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Decision

Matter of: Quantum Research International, Inc.

File: B-423237.2; B-423237.3

Date: June 17, 2025

W. Brad English, Esq., Maynard Nexsen PC, for the protester.
Cara L. Sizemore, Esq., Brian G. Walsh, Esq., Morgan W. Huston, Esq., and Jonathan C. Clark, Esq., Wiley Rein LLP, for PeopleTec, Inc., the intervenor.
Lieutenant Colonel Matthew J. Textor and John C. Degnan, Esq., Department of the Army, for the agency.
Nathaniel S. Canfield, Esq., and Evan D. Wesser, Esq., Office of the General Counsel, GAO, participated in the preparation of the decision.

DIGEST

1. Protest alleging that the awardee's proposal contained material misrepresentations is denied where, even assuming for the sake of argument that the proposal contained misrepresentations, they had no significant impact on the agency's evaluation.
 2. Protest challenging past performance evaluation is denied where the agency reasonably evaluated the awardee's past performance in accordance with the stated evaluation criteria.
 3. Protest challenging the agency's comparative analysis and source selection decision is denied where the agency's best-value tradeoff and source selection decision were reasonable, adequately documented, and consistent with the terms of the solicitation.
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DECISION

Quantum Research International, Inc., a small business of Huntsville, Alabama, protests the issuance of a task order to PeopleTec, Inc., a small business also of Huntsville, Alabama, under task order requirement package (TORP) No. 24-005, issued by the Department of the Army for program management, scientific, engineering, logistics, financial, and ancillary services in support of the agency's Rapid Capabilities and Critical Technologies Office (RCCTO). The protester contends that the agency's corrective action in response to a previously-filed protest was unreasonable; PeopleTec's proposal contained a material misrepresentation requiring its disqualification from the competition; the agency unreasonably evaluated PeopleTec's

proposal under the past performance factor; and the agency's best-value tradeoff analysis was unreasonable, inadequately documented, and improperly used a lowest-priced, technically acceptable source selection method.

We deny the protest.

BACKGROUND

On May 20, 2024, the agency issued the TORP pursuant to the fair opportunity source selection procedures of Federal Acquisition Regulation (FAR) subpart 16.5 to small business firms holding indefinite-delivery, indefinite-quantity (IDIQ) contracts under small business pool 4 of the General Services Administration's One Acquisition Solution for Integrated Services program. Contracting Officer's Statement (COS) at 1; Agency Report (AR), Tab 26, Amended TORP at 1. The TORP, which the agency amended six times, sought proposals to provide services in support of rapid prototyping efforts and the delivery of residual combat capabilities that address immediate, near-term, and mid-term threats faced by Army operational units. COS at 2; AR, Tab 20, Amended Performance Work Statement (PWS) at 3. The agency refers to the task order to be issued as the RCCTO Systems Engineering and Technical Assistance Support (SETA) task order.

The TORP contemplated issuance of a single cost-plus-fixed-fee task order with a 3-year base period and one 2-year option on a best-value tradeoff basis, considering four factors: task execution; qualifications and experience; past performance; and cost/price. COS at 1-2; Amended TORP at 3, 16-17. The task execution factor was more important than the qualifications and experience factor, which was more important than the past performance factor. Amended TORP at 17. The past performance factor, in turn, was more important than cost/price. *Id.* The non-cost/price factors, when combined, were significantly more important than cost/price. *Id.*

Relevant to the protester's allegations, the TORP's instructions for the past performance factor directed offerors to identify no more than five contracts performed by the offeror or a major subcontractor--defined as a subcontractor proposed to perform 10 percent or more of the effort--that were relevant to the competed requirement and either current or completed within the last five years. *Id.* at 9. Offerors were to provide a narrative describing how each effort was similar to the requirement, as well as a crosswalk between each effort and the PWS. *Id.* at 9-10. The TORP further provided that the agency, at its discretion, could assess "recent and relevant performance data obtained from other [g]overnment data sources . . . as they relate to the North American Industry Classification System (NAICS) codes 541715, 541330, 541712 or other relevant codes." *Id.* at 18.

