

# Request for Proposals (RFP): Development of a Bioinformatics Pipeline for Threat Agnostic Whole Genome Sequencing Data

Letter of Intent Due Date: **January 28, 2022**

Application Due Date: **February 21, 2022**

Proposal Review Completed: **February 28, 2022**

Final Review Completed and Contractor/Consultant Selected: **February 28, 2022**

Consultancy Begins: **March 8, 2022**

**Submit to:** Mr. Tyler Wolford, MS, Manager, Emergency Preparedness and Response, [emergency.preparedness@aphl.org](mailto:emergency.preparedness@aphl.org) (ATTN: Tyler Wolford)

*This project (COAG #U600E000104) is supported by the Centers for Disease Control and Prevention (CDC) of the U.S. Department of Health and Human Services (HHS) as part of an award totaling \$2,618,716 dollars. The contents are those of the author(s) and do not necessarily represent the official views of, nor an endorsement, by CDC, HHS, or the U.S. Government. For more information, please visit <https://www.aphl.org/rfp>.*

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## SUMMARY

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The Association of Public Health Laboratories, Inc. (APHL, or the Association) has a long standing partnership with the United States (US) Centers for Disease Control and Prevention (CDC) Center for Preparedness and Response (CPR) to strengthen the nation's ability to prepare for, respond to and recover from natural disasters and chemical, biological, radiological and emerging threats. A critical aspect of strengthening preparedness and response capabilities and capacities is research and development of emerging technologies to bridge critical gaps and ensure these technologies have been appropriately vetted and coordinated across the public health system. To support CDC CPR efforts, APHL's Public Health Preparedness and Response (PHPR) Program works across the public health system with the private and public sectors to develop and evaluate emerging technologies.

The work described in this request for proposal (RFP) ensures opportunities for input from academic partners to develop and evaluate critically needed capabilities that will strengthen national health security. Through this RFP, APHL seeks to identify an academic institution who can support development of a functional metagenomic bioinformatics pipeline capable of identifying various pathogen types in clinical samples.

## BACKGROUND

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APHL is a non-profit organization that works to safeguard the public's health by strengthening public health laboratories (PHLs) in the United States and globally. APHL is organized under the laws of the United States of America's District of Columbia, with its headquarters office in Silver Spring, MD. The Association's members include state and local laboratories, state environmental and agricultural laboratories and other government laboratories that conduct testing of public health significance. APHL is recognized as tax exempt in the United States under Section 501(c)(3) of the U.S. Internal Revenue Code. Its work on behalf of public health labs spans more than 60 years.

In collaboration with its members, APHL advances laboratory systems and practices and promotes policies that support healthy communities globally. The Association serves as a liaison between the public health laboratories and federal and international agencies. It ensures that the network of public health laboratories has current and consistent scientific information in order to be ready for outbreaks and other public health emergencies.

APHL's PHPR Program is the lead for coordinating with public health laboratories, CDC and other federal and non-governmental organizations to safely prepare for and respond to current and emerging threats. APHL staff provides scientific guidance, training, communications and advocacy for laboratories which are at the forefront of protecting the nation from public health threats.

The CDC is the premier federal agency aimed at protecting health and promoting quality of life through the prevention and control of disease, injury, and disability. CDC's CPR works to ensure that CDC and state, local and territorial public health departments are prepared to respond to public health threats wherever and whenever they occur. In order to provide laboratory capacity to identify emerging infectious diseases for which there may not be a specific test developed or available, CPR is proposing to implement whole genome sequencing platforms as an all-threat identification system. The project aims to establish standardized extraction and sequencing protocols and quality assurance methods. Once established, the project can be expanded to laboratories that participate in response networks to provide sentinel surveillance of emerging infectious diseases for the U.S.

