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PROCUREMENT AND CONTRACT PROCESS INTEGRITY AND CONFLICT OF INTEREST GUIDELINES

1. Purpose

- 1.1. The purpose of these Guidelines is to ensure integrity in the Silicon Valley/ Santa Clara DMO, Inc.'s procurement and contract processes, to educate Silicon Valley/Santa Clara DMO, Inc. employees, consultants, uncompensated outside parties, and any person involved in the decision to award a contract about potential Conflicts of Interest, and to establish guidelines for procedural screening of Conflicts of Interest.
- 1.2. The Silicon Valley/Santa Clara DMO, Inc. desires to provide a fair opportunity to participants in competitive processes for the award of Silicon Valley/Santa Clara DMO, Inc. contracts by promulgating integrity and removal of Conflicts of Interest in all competitive solicitations.

2. Definitions

- 2.1. Project Manager. The Project Manager is the Silicon Valley/Santa Clara DMO, Inc. employee or its designated representative by Silicon Valley/Santa Clara DMO, Inc. management to be responsible for this procurement process.
- 2.2. Board of Directors and Officers. "Boards of Directors" means the Chair, Vice-Chair, Treasurer, Directors.
- 2.3. Solicitation. "Solicitation" means, but is not limited to, specification development, preparation, and issuance of requests for proposals, quotes, qualifications or bids, evaluation of responses and submissions, and other evaluations which lead to an award of a Silicon Valley/Santa Clara DMO, Inc. contract.

3. General Provisions

3.1. Communication Protocol

- 3.1.1. Prior to Issuance of Solicitations: Prior to the issuance of Solicitations, contact between prospective respondents and Silicon Valley/Santa Clara DMO, Inc. staff or its designated representative, Board of Directors or consultants is permissible.
- 3.1.2. After Issuance of Solicitations and prior to Submission deadline for Solicitations: After issuance of Solicitations, all contact between prospective respondents and Silicon Valley/Santa Clara DMO, Inc. must be directed to the procurement contact designated in the Solicitation. Silicon Valley/Santa Clara DMO, Inc. staff and consultants will refer all inquiries to the procurement contact. All requests for clarification, objections to the structure, content, or distribution of a Solicitation, or other inquiries must be made in writing. Requests for clarification and/or questions not submitted in the method outlined in Section 8.1 of this Solicitation will not receive responses. The Silicon Valley/Santa Clara DMO, Inc. shall answer to these requests for clarifications, objections, and inquiries in

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writing via addenda to the Solicitation.

3.1.3. After Submission Deadline of Solicitations and prior to Issuance of a Notice of Intended Award: After the submission deadline of Solicitations, all contact regarding the procurement between respondents and the Silicon Valley/Santa Clara DMO, Inc. and participants in the evaluation process, who are not Silicon Valley/Santa Clara DMO, Inc. employees, must be directed to the procurement contact designated in the Solicitation. Silicon Valley/Santa Clara DMO, Inc. staff and consultants will refer all inquiries to the procurement contact.

3.1.4. After Issuance of a Notice of Intended Award: The Silicon Valley/Santa Clara DMO, Inc. will issue a notice of intended award to all respondents including the basis for selection and instructions for filing a protest. All respondents shall follow the procedures for protest as indicated in the Solicitation document. During the protest period, Silicon Valley/Santa Clara DMO, Inc. staff and consultants will refer all inquiries to the protest hearing officer identified in the Solicitation document.

3.1.5. After Completion of Protest Period: After completion of the protest period contact between prospective respondents and Silicon Valley/Santa Clara DMO, Inc. staff or consultants is permissible.

4. Respondent's Code of Conduct

4.1. By submitting a response to a Silicon Valley/Santa Clara DMO, Inc. Solicitation, respondents are individually and solely responsible for ensuring compliance with these Guidelines on behalf of the respondent's employees, agents, consultants, lobbyists, or other parties or individuals engaged for purposes of developing or supporting a response. In addition to adhering to these Guidelines, respondents may not collude, directly or indirectly among themselves in regard to the amount, terms, or conditions of a Solicitation; influence any City/ Silicon Valley/Santa Clara DMO, Inc. staff member or evaluation team member throughout the solicitation process, including the development of specifications, and submit incorrect information in the response to a Solicitation or misrepresent or fail to disclose material facts during the evaluation process. Any evidence that indicates that a respondent has failed to adhere with any section of these Guidelines may result in the respondent's disqualification from the procurement as well as possible debarment.

5. Conflict of Interest

5.1. Board of Directors, their staffs, and Silicon Valley/Santa Clara DMO, Inc. employees are expected to avoid any conflicts of interest. Further, employees should avoid the appearance of conflicts of interest in order to ensure that Silicon Valley/Santa Clara DMO, Inc. decisions are made in an independent and impartial manner. In general, the Board of Directors shall take measures to ensure that the Silicon Valley/Santa Clara DMO, Inc. avoid any conflict of interests in procurement processes the Silicon Valley/Santa Clara DMO, Inc. contracts.

5.2. The Project Manager shall discuss any potential conflict of interest identified with legal counsel and document the resulting determination, and take appropriate action including, but not limited to, removal of an employee, consultant, or outside uncompensated party from the

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procurement activity or cancellation of a Solicitation.

6. Allegations of Conflict of Interest

- 6.1. Prior to the Solicitation release up to award of contract, any allegations of conflict of interest by a Silicon Valley/Santa Clara DMO, Inc. employee, consultant, or other participant in the pre- Solicitation and Solicitation process shall be reported to the Project Manager. The Project Manager shall investigate the alleged conflict of interest in consultation with legal counsel and document the resulting determination.

7. Allegations of Misconduct

- 7.1. At any time during a Solicitation process, any misconduct by a Silicon Valley/Santa Clara DMO, Inc. employee, consultant, or other participant in the pre-Solicitation and Solicitation process, shall be reported to Silicon Valley/Santa Clara DMO, Inc.'s Project Manager. The Project Manager shall investigate the alleged misconduct, in consultation with the legal counsel and others as appropriate.