With respect to the evaluation of past performance, the TORP stated that the agency would "evaluate the offeror's record of recent and relevant performance history which must provide the [agency] a reasonable expectation that the offeror will successfully perform the required effort." *Id.* To meet the recency requirement, the TORP required

the effort to have been performed within the past five years and stated that if performance had not occurred within the previous five years, the effort “will be considered to not meet the requirement as related to recency.” *Id.*

The TORP stated that the agency would “evaluate if the submitted [p]ast [p]erformance is relevant based upon the ratings outlined” below:

Rating	Description
Very Relevant	Present/past performance effort involved essentially the same scope and magnitude of effort and complexities this solicitation requires.
Relevant	Present/past performance effort involved similar scope and magnitude of effort and complexities this solicitation requires.
Somewhat Relevant	Present/past performance effort involved some of the scope and magnitude of effort and complexities this solicitation requires.
Not Relevant	Present/past performance involved little or none of the scope and magnitude of effort and complexities this solicitation requires.

Id. at 18, 21-22. The TORP further defined “relevant” as follows:

Relevant is defined as federal contractual efforts that are similar to the requirements specified in the solicitation in terms of scope (performance requirements/contractual aspects), magnitude (dollar value), and complexity as indicated by performance that (i) primarily involved the management of large subcontracting teams (i.e. more than 5 team members or subcontractors) in performing engineering services, [p]rogram management support, test and evaluation activities, financial management activities, and security support similar to that required by the PWS, (ii) represented a total potential value of at least \$20M annually (applicable to prime offerors only), and (iii) was executed under a cost-type contract (applicable to prime offerors only).

Id. at 18-19.

Finally, the TORP stated that the agency would assess the quality of the offeror’s recent and relevant performance record, “focus[ing] on whether the performance met contract requirements, the frequency of performance problems, and the effectiveness of corrective action taken by the contractor.” *Id.* at 19. The agency “reserve[d] the right to use data provided by the offeror in its proposal[;] data obtained from interviews with cognizant [g]overnment personnel having knowledge of the offeror’s performance; data obtained from applicable contract files; and/or data obtained from other sources such as the [Contractor Performance Assessment Reporting System (CPARS), Past Performance Information Retrieval System, Federal Awardee Performance and Integrity Information System,] or other [g]overnmental databases.” *Id.*

The TORP provided that the agency would assign a confidence rating under the past performance factor in accordance with the following definitions:

Rating	Description
Substantial Confidence	Based on the offeror's recent/relevant performance record, the government has a high expectation that the offeror will successfully perform the required effort.
Satisfactory Confidence	Based on the offeror's recent/relevant performance record, the government has a reasonable expectation that the offeror will successfully perform the required effort.
Neutral Confidence	No recent/relevant performance record is available or the offeror's performance record is so sparse that no meaningful confidence assessment rating can be reasonably assigned. The offeror may not be evaluated favorably or unfavorably on the factor of past performance.
Limited Confidence	Based on the offeror's recent/relevant performance record, the government has a low expectation that the offeror will successfully perform the required effort.
No Confidence	Based on the offeror's recent/relevant performance record, the government has no expectation that the offeror will be able to successfully perform the required effort.

Id. at 22.

The agency received proposals from six offerors, including the protester and PeopleTec, by the TORP's closing date of August 16, 2024. COS at 2. On December 4, the agency issued a task order to PeopleTec, and the protester subsequently filed a protest with our Office on December 17, alleging that the agency erred in its evaluation and that PeopleTec materially misrepresented its corporate experience. *Id.* at 5-6; *Quantum Rsch. Int'l, Inc.*, B-423237, Jan. 16, 2025 (unpublished decision). Thereafter, the agency advised that it would reevaluate proposals and make a new award decision, as well as take any other appropriate action consistent with procurement regulations, and we therefore dismissed the protest as academic. *Quantum Rsch.*, *supra*. While the protester objected to dismissal on the ground that the agency did not specifically represent that it would investigate the alleged material misrepresentation, we concluded that the protester's objection merely anticipated improper action by the agency, as the agency had not represented that it would not investigate or consider the alleged material misrepresentation in its reevaluation. *Id.*

As discussed further below, during the reevaluation of proposals, the agency requested additional information from both the protester and PeopleTec regarding past contracts submitted as part of their respective proposals, including the effort about which the protester had alleged PeopleTec's proposal contained a material misrepresentation. COS at 6-7, 9. Upon completing the reevaluation, the agency assigned the following adjectival ratings to the proposals submitted by the protester and PeopleTec:

	Quantum	PeopleTec
TASK EXECUTION	Outstanding	Outstanding
QUALIFICATIONS AND EXPERIENCE	Outstanding	Good
PAST PERFORMANCE	Meets Requirements; Very Relevant; Substantial Confidence	Meets Requirements; Somewhat Relevant; Satisfactory Confidence
PROPOSED COST/PRICE	\$298,612,979	\$261,125,292
PROBABLE COST/PRICE	\$307,123,760	\$269,769,896

AR, Tab 63, Task Order Decision Document (TODD) at 6.