Next-Generation Sequencing (NGS) technologies are widespread across the public health landscape. These technologies are typically used to characterize pathogen genomes, investigate outbreaks, and rarely to sequence samples from clinical patients with unknown etiologies for agnostic pathogen identification. However, use of NGS technologies in clinical settings under the Centers for Medicare and Medicaid Services (CMS) Clinical Laboratory Improvement Amendments (CLIA) standards is in its nascency. A handful of assays have been developed for highly specific sample types (e.g., cerebrospinal fluid). The project will develop and optimize laboratory workflows for two to three sample types for detection of a multiple pathogen types (RNA/DNA viruses, bacteria, parasites, etc.). These workflows will provide public health labs the ability to screen samples for a wide variety of pathogens. Additionally, these workflows can be expanded upon to develop a broader suite of sample-specific workflows for metagenomic pathogen identification using platforms already available in most public health labs. These workflows can be used for identification of novel pathogens or known pathogens with mutations (natural or manmade) that caused failure in diagnostic assays.

Metagenomics is a complex field. In addition to the lab-based sample workflows, a bioinformatics pipeline (multiple software scripts/packages run serially or in tandem to quality control and process raw sequence data) is required. Pipelines can perform a variety of tasks and typically include quality control and assembly of raw reads, identification of pathogens within a sample based on database comparison, as well as report generation. This project also aims to facilitate the development of a standardized metagenomics pipeline for public health laboratory use for identification of pathogens using metagenomic sequencing techniques.

The contractor or consultant is responsible for developing a GUI-based, cloud-compatible pipeline capable of processing metagenomic data. The pipeline will be capable of identifying a wide range of known and novel pathogens (viruses, bacteria, fungus, etc.) using nucleotide and protein databases and will generate a succinct, yet detailed report.

## RFP PROCESS OVERVIEW

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Applications are due to the individual(s) specified in the Final Response section of this RFP by 5:00 pm Eastern Standard Time (EST) on February 21, 2022. APHL anticipates the following schedule for the entire competitive bidding process:

- January 21, 2022: APHL issues RFP
- January 28, 2022: Required Letter of Intent due to APHL by 5:00 pm ET
- February 21, 2022: Complete RFP responses due to APHL by 5:00 pm ET
- February 21 – February 28, 2022: Proposal review
- February 28, 2022: APHL publicly announces the names of the selected applicants on its procurement website, [www.aphl.org/rfp](http://www.aphl.org/rfp)
- March 8, 2022: Anticipated start date of project

APHL will post any modifications to this anticipated schedule to APHL's procurement website, [www.aphl.org/rfp](http://www.aphl.org/rfp).

## ELIGIBLE APPLICANTS

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Interested parties must submit a proposal to APHL that provides all the information specified in the Submission of RFP section below. In order to be considered for funding, an applicant must ensure APHL has a complete proposal no later than the Proposal Due Date specified in the RFP Process Overview section above. Applicants will find proposal submission information in the Submission of RFP section below.

## PROJECT TERM AND DURATION OF AWARDS

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APHL will deliver a written notice of award to the successful applicant. The contractor or consultant will be awarded a contract effected March 1, 2022 to June 30, 2022.

APHL anticipates distributing funds via the payment terms specified in the written contract between APHL and the selected contractor or consultant. The selected applicant will perform the duties described in Appendix A and specified in the contract with APHL. APHL anticipates awarding funding in the amount of \$150,000.

APHL has responsibility for validating the accuracy and completeness of the content of the final product and all materials created.

## SUBMISSION OF RFP

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### Confirmation of Intent to Respond

APHL requires that prospective applicants submit a brief email statement (“letter of intent”) indicating intent to submit a proposal by **no later than 5:00 PM ET on January 28, 2022**. The letter of intent should be emailed to [emergency.preparedness@aphl.org](mailto:emergency.preparedness@aphl.org) (ATTN: Tyler Wolford). While the letter of intent is not binding and does not enter a contractor or consultant into the review of the RFP, the information that it contains allows APHL’s evaluation team to plan the contract development and review process. **A letter of intent is required for consideration of application.** Potential applicants must include the name of the organization or individual that will submit the proposal in their letter of intent.

