

# Intelligence Advanced Research Projects Activity's (IARPA) Approach to Managing Organizational Conflicts of Interest (OCI)

This document provides insight into the definitions, guidance, and implementing details for how the Intelligence Advanced Research Projects Activity (IARPA) is managing Organizational Conflict of Interest (OCI). This guidance is consistent with the acquisition authorities of the National Security Act of 1947, as amended, Federal Acquisition Regulation (FAR) parts 9 and 35, and other Office of the Director of National Intelligence (ODNI) governing instructions and regulations.

## DEFINITIONS

The following definitions provide context to several terms used below in the GUIDELINES section of this document.

1. **Organizational Conflict of Interest (OCI):** OCI means that because of activities or relationships with other persons or organizations, a person is unable or potentially unable to render impartial assistance or advice to the Government, or the person's objectivity in performing the contract work is or might be otherwise impaired, or a person has an unfair competitive advantage.
2. **Organization:** Any entity capable of delivering a product or service to IARPA, pursuant to a contract, grant, or other award / funding instrument. This includes, but is not limited to, sole proprietors, independent contractors, industrial contractors, FFRDCs, UARCs, academic institutions and non-profit organizations.
3. **Performer:** An individual or organization that provides research and development services to IARPA as a result of an IARPA solicitation. Performers may be provisioned via traditional contracts, grants, Other Transactions (OTs), cooperative agreements, or other award or funding instruments. Performers are characterized by, and/or subject to, the following:
  - a. Delivers research products or services to IARPA
  - b. Competitively selected and awarded against IARPA Research Solicitations
  - c. Has a clearly defined statement of work with specific technical engagement and deliverables
  - d. Does NOT receive unfettered access to privileged Government information, facilities, networks, accounts, shared drives, and share point sites leveraged by IARPA
  - e. Does NOT participate in internal government programmatic, financial or acquisition aspects of program
  - f. Does NOT (generally) have access to another organization's Proprietary Information.
4. **Scientific, Engineering and Technical Assistance (SETA):** An individual or organization that provides services to IARPA that are used to augment, or enhance, the technical knowledge/expertise of its staff officers. SETAs may be provisioned via level of effort contracts, or other types of procurement contracts. SETAs are characterized by, and/or subject to, the following:
  - a. Receives unfettered access to privileged Government Information, facilities, networks, accounts, shared drives, sharepoint sites, etc. leveraged by IARPA
  - b. Attends IARPA Staff Meetings and Program Reviews
  - c. Supports IARPA senior staff, front office, research offices and Programs in programmatic, financial or acquisition matters

- d. Has access to proprietary information after signing an appropriate Non-Disclosure Agreement (NDA)
5. Technical Consultant: An individual that provides narrowly focused technical support to IARPA. Technical consultants may be provisioned via existing SETA contracts as subcontractors, or under discrete contract vehicles. Technical Consultants are characterized by, and/or subject to, the following:
  - a. Clearly defined work statement defining specific technical engagement and deliverables, limited to the technical aspects on the matter on which they have been asked to consult
  - b. Does not have unfettered access to privileged Government information, facilities, networks, accounts, shared drives, and Sharepoint sites leveraged by IARPA
  - c. Requires individual Technical Consultant Non-Disclosure Agreement (NDA), and may require additional NDAs in order to have access to program specific proprietary or privileged Government information
  - d. Senior official representing the offering organization (the organization to which the technical consultant belongs) must acknowledge in writing that it is not eligible to compete on the instant program and possibly follow-on programs