In comparing the two proposals, the agency concluded that PeopleTec's proposal was superior under the task execution factor, which was the most important under the TORP's terms, because it presented additional strengths that the protester's proposal did not also offer. *Id.* at 30-31. The agency further concluded that the protester's proposal was superior under the qualifications and experience and past performance factors. *Id.* at 30. While the agency concluded that the protester's proposal overall was technically superior to PeopleTec's proposal, it further determined that the protester's proposal was not sufficiently advantageous to merit the associated price premium. *Id.* at 33. The agency therefore determined that PeopleTec's proposal offered the best value to the agency, and consequently issued the task order to PeopleTec. *Id.* at 33-34.

This protest followed.¹

DISCUSSION

The protester contends that PeopleTec's proposal contained a material misrepresentation regarding PeopleTec's role on a past performance effort, and that the agency therefore was required to disqualify PeopleTec from the competition. Relatedly, the protester alleges that the agency's corrective action in response to the previous protest was unreasonable, arguing that the agency failed to reasonably investigate that alleged misrepresentation. The protester further alleges that the agency unreasonably evaluated PeopleTec's proposal under the past performance factor. Lastly, the protester contends that the agency's best-value tradeoff determination was unreasonable, inadequately documented, and not in accordance with the TORP's

¹ As the total evaluated cost/price of the task order at issue here exceeds \$10 million, this procurement is within our jurisdiction to hear protests of task orders placed under civilian agency IDIQ contracts. 41 U.S.C. § 4106(f)(1)(B).

terms. For the reasons discussed below, we conclude that there is no basis on which to sustain the protest.²

Material Misrepresentation and Corrective Action

Two of the protester's allegations center around a task order--referred to as Mission Planning, Advance Decision Support Data Analytics Tools, and Cyber Hardening -- Secure Environment Contract (MATCH SEC)--that was performed by CybEx, LLC, a joint venture (JV) formed by the protester and PeopleTec.³ In the past performance volume of its proposal, PeopleTec described its role on MATCH SEC in relevant part as follows:

PeopleTec, a JV member during [task order] execution, performs as the [task order] lead--managing nine different projects being performed for [U.S. Space and Missile Defense Command], [U.S. Space Force], 82nd Airborne Division, [Federal Bureau of Investigation], [Office of the United States Assistant Secretary of the Army for Acquisition, Logistics, and Technology,] and other customers, each requiring different technical skill sets. . . . Leading MATCH SEC with the complexities of multiple customers and projects, and five subcontractors has equipped PeopleTec with the experience and expertise to support RCCTO and its project offices as a prime contractor.

AR, Tab 44, PeopleTec Past Performance Proposal at 5.⁴

The debriefing provided to the protester after the agency's initial source selection decision in December 2024 discussed the agency's evaluation of MATCH SEC as part of the protester's--not PeopleTec's--proposal, stating that the agency had found the contract to be "similar in scope and magnitude as [Quantum] managed a \$77M task order as the managing partner of a Joint Venture[.]" Protest at 7. As Quantum's proposal had not included any discussion of MATCH SEC, the protester raised concerns about the debriefing statement in its follow-up questions. *Id.* at 8. The agency responded that it had "inadvertently mis-reference[d] a finding from another proposal with Quantum's submission." *Id.* This response then formed the factual basis of the

² The protester raises other collateral arguments. While we do not address each of the protester's allegations and variations thereof, we have reviewed them all and concluded that none provides a basis to sustain the protest.

³ In February 2024, the protester and PeopleTec resolved a lawsuit arising out of a dispute regarding PeopleTec's invocation of a "shootout" provision in CybEx's operating agreement allowing either member to require the other member to elect to buy or sell its ownership interest at a specified price. Protest, app. at A_18-A_19 (First Decl. of Quantum CEO) (citing A_25-A_69 (CybEx Operating Agreement), A_70-A_99 (litigation documents)).

⁴ Citations to this document are to the Adobe PDF page numbers.

protester's previous protest, which alleged that PeopleTec had misrepresented its role on MATCH SEC because the protester, not PeopleTec, was the managing member of CybEx and therefore responsible for managing MATCH SEC performance. AR, Tab 45, Previous Protest at 9-10.