### Final Response

APHL must receive a complete proposal by no later than **5:00 PM ET on February 21, 2022**. Applicants should submit proposals via email to [emergency.preparedness@aphl.org](mailto:emergency.preparedness@aphl.org) (ATTN: Tyler Wolford). The applicant is responsible to ensure that APHL receives the proposal by this deadline.

APHL will send an email acknowledging the receipt of your application. If you do not receive an acknowledgement within 48 hours, please call 240-485-2769 and email [emergency.preparedness@aphl.org](mailto:emergency.preparedness@aphl.org) (ATTN: Tyler Wolford).

### Guidelines and Required Information

The applicant must ensure that APHL receives its letter of intent and complete response by the due dates set out in the RFP Process Overview section above. *APHL’s evaluation team will not review incomplete applications.*

There is no designated response format or outline for responding to this RFP. However, regardless of the chosen format, an applicant's proposal must be limited to eight (8) pages of narrative and visuals. If an application exceeds this 8-page limit, only the first 8-pages will be sent to the evaluation team and scoring will be based solely on the portion of the proposal submitted for review. An application should have a font size of 11 points or larger and page margins of at least 0.5 inches.

*Note:* Nothing included as an appendix will count as part of the 8-page limit (material included as an appendix will only be used as reference material and will not be reviewed as part of the evaluation process).

The applicant must include the following in their 8-page response:

1. A company/consultant profile;
2. A description of two examples illustrating the applicant's experience in developing metagenomic bioinformatics pipelines (examples may be included as an appendix);
3. A description of relationships with bioinformatics subject matter experts, including any formal collaborations;
4. A proposed project plan and timeline;
5. A description of organizational capacity and to address the scope outlined in the RFP;
6. A description of the team assigned to this project, including a brief description of each person's role (resumes and/or curriculum vitae may be included as an appendix); and
7. A proposed approach to address the work outlined here and in Appendix A.

## COST PROPOSAL

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The applicant should provide a detailed cost estimate and explanation/justification of costs. The cost proposal must be no longer than two (2) pages and does not count against the 8-page limit for the proposal described above. The cost proposal does not have a required format and applicants should submit the cost proposal in the format of the applicant's choice.

## TRAVEL

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**Due to the Coronavirus (COVID-19) pandemic, APHL will not be providing any funds for travel.**

## EVALUATION OF RESPONSES

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### Initial Review

APHL staff members will conduct an initial review of all proposals for completeness. Incomplete proposals will not receive a formal evaluation.

### Evaluation Process

APHL will conduct reviews via a combination of teleconference and email communications between the evaluation team described below. An APHL PPHR staff member will coordinate the review process and the evaluation sessions.

The reviewers may request follow-up interviews with all or some of the applicants and, following these interviews, may request supplemental information on an applicant's proposal. These interviews and any

supplemental information will clarify an applicant's capacity or experience in one or more of the evaluation criteria, or will help to explain other information contained in an applicant's proposal.

## Evaluation Team

APHL and CDC will assemble an evaluation team to evaluate competitive proposals and assess their relative qualities based on the Evaluation Criteria outlined below. This evaluation team will consist of five APHL and CDC staff members: the APHL PPHR Director, the APHL Manager, Emergency Preparedness and Response, the APHL Manager, Advanced Molecular Detection, Infectious Diseases Program and two CDC CPR staff.

## Conflicts of Interest

APHL will ask potential reviewers to complete and sign APHL's **Conflict of Interest Disclosure Statement** in order to disclose any real or perceived conflict of interest prior to the start of the evaluation process and to affirm that they have no conflict of interest that would preclude an unbiased and objective review of the proposals received. A copy of the disclosure statement and the related Fiduciary Responsibility and Conflict of Interest Policy is attached as Appendix C: Conflict of Interest Disclosure Form and Policy. APHL will not select reviewers with a perceived or potential conflict of interest. Once potential reviewers have been identified, APHL's PPHR Director will have final approval over the review team's composition.

