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| **ATTACHMENT J.x**  **CONTRACTOR BUSINESS ETHICS, CONFLICT OF INTEREST**  **AND COMPLIANCE PROGRAM REQUIREMENTS**  **(OCT 2015)** | | |
| (**Offeror/Contractor** – In accorandance with Solicitation/Contract Section H.1, please include all of the following information contained herein (A. through E., plus the Certification) with your proposal submission and during contract performance, as required. Because all of the information to be submitted cannot be contained within this form, a Table of Contents shall be provided with your submission. Please ensure that you follow this outline format in your submission, and include the appropriate section (A. through E. and Certification) and page numbers for ease of reference. | | |
| **NAME OF OFFEROR/CONTRACTOR/SUBCONTRACTOR:** | | **DATE SUBMITTED:** |
| **SUBMISSION TYPE:**  Initial Submission Revised Submission | | |
| **SOLICITATION #:** | **CONTRACT #:** | |
| **Contractor Business Ethics, Conflict of Interest and Compliance Program Requirements**: FAR 3.10 and FAR 52.203-13, Contractor Code of Business Ethics and Conduct, identify “…policies and procedures for establishment of contractor codes of business ethics and conduct, and display of agency Office of Inspector General hotline posters.” The following chart is provided to clarify FAR requirements under this contract: | | |
| |  |  |  |  |  | | --- | --- | --- | --- | --- | | **FAR 52.203-13 Requirements Applicability**  **(X = Applicable)** | **Contracts with a total value < $5 Million** | **Small Businesses OR Commercial Item**  **Contracts with a**  **total value**  **> $5 Million**  **(See FAR 2.101 for Definition of Commercial Item)** | | **Large Businesses Contracts**  **(Excludes contracts for Commercial Items)**  **with a total value**  **> $5 Million** | | **COI DISCLOSURES** | X | X | | X | | **PLAN FOR MONITORING/**  **REPORTING CONFLICTS OF INTEREST (Includes Personal Conflict of Interests (PCI)).** Large Businesses shall incorporate COI/PCI Monitoring/Reporting as part of its Compliance Program. | X | X | | X | | **CODE OF CONDUCT** | Not Required | X | | X | | **COMPLIANCE PROGRAM** | Not Required | Not Required | | X | |  |  |  |  | | | | | |
| 1. **DESCRIPTION OF CORPORATE AND ORGANIZATIONAL STRUCTURE:**   Offerors/Contractors shall provide:   1. High level organizational charts that show the complete corporate organizational structure of the Offeror/Contractor, to include parent and affiliated organizations, as applicable; 2. Internal organization chart of the entity performing the work; and, 3. Narrative explanation of structure/ownership. | | |
| **B. DESCRIPTION OF ALL ACTUAL, POTENTIAL, AND/OR APPARENT COIs AND FINANCIAL INTERESTS/RELATIONSHIPS:**  Offerors/Contractors shall provide the following:   1. **COI COMPLIANCE PROCESS:** Describe the COI oversight process including, but not limited to, how the contractor identifies and resolves COIs (See Section H.1). 2. **DISCLOSURE OF CONTRACTS THAT COULD POSE AN ACTUAL, POTENTIAL, AND/OR APPARENT COI:**  Disclose all current/active and known future *non-foreign* contracts that could give rise to an actual, potential, and/or apparent COI, for itself, its parent(s) and affiliate(s), including potential subcontracts, using the table below:  |  |  |  |  |  |  |  |  |  | | --- | --- | --- | --- | --- | --- | --- | --- | --- | | **Prime Contractor or Subcontractor other Relationship?** | **Name of Customer with which you are under contract.** | **Contract #** | **Period of Performance** | **Total Contract Value** | **Description of Supplies/**  **Services** | **\*COI**  **UA, BG and/or IO**  **(See below)** | **\*COI Actual,**  **Potential or**  **Apparent** | **Explanation:**  **See #4 below** | |  |  |  |  |  |  |  |  |  | |  |  |  |  |  |  |  |  |  |   \* Describe whether any disclosed COI is an   * Actual, * Potential, and/or * Apparent COI,   and whether the Actual, Potential or Apparent conflict is either:   * UA – Unequal Access, * BG – Biased Ground Rules, or * IO – Impaired Objectivity.   (See Solicitation/Contract Section H.1 for definition of COI and explanation of UA, BG, IO)   1. **FINANCIAL INTERESTS/RELATIONSHIPS**: As defined in Section H.1, any organizational Financial Interests/Relationships that cause an actual, potential, and/or apparent UA, BG and/or IOconflict of interest shall be disclosed in sufficient detail for the Government’s independent analysis.  |  |  |  |  | | --- | --- | --- | --- | | **Name of entity with which you have a Financial Interest / Relationship.** | **Description of Financial Interest or Relationship** | **\*COI (Yes/No)**  **UA, BG and/or IO** | **Explanation:**  **If answer is “No,” please provide explanation why it’s not a conflict. If yes, see # 4 below.** |   \* Asterisk information in B.2 above also applies to B.3.   1. **CONFLICT OF INTEREST MITIGATION (See Solicitation/Contract Section H.1.b for definition of “Mitigation”):** For each actual, potential, and/or apparent UA, BG and/or IOconflicts of interest identified in B.2. or B.3. above, provide a proposed mitigation plan for Contracting Officer consideration, which will be incorporated into the contract if accepted. The mitigation plan shall include the following, at a minimum: 2. Description of the COI including whether it is actual, potential or apparent; 3. Rationale for identification of one (1) or more of the three (3) types of COIs (UA, BG and/or IO); 4. Mitigation strategy for COI; 5. Time frames for resolving the COI; 6. Plan for monitoring COIs; and, 7. Plan for independent audit of COI mitigation (See H.1.e for audit requirements). | | |