As discussed above, we dismissed the previously-filed protest as academic after the agency indicated that it would take corrective action. As part of that corrective action--which also included the reevaluation of proposals--the agency asked PeopleTec to answer the following questions:

1. Was PeopleTec a participating member of the Cybex JV during the performance of the MATCH SEC Task Order?
2. Did PeopleTec serve as a Task Order Lead for the MATCH SEC Task Order?
3. Did the MATCH SEC Task Order involve performance requirements which align to the RCCTO SETA Support TORP 24-005 PWS paragraphs [DELETED]?
4. Did PeopleTec personnel perform on MATCH SEC [task order] requirements which map to each of these RCCTO SETA Support TORP 24-005 PWS paragraphs ([DELETED])?
5. Did PeopleTec's Support under the MATCH SEC Task Order include management of five subcontractor Vendors in performance of the Task Order?

AR, Tab 51, Clarification Req. to PeopleTec. PeopleTec responded "Yes" to each of those questions. AR, Tab 52, PeopleTec Clarification Resp. at 1.

In the instant protest, the protester renews its contention that PeopleTec misrepresented its role on MATCH SEC. Protest at 11-13; Comments & Supp. Protest at 8-13; Supp. Comments at 4-10. In particular, the protester argues that PeopleTec could not truthfully state that it managed subcontractors on MATCH SEC because the protester, not PeopleTec, was the managing member of CybEx. Protest at 11; Comments & Supp. Protest at 9-10; Supp. Comments at 6-10. The protester further contends that PeopleTec's responses to the agency's questions also misrepresented PeopleTec's role on MATCH SEC for similar reasons. Comments & Supp. Protest at 12-13; Supp. Comments at 4-10. The protester argues that these statements constituted material misrepresentations requiring PeopleTec's disqualification from the competition. Protest at 11-13; Comments & Supp. Protest at 14-16; Supp. Comments at 10. The agency and intervenor respond that PeopleTec's proposal did not state that PeopleTec was CybEx's managing member or otherwise misrepresent PeopleTec's role on MATCH SEC, and, furthermore, that the agency's consideration of PeopleTec's performance on MATCH SEC did not have a significant impact upon the evaluation.

Memorandum of Law (MOL) at 28-33; Supp. MOL at 24-46; Intervenor Comments at 2-7; Intervenor Supp. Comments at 2-5.

We have recognized that an offeror's material misrepresentation can provide a basis for the disqualification of a proposal and cancellation of a contract award based upon the proposal. A misrepresentation is material where an agency relied upon the misrepresentation and that misrepresentation likely had a significant impact upon the evaluation. *Avar Consulting, Inc.*, B-417668.3 *et al.*, June 10, 2020, 2020 CPD ¶ 191 at 9. Our decisions have been clear that, where an alleged misrepresentation had no effect on the evaluation, that misrepresentation was not material and does not implicate the validity of the award decision. *Insight Tech. Sols., Inc.*, B-417388, B-417388.2, June 19, 2019, 2019 CPD ¶ 239 at 5.

The parties have vigorously disputed whether PeopleTec misrepresented its role on MATCH SEC. They have skirmished as to the meaning of "manage" and "lead" as those terms are used in PeopleTec's proposal to describe the nature of its responsibilities and performance under MATCH SEC. See Protest at 11-12; MOL at 20-21; Comments & Supp. Protest at 6-7, 9-11; Intervenor Comments at 4-5; Supp. MOL at 15, 17-18, 34-36; Supp. Comments at 5, 7-8; Intervenor Supp. Comments at 3. The protester and agency have debated the applicability and import of the terms of CybEx's operating agreement. See MOL at 28-29, 32; Comments & Supp. Protest at 2-4, 10-11; Supp. MOL at 24-30; Supp. Comments at 3, 6-7. And the protester and intervenor have collectively proffered several declarations regarding CybEx's operations, the protester's and intervenor's respective roles therein, and their responsibilities performed under MATCH SEC. See Protest, app. at A_16-A_24 (First Decl. of Quantum Chief Executive Officer (CEO)), A_610-A_615 (Second Decl. of Quantum CEO); Comments & Supp. Protest, exh. 1, Third Decl. of Quantum CEO; Intervenor Comments, exh. 1, Decl. of PeopleTec's Chief Operating Officer. We need not--and do not--wade into the morass of questions of semantics, corporate governance, and competing accounts that the parties have provided, however, as the record demonstrates that the alleged misrepresentation did not have a significant impact on the evaluation of PeopleTec's past performance.