## Evaluation Criteria

The evaluation team will use the following criteria as a general overall framework in which to evaluate proposals:

- *Suitability of the Proposal* – The proposed solution meets the needs and criteria set forth in the RFP.
- *Expertise* – The applicant has sufficient knowledge of project management, strategy planning and facilitation of stakeholder meetings.
- *Organizational Capacity* – Applicant has successfully completed similar projects and has the qualifications necessary to undertake this project. The applicant firm has appropriate staff to devote to the project within the timeframe needed.
- *Value/Pricing Structure and Price Levels* – The price is commensurate with the value offered by the applicant.

Each member of the evaluation team will evaluate proposals against the questions or criteria found in [Appendix B: Program Evaluator RFP Scorecard](#). Each member will assign a numeric score from zero (0) (indicating a 'poor' response) to 100 (indicating an 'outstanding' response) to reflect that reviewer's assessment of the responsiveness of a proposal to each question or criterion. The evaluators will assign score using the following categorizations:

- Poor (0 - 24 points) – The applicant's proposed approach neither meets the baseline requirements set out in this RFP nor demonstrates more than a minimal understanding of the subject matter.
- Fair (25 - 49 points) – The applicant's proposed approach does not meet the baseline requirements set out in this RFP but does demonstrate a baseline understanding of the subject matter.

- Good (50 – 74 points) – The applicant’s proposed approach meets the baseline requirements set out in this RFP and demonstrates the necessary understanding of the subject matter.
- Excellent (75 - 95 points) - The applicant’s proposed approach exceeds the baseline requirements set out in this RFP and demonstrates a deep understanding of the subject matter.
- Outstanding (96 - 100 points) - The applicant’s proposed approach greatly exceeds the baseline requirements set out in this RFP and demonstrates a thorough and comprehensive understanding of, or an expertise in the subject matter.

## AWARD ANNOUNCEMENT

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APHL will inform selected and non-selected applicants of the award decision on February 28, 2022. APHL will post a list of selected programs on APHL’s procurement website, [www.aphl.org/rfp](http://www.aphl.org/rfp).

All applicants will be entitled to utilize APHL’s RFP Appeals Process to formulate an appeal regarding alleged irregularities or improprieties during the procurement process. Specific details of this policy are located on the procurement website.

## CONDITIONS OF AWARD ACCEPTANCE

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The eligible applicants must be able to contract directly with APHL or have an existing relationship with a third-party organization that can contract directly with APHL on behalf of the applicant.

## RFP RELATED QUESTIONS

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Please direct all questions regarding this RFP or its application requirements via email to Tyler Wolford at [emergency.preparedness@aphl.org](mailto:emergency.preparedness@aphl.org).

A member of APHL’s PPHR staff will respond directly to the questions on an individual basis. While APHL’s PPHR staff will aim to answer questions within one business day of receipt, additional time may be needed depending on the issue raised.

## DISCLAIMER AND OTHER GENERAL MATTERS

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This RFP is neither an agreement nor an offer to enter into an agreement with any respondent. Once evaluation is complete, APHL may choose to enter into a definitive contract with the selected RFP applicant(s).

APHL must ensure that the selected applicant(s) are neither suspended nor excluded from receiving federal funds and that the applicant(s) meet any other funding eligibility requirement imposed by the Cooperative Agreement. APHL’s determination of whether the applicant is eligible to receive Cooperative Agreement funding will be definitive and may not be appealed. In the event that APHL determines that the selected applicant(s) is ineligible to receive Cooperative Agreement funding, APHL will nullify the contract or will cease negotiation of contract terms.

Each applicant will bear its own costs associated with or relating to the preparation and submission of its application. These costs and expenses will remain with the applicant, and APHL will not be liable for

these or for any other costs or other expenses incurred by the applicant in preparation or submission of its application, regardless of the conduct or outcome of the response period or the selection process.

