

## CERTIFICATION REGARDING ORGANIZATIONAL CONFLICT OF INTEREST

For purposes of this certification, an organizational conflict of interest ("OCI") means that a relationship exists whereby \_\_\_\_\_ ("the Company") has past, present, or potential contracts or financial interests that either directly or indirectly relate to the work to be performed under this Solicitation/task order and which may: (1) diminish its capacity to give impartial, technically sound, objective assistance and advice; or (2) result in it being given an unfair competitive advantage, or biased ground rules (see FTA Circular 4220.1f, VI-5, 2(a)(4)(h)).

The Company warrants that: 1) to the best of its knowledge and belief, there are no relevant facts or circumstances concerning any past, present, or potential contracts or financial interests relating to the work to be performed pursuant to this Solicitation/task order that could give rise to an OCI as defined above, and that any actual, potential or apparent OCI with respect to the work to be performed has been communicated in writing by the Company to WMATA; and 2) it did not have any advance notice of the task that is the subject of any task order or solicitation, or was unaware of the task prior to issuance of the solicitation. The Company agrees that if an actual, potential or apparent OCI arises, the Company will make a full, timely disclosure in writing to WMATA. This disclosure shall include a description of actions that the Company has taken or proposes to take, after consultation with WMATA, to avoid, mitigate, or neutralize the actual or potential conflict.

If the Company was aware of a potential OCI before award or discovered an actual, potential or apparent conflict after award, and did not disclose or misrepresented relevant information to WMATA, WMATA may terminate any contract/task order for cause or default, or pursue such other remedies as may be permitted by law. WMATA may terminate Company's contract/task order for convenience, in whole or in part, if it deems such termination necessary to avoid an OCI.

The term "Company" as used herein means the one submitting this certification to WMATA; the Company's parent organization, if any; and any subsidiary, associate, affiliate or holding corporation or any enterprise or organization with whom it may join hereafter in any manner whatsoever, if that organization or any of its parts seeks to bid upon or perform work for WMATA.

This clause shall be included in any lower-tier subcontract.

Date Received and Agreed to: \_\_\_\_\_

By: \_\_\_\_\_

\_\_\_\_\_  
Type Name and Title