## THE GUIDELINES

1. An organization may not simultaneously serve IARPA as both a SETA provider and “Performer”. More specifically, if an organization provides SETA support to IARPA in any capacity (to include support to senior staff, front office, research offices, or programs), the organization is not eligible to compete for work as a “Performer” on any IARPA program or seedling effort. This guideline applies to all organizations providing SETA support to IARPA regardless of their status as either a prime contractor, or subcontractor (at any level/tier).
  - a. An organization must decide whether to be a “SETA”, with access to privileged Government information, or to be a “Performer” and compete for IARPA research opportunities
  - b. An organization may change its role from “SETA” to “Performer” (and vice versa) over time, but the Government may impose restrictions on the “back and forth” to adhere to the principle of ensuring a fair competitive process
2. An organization with an employee serving in a “technical consultant” role on a specific program cannot compete for work as a “Performer” on that program (and possibly on follow-on programs tied to the particular matter for which they are providing consultation services); however, the organization may be eligible to perform on other IARPA programs subject to a determination that its employee’s performance as a technical consultant did not give it access to government or proprietary information that would give it an unfair competitive advantage with respect to the IARPA program in which it seeks to compete. This determination must be sought through an Organizational Conflict of Interest (OCI) waiver request, submitted in accordance with the requirements set forth in paragraph 3 below.
3. Federally Funded Research and Development Centers (FFRDCs) and University Affiliated Research Centers (UARCs) have unique access, as trusted Government agents, beyond that typically afforded to commercial and academic organizations. This unique access exposes FFRDC and UARC personnel to Government-sensitive and/or supplier-proprietary data, as well as to Government employees, installations, equipment, and real property. As a result, FFRDCs and UARCs are precluded from competing with the private sector under an IARPA solicitation. IARPA may award contracts to FFRDCs and UARCs if the work is 1) not otherwise available

from the private sector, and 2) aligned with the FFRDC /UARC mission as chartered by their sponsoring agency.

4. Other Government agencies may not compete with the private sector for funding under an IARPA solicitation. However, other Government agencies may be funded directly by IARPA to conduct work that is considered important to IARPA's mission if that work is not otherwise available from the private sector.
5. Individuals who are currently employed by an FFRDC or UARC are prohibited from proposing or serving as members of a proposal team to an IARPA solicitation.
6. Individuals who in the 12 month period prior to the issue date of an IARPA solicitation have had access to IARPA-sensitive and/or privileged Government information; or have had access through an FFRDC/UARC or the Federal Government to information not available to the private sector (e.g., as a consultant to an FFRDC/UARC or as a former FFRDC/UARC employee), may be eligible to compete as part of a proposal team on the solicitation if their access did not include proprietary data of a potential competitor that is related to the focus area of the solicitation. However, their ability to compete is subject to an approved OCI waiver request as described below in Paragraph 3.
7. The Government reserves the right to grant exceptions to these guidelines in unique circumstances, but any exception will be (1) on a case by case basis, (2) will comply with the principle of a fair competitive process, and (3) will be in the best interest of the Government. Such exceptions will be subject to a stringent review process and will not be routinely granted.

## IMPLEMENTATION

1. IARPA incorporates an OCI clause in all of its solicitations. This clause embodies the principles set forth above and requires offerors to either:
  - a. Certify that neither they, nor any of their subcontractor teammates, have any potential conflicts of interest, real or perceived, or;
  - b. Include in their proposal an approved waiver signed by the IARPA Director, or a copy of their waiver request if a formal determination on their waiver request has not yet been conveyed
2. It is incumbent on an offeror that is submitting a waiver request to fully document any real or perceived potential OCI situation, and to make a clear and cogent argument explaining why they believe that the waiver should be granted. At a minimum, this waiver request should:
  - a. Fully disclose all facts relevant to the existence of the potential conflict of interest
  - b. Explain in detail how the OCI has been or can be mitigated, neutralized or avoided
  - c. Identify any relevant contract numbers under which the potentially conflicting activity is being or has been performed
3. Waiver requests must be submitted through the prime contractor, regardless of whether the waiver request addresses a potential OCI for the prime or one of its subcontractors.
4. It is expected that an offeror's initial waiver request will address the above requirements and any other requirements that may be set forth in a particular IARPA solicitation. Offerors are cautioned that the waiver request determination by the Government may be based solely on their

initial submission. Failure of an offeror to reasonably address waiver requirements in their initial submission may result in summary denial of the request.

5. It is strongly recommended that waiver requests be submitted as soon as possible after release of a BAA before significant time and effort are expended in preparing a proposal. If, in the sole opinion of the Government, after full consideration of the circumstances, the conflict situation cannot be resolved, the request for waiver will be denied, and any proposal submitted by the offeror, that includes the conflicted entity, will be withdrawn from consideration for award.