## APPENDIX A: BIOINFORMATICS PIPELINE DEVELOPMENT NOTE

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APHL has a long standing partnership with CDC CPR to strengthen the nation's ability to prepare for, respond to and recover from natural disasters and chemical, biological, radiological and emerging threats. A critical aspect of strengthening preparedness and response capabilities and capacities is research and development of emerging technologies to bridge critical gaps and ensure these technologies have been appropriately vetted and coordinated across the public health system.

This project also aims to facilitate the development of a standardized metagenomics pipeline for public health laboratory use for identification of pathogens using metagenomic sequencing techniques.

Expected deliverables:

- **Engage Steering Committee**, comprised of APHL and CDC leadership, to seek guidance on expected outcomes of this project. The contractor or consultant will maintain engagement with Steering Committee throughout the duration of the project, providing briefings and seek ongoing guidance.
- **Develop a process to obtain input from public health laboratories participating in threat agnostic sequencing workflow development.**
- **Develop a GUI-based, cloud-compatible pipeline capable of processing metagenomic data.**
- **Issue biweekly reports** summarizing progress.
- **Issue final report** outlining the project, successes, challenges and future considerations.

## APPENDIX B: PROGRAM EVALUATOR RFP SCORECARD

The following table is a copy of the scorecard used to evaluate RFP responses.

Category	Maximum Value	Score	Comments
<p><b>Scoring</b></p> <ul style="list-style-type: none"> <li>Poor (0 – 24 points) – The applicant’s proposed approach neither meets the baseline requirements set out in this RFP nor demonstrates more than a minimal understanding of the subject matter.</li> <li>Fair (25 – 49 points) – The applicant’s proposed approach does not meet the baseline requirements set out in this RFP but does demonstrate a baseline understanding of the subject matter.</li> <li>Good (50 - 74 points) – The applicant’s proposed approach meets the baseline requirements set out in this RFP and demonstrates the necessary understanding of the subject matter.</li> <li>Excellent (75 - 95 points) – The applicant’s proposed approach exceeds the baseline requirements set out in this RFP and demonstrates a deep understanding of the subject matter.</li> <li>Outstanding (96 – 100 points) – The applicant’s proposed approach greatly exceeds the baseline requirements set out in this RFP and demonstrates a thorough and comprehensive understanding of, or an expertise in, the subject matter.</li> </ul>			
<p><b>Suitability of the Proposal:</b> Does the applicant's proposal demonstrate an understanding of the operational need of the project and follow application instructions?</p> <p><b>Criteria</b></p> <ul style="list-style-type: none"> <li>To what degree did the proposal meet the overall objectives of the project?</li> <li>Did the applicant follow instructions – i.e., stay in page count, include required information?</li> <li>Is the information presented in a clear, logical manner and is well organized?</li> <li>Did the applicant provide references for two former or current clients?</li> </ul>	20		
<p><b>Expertise:</b> Does the applicant's proposal demonstrate sufficient knowledge of metagenomic bioinformatics pipelines?</p> <p><b>Criteria</b></p> <ul style="list-style-type: none"> <li>Did the applicant list and articulate two data collection, analysis, development and visualization examples that best reflect the applicant’s work and relevancy to this project? Are the activities articulated at a quality level</li> </ul>	50		

<p>that APHL seeks?</p> <ul style="list-style-type: none"> <li>• Did the applicant thoroughly explain and have experience in development of metagenomic bioinformatics pipelines?</li> <li>• Is the applicant’s existing knowledge and experience in this field, as described in the proposal, relevant to the project? (provided company profile, length of time in business and experience with strategic planning, project management and facilitating stakeholder interviews).</li> </ul>			
<p><b>Organizational Capacity:</b> Does the applicant have the appropriate staff to develop the product (s) in the time frame needed?</p> <p><b>Criteria:</b></p> <ul style="list-style-type: none"> <li>• Does the applicant have organizational capacity to execute the full scope of the project outlined in the RFP and Appendix A?</li> <li>• Did the applicant outline an appropriate team to work on this project?</li> </ul>	20		
<p><b>Value/Pricing Structure and Price Levels:</b> Is the price commensurate with the value offered by the applicant?</p> <p><b>Criteria:</b></p> <ul style="list-style-type: none"> <li>• Did the applicant provide a cost proposal illustrating anticipated time?</li> </ul>	10		
<b>TOTAL SCORE</b>	100		

