award to the Subcontractor may create an organizational conflict of interest with respect to the Subcontractor's (1) being able to render impartial, technically sound, and objective assistance or advice, or (2) being given an unfair competitive advantage. If Buyer determines a conflict exists which would require some action to mitigate an actual or potential conflict of interest that would otherwise represent an unacceptable risk to Buyer, it may, at its sole discretion: (1) impose appropriate terms or conditions necessary to avoid or mitigate the conflict, (2) disqualify the offer, or (3) proceed with an award despite the conflict.



Subcontractor refusal to submit the representation and/or to provide the disclosure or any additional information requested by Buyer may result in disqualification of the Subcontractor for an award. Misrepresentation of facts material facts or other reported information may also result in disqualification. If any such misrepresentation is discovered following award, Buyer may terminate the Subcontract for default or seek other remedies including actions pursuant to 18 U.S.C. 1001.

Depending on the nature of the Subcontract activities, Subcontractor may, because of the existence of possible organizational conflicts of interest, propose to exclude specific kinds of work from the statement of work contained in the original solicitation, unless the solicitation specifically prohibits such exclusion. Any proposed exclusion may be considered by Buyer in the evaluation of proposals, but may ultimately determine the proposal to be unacceptable.

No work shall be performed, and Buyer will not authorize work to begin, until representations and disclosure information has been evaluated. Buyer may also, at its option, permit missing representations or disclosure information to be provided by a Subcontractor at any time during the pre-award process.

In lieu of or in addition to the above and/or when requested by the Buyer, Subcontractor shall provide a certification similar to the following:

CONFLICT OF INTEREST DISCLOSURE STATEMENT

I hereby certify that, to the best of my knowledge and belief, no facts exist relevant to any past, present, or currently planned interest or activity (financial, contractual, personal, organizational, or otherwise) that relate to the proposed work; and bear on whether I and the Subcontractor have a possible conflict of interest with respect to (a) being able to render impartial, technically sound, and objective assistance or advice, or (b) being given unfair competitive advantage.

Authorized Subcontractor Representative

Date