



**DEPARTMENT OF THE AIR FORCE  
HEADQUARTERS ARNOLD ENGINEERING DEVELOPMENT COMPLEX (AFMC)  
ARNOLD AIR FORCE BASE TENNESSEE**

18 January 2023

MEMORANDUM FOR ALL POTENTIAL OFFERORS

FROM: AEDC/SSO

SUBJECT: Presolicitation Notice for Advisory Multi-Step Process Under FAR 15.202 -  
Organizational Conflict of Interest (OCI) Mitigation Plans

1. The Air Force intends to conduct a full and open competition for the Test Operations and Sustainment (TOS) II service contract at the Arnold Engineering Development Complex (AEDC). It is Air Force Test Center (AFTC) policy to ensure that contracts awarded to support the various missions of its organizations are free of actual, potential, or perceived OCIs. This policy regarding impaired judgment and objectivity concerns caused the Government to take a strict view regarding OCI for this acquisition. As a result, the TOS II Contractor shall not, during the performance of the contract and for a period of three (3) years following completion of performance, engage as an Original Equipment Manufacturer or as a prime contractor (or subcontractor without an approved OCI mitigation plan) in any design, development, or production of aerospace systems or major subsystems of a type normally developed, tested, or evaluated in AEDC facilities, or facilities similar to AEDC facilities. The Contractor also shall not engage in studies or act as a consultant in those regards during the foregoing timeframe without an approved OCI mitigation plan. These restrictions do not apply to prime contracts or subcontracts for components.

2. Throughout the market research phase of this acquisition, industry encouraged the Government to discuss and resolve OCI issues as early as possible in the acquisition cycle. From that feedback, the Government has decided to initiate a process following the principles of FAR 15.202, Advisory Multi-Step Process. Based on the information submitted, the Government will advise (solely from an OCI perspective) whether it believes your company is likely to be a viable competitor. This advice will allow you to make an informed decision about whether to participate in this acquisition. Notwithstanding the advice provided by the Government in response to your proposed OCI mitigation plan, you may still elect to submit a proposal.

3. Since ensuring the continued trust of AEDC's test customers and other stakeholders is of paramount importance, the Government must understand the safeguards and mitigation strategies necessary to ensure any perceived or actual OCI is avoided, neutralized, or mitigated. The Government is therefore requesting that all potential offerors submit an OCI mitigation plan for evaluation as part of the FAR 15.202 Advisory Multi-Step Process. Ultimately, only companies submitting acceptable OCI mitigation plans in response to the Request for Proposals (RFP) will be eligible for award.

4. Who should submit a draft OCI mitigation plan as part of the multi-step process? The Government encourages every company who expects to submit an offer as a prime contractor or

as a member of a contractor teaming arrangement to review the proposed language of the draft Section H OCI clause and decide whether the potential for real or perceived OCIs exists. If so, then you should prepare an OCI mitigation plan for your entire team and submit it for review. The Government will review your proposed plan and assess its risk and content. It is the Government's expectation that offerors submit a comprehensive plan addressing in detail the elements listed below and which follows the requirements of the draft OCI clause. If you decide that no real or perceived conflict exists for your listed contracts, please explain the basis for your decision and the Government will advise whether it agrees. The Government has prepared a simple flowchart showing the iterative process that will be used to review your plan and give you feedback (see Attachment 1). In accordance with the attached draft Sections L and M, an OCI mitigation plan will ultimately be required and will be evaluated as part of your proposal.

5. Your draft OCI mitigation plan should be based on the requirements of FAR Subpart 9.5 Organizational and Consultant Conflicts of Interest, the draft Section H clause (Attachment 2), and the language in draft Sections L and M (Attachment 3). In accordance with Attachment 2, OCI mitigation plans must identify all Department of Defense (DoD) contracts held by the offeror, along with all other Federal agency contracts involving aerospace systems, major subsystems, or components thereof. To enable the Government to better evaluate your proposed plan, each of the following items should be specifically addressed:

- a. Identification of particular business activities of the contractor itself, its affiliates, and its team members which create an actual, potential, or perceived OCI. See Attachment 2 for the full definition of who the OCI clause covers. Provide details regarding specific corporate business activities that:
  - (1) Correlate with aerospace systems or major subsystems of a type normally developed, tested, or evaluated in AEDC facilities, or facilities similar to AEDC facilities. Characteristic examples of systems, major subsystems, and components are defined in Attachment 2;
  - (2) Correlate with technologies and products which may be incorporated by others into systems or major subsystems of a type normally developed, tested or evaluated in AEDC facilities;
  - (3) Include Technical and Management Advisory Services (TMAS) 2 Range task order contractors or subcontractors on the One Acquisition Solution for Integrated Services (OASIS) contract;
  - (4) Include contractors or subcontractors on other General Services Administration or enterprise Advisory and Assistance Services (A&AS) contract vehicles for engineering services;
  - (5) Include contractors or subcontractors on any other Test Services A&AS contract(s) performed at AEDC;

- (6) Present other actual or apparent conflicting role(s) that might bias your judgment, or have the appearance of doing so, in relation to work on this TOS II contract or other DoD or Federal agency contracts;
  - (7) Create any unfair competitive advantage your company might gain as a result of performing this TOS II contract; or
  - (8) Involve the performance of work under any other AEDC contract.
- b. For the contracts you list in accordance with the draft Section H clause at Attachment 2, provide evidence of the facts and circumstances you believe mitigate or address concerns related to any actual, potential, or perceived OCI. If you determine that no OCI exists for a particular contract, provide your explanation as to why you believe such is the case.
- c. Your proposed approach to mitigate the effects of any actual, potential, or perceived OCI should be specific and detailed with respect to:
  - (1) Segregation of troublesome affiliations or activities from the offeror;
  - (2) Non-disclosure and proprietary-information-protection agreements used by the offeror. Include examples which divulge sufficient information to adequately describe the agreement's participants, purpose, scope, duration, key terms and conditions, and number of offeror employees authorized to receive information. You should also include points of contact for each agreement that can provide past performance information as needed by the Government;
  - (3) Proposed step-by-step processes and timelines for consummating proposed agreements with other companies or organizations testing at AEDC. Include recent past performance references to validate the feasibility of the approach;
  - (4) Proposed intra-company and inter-company agreements or policies designed to ensure the offeror's proposed approach is obligatory on the offeror's parent, subsidiary, other affiliated, and successor entities and subcontractors;
  - (5) Proposed processes and procedures to be followed should a team member's, team member's affiliate, or your ownership or corporate structure change;
  - (6) Proposed remedies or administrative actions the Government should take should you purposely or inadvertently violate the OCI clause; and
  - (7) Any additional relevant measures you deem prudent or necessary.

- d. Comments regarding the draft OCI clause or proposed Section L and M language and suggested changes.
6. The Government will treat all submissions as proprietary under 18 U.S.C. § 1905 and protect the proposed information accordingly. Interested parties should submit proposed OCI mitigation plans to the TOS II Procuring Contracting Officer (PCO), Ms. Rebecca Gardner, via DoD SAFE at AEDC.SSO@us.af.mil no later than noon CST 10 February 2023. The Government will provide initial feedback by 3 March 2023. Transmission by DoD SAFE will ensure protection of any proprietary information contained within the plans. Please contact AEDC.SSO@us.af.mil if you need to request a DoD SAFE drop-off link.
7. Please e-mail any questions to me at AEDC.SSO@us.af.mil.

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REBECCA J. GARDNER, NH-04, DAF  
Contracting Officer

### 3 Attachments

1. Advisory Multi-Step Process
2. Draft OCI Clause
3. Draft Section L and M Language