**APPENDIX C: APHL CONFLICT OF INTEREST DISCLOSURE STATEMENT (FOR COMPLETION BY REVIEWERS ONLY – APPLICANTS DO NOT NEED TO COMPLETE)**

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Association of Public Health Laboratories  
Conflict of Interest Disclosure Statement

**Applicability:** Disclosure of the following information is required of all Officers, Directors, committee members, staff members and other volunteers who have been designated and who have accepted responsibility to act on behalf of APHL ("APHL Personnel"). Please answer the following questions and, where indicated, include the same information for your immediate family members (your parents, your spouse or partner, your children and your spouse/partner's parents).  
APHL will keep your completed disclosure statement in the corporate records of the association.

1. Please list the name, address, phone number, email address and type of business of your current employer. If you are self-employed, please note that below and provide us with the address, phone number, email address and type of business you operate.

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Do you, or does any family member, currently serve as an officer, director, committee member, or other volunteer (or work as an employee of or a paid consultant to) any organization serving the interest of laboratory science or public health laboratories other than APHL or your state or local laboratory?

**Yes**  **No**

If yes, please list the organization(s) and provide detail on your or your family member's interest or position in the organization(s).

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Do you, or any family member, have an existing or potential interest in, or compensation arrangement with, any third party providing goods or services to APHL, or with which APHL is currently negotiating?

**Yes**  **No**

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If the answer is yes, please provide the name of the organization below and describe in detail the nature of the position held.

4. Please note any other financial or business interest you may have with any organization serving the interests of public health laboratories.

**If you have none, please check this box:**

Do you, or does any family member, have any other interest or affiliation that is likely to compromise your ability to provide unbiased and undivided loyalty to APHL, or that could come in conflict with your official duties as an Officer, Director, committee member, staff member or other volunteer who has been designated and who has accepted responsibility to act on behalf of APHL?

**Yes**  **No**

If you answered yes, please describe in detail below the nature of each such interest or affiliation.

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6. If you are currently aware of any actual or possible conflict of interest that might otherwise hamper your ability to serve APHL to your best ability and with the highest degree of care, loyalty and obedience – including any potential conflict you or a family member may have with one or more of the RFP applicants – please describe them in detail below.

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For Review Only

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7. Do you agree that so long as you are an Officer, Director, committee member, staff member or other volunteer who has been designated and who has accepted responsibility to act on behalf of APHL you will immediately disclose to the other Directors and/or Officers or, for staff members, the Executive Director and/or General Counsel the nature of any interest or affiliation which you may hereafter acquire, which is in or is likely to become in conflict with your official duties with APHL?

**Yes**

**No**

**YOU MUST READ THIS SECTION AND THEN SIGN BELOW**

I acknowledge that I have received and read APHL's Fiduciary Responsibility and Conflict of Interest Policy (the Policy). I have listed all my relevant fiduciary responsibilities and affiliations, and I have identified any actual or potential conflict of interest on this Disclosure Statement and I agree to abide by the Policy. I understand that it is my responsibility to inform APHL in writing of any change in circumstances relating to the Policy and this Disclosure Statement.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Printed Name: \_\_\_\_\_

# APHL Fiduciary Responsibility and Conflict of Interest Policy

## 1. Policy Statement and Purpose

The members of the APHL Board of Directors understand the importance of serving APHL to the best of their ability and with the highest degree of obedience, loyalty and care. Accordingly, the Board adopts the following policy for APHL Officers and Directors, all staff, committee members, and other volunteers who have been designated and who have accepted responsibility to act on behalf of APHL ("APHL Personnel").

## 2. Individual Duty and Annual Disclosure

APHL Personnel will avoid any conflict of interest with APHL. APHL Personnel will not profit personally from their affiliation with APHL, or favor the interests of themselves, relatives, friends or other affiliated organizations over the interests of APHL. As used in this Policy, "Conflict of interest" includes any actual, apparent, and potential conflict of interest.

