

EXHIBIT IV

Transportation Investment Act of 2010 Consultant Services Conflict of Interest Policy

Background/ Purpose

The Georgia Department of Transportation (GDOT) shall be employing services from qualified firm(s) or organization(s) for the implementation of the Transportation Investment Act of 2010 (TIA). The TIA program includes numerous projects to be designed and built in designated special districts under a management structure that involves the use of multiple private consulting firms in a variety of management and project delivery positions. Much of the work to be performed by the private consulting firms may extend into coordination, reporting, oversight and management of fiscal, technical, real estate, third party coordination, and other disciplines with varying levels of assistance from GDOT and other local agencies. The size of the program makes it more likely that individual firms will work in multiple special districts and may have preexisting work, local knowledge, or complex relationships that could appear to be prejudicial to their ability to act in an impartial manner. The activity level of the work in the TIA program may be on a large scale at particular times, making coincidental and inadvertent conflicts more likely.

While there are existing statutory and administrative regulations for State agencies regarding conflicts of interest which shall continue to govern the actions of GDOT (*a non exclusion list of key regulations are listed below*), the importance of the State's need to effectively manage and implement the TIA program necessitates that all parties recognize that conflicts may be more likely in this program, and that there be increased reasonable efforts to prevent, mitigate and, where feasible, remedy conflicts to the fullest extent possible.

Non-Exclusive List of Regulations and Other Prescriptive Information regarding Conflict of Interest

- O.C.G.A 45-10-(1 through 24)
- FTA Procurement Circular 4220.1F
- 49 CFR 18.36(b)(3)
- 24 CFR Part 85, Section 85.36(b)(3)

GDOT Policy in Soliciting and Administering Consulting Services for TIA

1. In soliciting consulting services, a responsibility shall be placed on the firm by the State to proactively identify and divulge to the State any known or discovered potential conflicts, both direct and indirect, and/or appearances of conflicts. The same responsibility shall carry forward, contractually, throughout the services provided to the State and/or local government. The State may take actions up to and including rendering firms non-responsive, and/or dismissal or disqualification when it determines firms have not been forthcoming. Upon being selected for services, consulting firms will be required to complete a Conflict of Interest Disclosure form prior to execution of the contract.
2. The State shall at all times reserve the right to judge/declare conflicts of interest in the program, and may take actions that it deems appropriate to eliminate conflicts of interest, to the extent allowable by law. For the TIA program, these actions may include warning to firms prior to services, interaction with firm and allowance of remedy, and/or immediate dismissal of the firm's services. At no time shall a firm be allowed to continue services when known conflicts are present, without such actions being taken.
3. The State shall endeavor, in its actions concerning firm conflicts of interest, to be reasonable, consistent, and act in good faith in issuing notices, warnings, allowances of remedy, disqualifications, dismissals, and declarations of conflict of interest. Where a conflict(s) is identified by a firm, or where the State becomes aware of a conflict, it should be immediately reported and the firm must submit by affidavit a detail course of action that it shall take to remedy any identified conflict(s). A Conflict Committee of qualified persons shall be established, with members designated by the GDOT Commissioner, which will include appropriate State legal staff. The Conflict Committee will then determine whether the firm's proposed course of action for remedy is accepted or rejected or may cause actions resulting in dismissal in services currently being performed. In their evaluation of services being procured, Selection Committees for the procurements may make determinations in clear conflict cases, however they will be instructed to forward these

determinations and any discovered "apparent" conflicts or questionable areas to the Conflict Committee for judgment and record.

Requirements concerning Conflict of Interest

1. The requirement that no contracting agency employee who participates in the procurement, management, or administration of contracts or subcontracts shall have, directly or indirectly, any financial or other personal interest in connection with such contract or subcontract.
2. The requirement that no person or entity performing services for a contracting agency in connection with a project shall have, directly or indirectly, any financial or other personal interest, other than employment or retention by the contracting agency, in any contract or subcontract in connection with such project.
3. The requirement that no person or entity performing services for a contracting agency in connection with a project shall have, directly or indirectly, any financial or other personal interest in any real property acquired for the project.
4. The requirement for appropriate organizational conflicts of interest provisions which address allowable roles and responsibilities associated with the procurement, management, and administration of contracts.

Areas of Potential Conflicts

1. Persons (officers or employees of private consulting firms) having a position of influence, financial interest or other interest in any other private business that provides goods or services for projects where that interest may be in direct conflict with the best interest of the project.
2. Persons associated with officers or employees of private consulting firms as described in subparagraph (1) above that may have a position of influence, financial or other interest in any other private business that provides goods or services. Such persons may be relatives, partners or those having a position of influence, financial or other interest in the private engineering firm. Employees and their immediate family members of GDOT or impacted local government who are in a position of influence for a project may not have any such a relationship with a participating firm.
3. Real Estate Conflicts relating to TIA projects that fall under the umbrella of the particular contract under procurement.
4. Impartiality of the Program Manager in administering the work. The Program Manager (Lead firm) shall have no position of influence, or financial or other interest in any consulting firm employed by the State or local government for the implementation or execution of any phase of any TIA project(s) on the Approved Investment List(s) within a special district.
5. Impartiality of any other team member (sub-consultant). The program management team shall maintain the highest level of transparency and accountability; therefore, at GDOT's discretion, sub consultants may be excluded from participation on any team for future TIA projects on the Approved Investment List(s) within a special district during the life of this contract. Such exclusions may be warranted in the event the presence of the contracted team member might provide an unfair advantage to a proposing team or teams for an advertised TIA project on the Approved Investment List(s) within a special district contract or present other conflicts.
6. Procurement activities. The Program Manager and their sub-consultants will not be allowed to be voting members of any qualifications-based evaluations and selection of project delivery activities for the TIA projects on the Approved Investment List(s) within a special district, other than to provide impartial assistance and facilitation of the procurement process.