| **C. PERSONAL CONFLICTS OF INTEREST (PCI) - See Solicitation/Contract Section H.1.b for definition**   1. **PCI DISCLOSURES & ANALYSIS**: PCI Financial Disclosure information shall be obtained from individuals in accordance with Solicitation/Contract H.1.d.2. The Offeror/Contractor shall ensure that the organization’s Compliance Officer has analyzed each PCI Financial Disclosure to determine whether actual, potential, and/or apparent PCIs exist.    * **Attachment J.y**: Provided at Solicitation/Contract Attachment J.y. is a Contractor PCI Financial Disclosure Template (Template), to assist in gathering information from respondents. The Template also includes a section for the Compliance Officer to analyze disclosed PCI information.      + Offerors/Contractors are not required to use the Template, but are required to gather the same information contained in the Template from employees.      + ***Neither the completed Templates nor information gathered, shall be submitted/disclosed to the Government***. 2. **Mitigation Plan**: Any required PCI mitigation strategies shall be disclosed with the required COI Mitigation Plan described in B.4 above. | | |
| **D. SUBCONTRACTORS:**   1. **PRE-AWARD DISCLOSURE INFORMATION:** The Prime Contractor/Offeror shall obtain from all of its proposed subcontractors’ “Contractor Business Ethics, Conflict of Interest and Compliance Program Requirements” information identified herein, in the same format as specified in this Attachment J.x for inclusion in the Prime Contractor’s/Offeror’s proposal.   **Proprietary Subcontractor Information Submissions**: Due to proprietary concerns, in some circumstances a Subcontractor may wish to withhold some of the information contained in J.x from the Prime Contractor/Offeror. In these events, the Subcontractors may submit directly to the Government, proprietary information that cannot be disclosed to the Prime Contractor/Offeror. The Subcontractor shall submit the entire COI submission to the Government and a redacted version to the Prime Contractor/Offeror. These circumstances shall be extremely limited.  The Prime Contractor/Offeror shall be responsible for conducting an analysis of each of its Subcontractors’ COI submissions (except for the redacted information that may have been disclosed to the Government) in order to ensure that the Subcontractor can perform services conflict-free. The Prime Contractor/Offeror shall include each of its Subcontractors’ analysis with its proposal.  The Prime Contractor’s/Offeror’s analysis of each Subcontractor’s COI submission shall include:   * Whether the Subcontractor responded to all of the COI submission criteria stated herein; * A determination of whether an actual, potential and/or apparent UA, BG and/or IO COI has been, or must be, mitigated; * An analysis of each Subcontractor’s mitigation strategy; and, * If a COI must be mitigated, a recommendation to the Contracting Officer of the acceptability of the mitigation strategy.  1. **POST-AWARD DISCLOSURE INFORMATION**: Pursuant to H.1, as applicable, the Prime Contractor shall obtain from its Subcontractors the required COI disclosures. The Prime Contractor shall conduct an analysis of each of its Subcontractors’ COI submissions as stated in D.1 above. The Prime Contractor shall include its analysis of each of its Subcontractors with the Prime’s COI submission to CMS. The Prime Contractor does not need to submit the underlying Subcontractor disclosures to CMS, unless the CMS Contracting Officer determines otherwise. | | |
| **E. CONTRACTOR INTEGRITY/MISCONDUCT:**  Offeror/Contractor shall disclose any and all known violations and alleged acts, within the past ten (10) years, related to following for itself, its parent and affiliated companies or subcontractors -   * False Claims Act, * Civil Monetary Penalties, * Criminal investigations and/or indictments, and, * *Qui tam* lawsuits or other administrative misconduct.   The Offeror/Contractor shall also disclose in its submission whether the information contained in [System for Award Management](https://www.sam.gov/portal/SAM/#1) (SAM) and the [Federal Awardee Performance and Integrity Information System](https://www.fapiis.gov/fapiis/index.action) (FAPIIS) is current, accurate and complete. If it is not, all such information required herein, that is not reported in SAM or FAPIIS, shall be disclosed with this submission. | | |

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| **Certification:** I hereby certify that –   1. This Submission is an  Initial filed with our proposal; or a  Post-award Revision. 2. To the best of my knowledge and belief, I represent, by submission of this disclosure, that the Offeror/Contractor has disclosed all relevant information of which the Offeror/Contractor is aware regarding all actual, potential, and/or apparent organizational/personal conflicts of interest; 3. I am authorized to bind this entity and attest that the information submitted herein is true, accurate and complete as of this date; 4. If the contract value is >$5million, the entity has or will put in place –    * Within 30 days of award, a Final Code of Business Ethics and Conduct in accordance with FAR 52.203-13(b), and    * If the organization is a large business, within 90 days of award, a Final Business Ethics Awareness And Compliance Program And Internal Control System (Compliance Program) that meets the criteria set forth in FAR 52.203-13(c); and 5. The requirements for Business Ethics, Conflict Of Interest and Compliance have been, or will be, flowed-down to all Subcontractor contracts/agreements. |

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