Upon commencing service with APHL, each APHL Personnel will file with the Board an annual statement disclosing all material business, financial, and organizational interests and affiliations they or persons close to them have which could be construed as related to the interests of APHL or the profession of public health laboratory science. Each APHL Personnel has an obligation to make an additional disclosure if a conflict of interest arises in the course of the individual's service to APHL, whether arising out of his/her employment, consulting, investments, or any other activity. These disclosures will be documented promptly in writing and recorded in the Board minutes and corporate records.

## 3. Procedure

Whenever APHL considers a matter, which presents an actual, apparent, or potential conflict of interest for APHL Personnel, the interested individual will fully disclose his/her interest in the matter, including the nature, type, and extent of the transaction or situation and the interest of the individual or that individual's relatives, friends or other affiliated organizations. The Board, after consultation with counsel as appropriate, will determine whether an actual and material conflict exists and, if so, what is the appropriate course of action under this policy and the Board vote will be recorded in the minutes.

Any Board member having a conflict of interest must either (i) voluntarily abstain from and be disqualified from participation in all deliberation and voting on all Board actions relating to the situation or matter that gives rise to the conflict of interest, or (ii) ask the Board to determine whether an apparent or potential conflict of interest is considered by the Board to be an actual and material conflict.

In the event that the Board member in question requests that the Board evaluate the apparent or potential conflict, that Board member will abstain and be disqualified from participating in (and voting on) the determination of whether the issue presents an actual and material conflict. If the Board determines that an actual and material conflict exists, the Board member in question will abstain from all voting on, and will be disqualified from participation in all deliberation concerning all Board actions relating to the conflict of interest. The vote will be recorded in the minutes.

These procedures will neither prevent the interested individual from briefly stating his/her position on the matter, nor preclude him/her from answering pertinent questions of Board members, since his/her knowledge may be of assistance to the Board's deliberations.

APHL Personnel must be cautious and protective of the assets of APHL and ensure that they are used in the pursuit of the mission of APHL. The association's policy requires APHL Personnel to avoid transactions in which APHL personnel may have a significant financial interest in any property which APHL purchases, or a direct or indirect interest in a supplier, contractor, consultant, or other entity with which APHL does business. The Board, after consultation with counsel as appropriate, will determine whether an actual and material conflict exists and, if so, determine whether the transaction is nonetheless favorable to APHL before considering whether to approve it.

#### 4. Other Duties and Obligations

Whenever any APHL Personnel discovers an opportunity for business advantage which is relevant to the activities of APHL, the opportunity belongs to APHL and the individual must present this opportunity to the Board. Only once the Board determines not to pursue the matter and relinquishes the opportunity may the individual consider it a matter of possible personal benefit.

APHL Personnel may not accept favors or gifts exceeding \$75.00 from anyone who does business with APHL.

All APHL Personnel will keep confidential those APHL matters designated confidential. APHL Personnel are prohibited from disclosing information about APHL to those who do not have a need to know or whose interest may be adverse to APHL, either inside or outside APHL, and are prohibited from using in any way such information for personal advantage to the detriment of APHL.

All APHL Personnel who participate in APHL activities, including committee activities and international consultation activities, must be adequately prepared to fully participate as their position descriptions require and will do so in accordance with the applicable laws and regulations of their respective state or territory and APHL's Articles of Incorporation, Bylaws, and corporate policies. The APHL Board will read and understand the association's Articles of Incorporation, Bylaws, corporate policies and financial statements, and routinely verify that all state, federal, and local tax payments, registrations and reports have been filed in a timely and accurate manner.

Board members will never exercise authority on behalf of APHL except when acting in meetings with the full Board or the Executive Committee or as authorized by the Board. If any member of the Board has significant doubts about a course of action of the Board, he or she must clearly raise the concern with the Executive Director and the Board and, when appropriate, seek independent expert advice.