



## Agency Ethics Policy

Foothill Transit is committed to holding fair and open competitions for agency contracts and purchases.

Foothill Transit includes the following standard language within agency solicitations and contracts, to ensure both agency staff and prospective vendors understand their duties in situations with potential conflicts of interest that are either real or perceived; before, during and after agency procurements.

### A. Pre-Signing Obligation

Prior to entering into this Contract, the Contractor is required to inform Foothill Transit of any real or apparent organizational conflict of interest. Such organizational conflict of interest exists when (a) the Contractor is unable, or potentially unable, to provide impartial and objective assistance or advice to Foothill Transit due to other activities, relationships, contractors, or circumstances; (b) the Contractor has an unfair competitive advantage through receipt of or obtaining access to nonpublic information; or (c) during the performance of an earlier contract or the conduct of a procurement, the Contractor has established the ground rules for the solicitation or selection of the services or goods acquired under this Contract by developing specifications, evaluation factors, or similar documents.

### B. Post-Award Discovery of Organizational Conflict of Interest

If at any time the Contractor discovers an Organizational Conflict that could not reasonably have been known to the Contractor prior to award of this Contract, the Contractor shall make an immediate and full disclosure to Foothill Transit in writing. The disclosure shall include a full description of the Organizational Conflict and a description of the action(s) the Contractor has taken, or proposes to take, to avoid or mitigate the Organizational Conflict. Foothill Transit may, in its sole judgment, terminate the Contract for cause if Foothill Transit determines that the Organizational Conflict has not be adequately avoided or mitigated or if it is otherwise in Foothill Transit's best interest to terminate.

### C. Non-Disclosure or Misrepresentation

If a nondisclosure or misrepresentation of or concerning an Organizational Conflict is discovered after award of this Contract, Foothill Transit may terminate this Contract for cause.

Jarrett Stoltzfus

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