

**Port of Long Beach  
Gerald Desmond Bridge Replacement Project**

**CONFIDENTIALITY AGREEMENT**

I, \_\_\_\_\_, hereby agree as follows:

I will maintain the confidentiality of all information related to the procurement of the Gerald Desmond Bridge Replacement Project (the "Project") that I gain access to as a result of my work for the Port of Long Beach (the "Port"). This includes, but is not limited to, all draft procurement documentation, final procurement documentation that is not public record, proposer-evaluation and selection-related information, information designated confidential by the Port or the California Department of Transportation ("Caltrans") or by teams submitting statements of qualifications ("SOQs") and/or Project proposals ("Proposals"), information regarding Project cost estimates, Proposal prices, alternative technical concepts, proposer qualifications, or any other documents or information that might be considered sensitive which I have heard, seen or reviewed ("Confidential Information").

Unless instructed to do so by the Office of the City Attorney, by a court of competent jurisdiction or an Attorney General opinion, I will not divulge any Confidential Information to the media or any member of the public. Internal Confidential Information exchange may be conducted as necessary and appropriate to facilitate my review and analysis of the SOQ(s) and/or Proposals provided that I will only communicate such information to individuals who have executed a Confidentiality Agreement in this same form. I understand that a list of the signatories to this type of agreement shall be maintained by the Port. If contacted by any member of the public or the media with a request for Confidential Information, I will promptly forward such requests to Jolene Hayes, Transportation Development Manager. I will also maintain security and control over all documents containing Confidential Information in my custody.

Furthermore, I have disclosed any potential conflicts of interest on the attached Disclosure Statement Form, or alternatively, I hereby certify that to the best of my knowledge, I do not have a conflict of interest, either real or apparent, as a result of a direct or indirect financial interest on my part or that of any member of my immediate family, nor of my employer, partner(s), or joint venturers, in any firm under consideration for an agreement associated with the Project. I agree not to solicit or accept gratuities, unwarranted privileges or exemptions, favors, or anything of value from any firm under consideration for an agreement associated with the Project, and I recognize that doing so may be contrary to statutes, ordinances and rules governing or applicable to the Port or Caltrans, or may otherwise be a violation of the law.

No Disclosure Statement Form Required

See Attached Disclosure Statement Form

Signed: \_\_\_\_\_

Date: \_\_\_\_\_, 2010

Name and Title: \_\_\_\_\_

Representing: \_\_\_\_\_

## DISCLOSURE STATEMENT FORM

This Disclosure Statement outlines potential conflicts of interest, either real or apparent, as a result of a direct or indirect financial interest on my part or that of any member of my immediate family, or of my employer, partner(s), or joint venturers, in any firm under consideration for an agreement associated with the Project. (See Schedule 1 to this Disclosure Statement Form.) Section I of this Disclosure Statement Form describes the potential conflicts of interest. Section II of this Disclosure Statement Form describes the management plan for dealing with the potential conflicts of interests as described in Section I of this form. I acknowledge that the Port may require revisions to the management plan described in Section II of this form prior to approving it and that the Port has the right, in its sole discretion, to limit or prohibit my involvement in the Project as a result of the potential conflicts of interest described in Section I of this form. (Attach additional pages as necessary.)

### 1. SECTION I – DESCRIPTION OF POTENTIAL CONFLICTS OF INTEREST

### 2. SECTION II – MANAGEMENT PLAN FOR DEALING WITH POTENTIAL CONFLICTS OF INTEREST

Signed: \_\_\_\_\_ Date: \_\_\_\_\_, 2010

Name and Title: \_\_\_\_\_

Representing: \_\_\_\_\_

#### Approved by Port of Long Beach:

Signed: \_\_\_\_\_ Date: \_\_\_\_\_, 2010

Name and Title: \_\_\_\_\_

**SCHEDULE 1  
LIST OF PREQUALIFIED PROPOSER TEAMS**

*[To be updated after announcement of Prequalified Proposers]*

**1. *[Name of Prequalified Proposer Team No.1]***

Major Participant	
Lead Bridge Engineering Firm	
Lead Non-bridge Engineering Firm	
Lead Bridge Contractor	
Lead Non-bridge Contractor	
Guarantors	

**2.**

***[Name of Prequalified Proposer Team No. 2]***

Major Participant	
Lead Bridge Engineering Firm	
Lead Non-bridge Engineering Firm	
Lead Bridge Contractor	
Lead Non-bridge Contractor	
Guarantors	

**3. *[Name of Prequalified Proposer Team No. 3]***

Major Participant	
Lead Bridge Engineering Firm	
Lead Non-bridge Engineering Firm	
Lead Bridge Contractor	
Lead Non-bridge Contractor	
Guarantors	

*[Add additional Prequalified Team's as necessary.]*

## RULES OF CONTACT

These rules of contact are designed to ensure a fair, unbiased and legally defensible procurement process for the Gerald Desmond Bridge Replacement Project (“Project”), and shall apply as of August 19, 2010 through the date of award of the design-build contract for the Project. For the purpose of these rules of contact, “contact” includes any face-to-face, telephone, email, or formal written communication.

- (A) All inquiries regarding the Project shall be directed in writing to the Port Representative:

Jolene Hayes  
Port of Long Beach  
925 Harbor Plaza  
Long Beach, CA 90802  
Email: hayes@polb.com

- (B) All official Project-related communications will be either (i) disseminated by the Port on Port letterhead and signed by Jolene Hayes, or (ii) posted on the Project website, which is available at <http://www.polb.com/about/projects/gdb.asp>.
- (C) Except for one-on-one meetings, only the Port Representative may discuss procurement-related matters with proposers or any other interested parties.
- (D) After submitting a Statement of Qualifications (“SOQ”), and in order to avoid collusion or the appearance of collusion, no proposer or any of its team members may contact another proposer or members of any other proposer’s team about the Project or this procurement. A proposer, however, may contact a subcontractor that is on both its team and another proposer’s team if the proposers establish a protocol to ensure that the subcontractor will not act as a conduit of information between the proposers. In addition, contact among proposers and team members regarding Project-related matters is allowed during Port-sponsored workshops and meetings.
- (E) No employee, member, or agent of any proposer shall have any communication regarding the Project or this procurement with any employee, member, or agent of: (i) the Port; (ii) the City of Long Beach; (iii) the California Department of Transportation; (iv) the California Transportation Commission; (v) the Federal Highway Administration; or (vi) any other persons or entities named in the RFQ, Request for Proposals (“RFP”), or other procurement documents.
- (F) No proposers shall contact any City of Long Beach elected official or member of the Board of Harbor Commissioners regarding the Project.

(G) The Port may disqualify any proposer that engages in any contact that the Port, in its sole direction, determines to be improper.

I have read and understand the above-listed rules of contact, and will comply with their provisions.

\_\_\_\_\_

Print Name

\_\_\_\_\_

Position

\_\_\_\_\_

Signature

\_\_\_\_\_

Date