PeopleTec's proposal included information regarding five efforts, two performed by PeopleTec and three performed respectively by its two proposed major subcontractors. AR, Tab 44, PeopleTec Past Performance Proposal at 3-7. In conducting its reevaluation of proposals, the agency first concluded that each of those efforts met the TORP's recency requirement. AR, Tab 55, PeopleTec Past Performance Evaluation at 3-4. After reviewing the scope, magnitude, and complexity of each effort, the agency assigned them the following relevancy ratings:

Effort	Performing Entity	Relevancy Rating
Reference No. 1	PeopleTec	Somewhat Relevant
MATCH SEC	PeopleTec	Somewhat Relevant
Reference No. 3	Subcontractor 1	Somewhat Relevant
Reference No. 4	Subcontractor 1	Relevant
Reference No. 5	Subcontractor 2	Relevant

Id. at 4-6.

In assigning relevancy ratings, the agency noted that PeopleTec's first three references--including MATCH SEC--had annual values below \$20 million,⁵ involved services similar to some of the PWS's requirements, and, while the first two involved the management of subcontractors, they did not involve the management of more than five subcontractors. *Id.* at 4-5. Consequently, the agency concluded that these references involved some of the scope and magnitude of effort and complexities required by the TORP and assigned ratings of somewhat relevant to them. *Id.* By contrast, the agency noted that the remaining two references had annual values well in excess of \$20 million, involved services similar to some or most of the PWS's requirements, and involved the management of substantially more than five subcontractors. *Id.* at 5-6. The agency therefore concluded that they involved similar scope and magnitude of effort and complexities required by the TORP, assigning ratings of relevant to those references. *Id.*

The agency then assigned an overall relevancy rating of somewhat relevant, noting that because PeopleTec's proposed subcontractors had performed the fourth and fifth references, PeopleTec itself did not possess any fully relevant past performance as a prime contractor. *Id.* at 6. Nevertheless, the agency concluded, PeopleTec's past efforts collectively "span[ned] the entirety of the RCCTO PWS" and therefore merited a rating of somewhat relevant. *Id.* Because of "previous litigation invoking the MATCH SEC effort," *i.e.*, the previously-filed protest, the contracting officer also "considered whether PeopleTec adequately demonstrated sufficient past performance without considering the MATCH SEC effort." *Id.* Excluding MATCH SEC, the contracting officer concluded that PeopleTec's proposal nevertheless had demonstrated sufficient past performance because of the collective experience shown by its other efforts. *Id.*

In assessing the quality of PeopleTec's performance, the agency queried CPARS to locate performance assessments for each reference. *Id.* at 6-8. Notably, there were multiple performance assessments available for each of PeopleTec's references except for MATCH SEC, for which CPARS did not contain any assessments. *Id.* For that

⁵ As discussed above, the agency's debriefing to the protester containing the mistaken reference to MATCH SEC characterized that task order as having a value of \$77 million, but PeopleTec's proposal and the agency's evaluation make clear that its annual value is \$17.5 million. See AR, Tab 44, PeopleTec Past Performance Proposal at 3; Tab 55, PeopleTec Past Performance Evaluation at 5.

effort, the only performance data available to the agency were statements from the contracting officer's representative (COR) in response to the agency's inquiry, who stated that CybEx "performed well on the effort and there were no noted performance issues." *Id.* at 7. The agency also reviewed all of the CPARS ratings for the previous five years for PeopleTec and its proposed major subcontractors, finding no adverse information. *Id.* at 8. Considering all of the past performance information, the agency determined that it had a reasonable expectation of successful performance, and therefore assigned a rating of satisfactory confidence to PeopleTec's proposal. *Id.*

The agency and intervenor contend, in part, that the agency's consideration of PeopleTec's performance on MATCH SEC did not have a significant impact upon the evaluation, and that the alleged misrepresentation therefore was not material. MOL at 32-33; Supp. MOL at 37-46; Intervenor Comments at 6-7; Intervenor Supp. Comments at 4-5. On the record before us, we agree. As an initial matter, the agency concluded that MATCH SEC, like all four of the other references, met the TORP's recency requirements, and its relevancy rating of somewhat relevant is the same assigned to PeopleTec's proposal overall under the past performance factor. MATCH SEC also was similar to the other two references the agency found to be somewhat relevant in that all three references had annual values below \$20 million, involved services similar to some, but not most or all, of the PWS's requirements, and did not involve the management of more than five subcontractors.

The record also reflects that the agency considered MATCH SEC to be less relevant than the two references found to be relevant, which had annual values over \$20 million, involved services similar to some or most of the PWS's requirements, and involved the management of more than five subcontractors. Furthermore, the crosswalk contained in PeopleTec's proposal shows that, for each PWS paragraph to which MATCH SEC mapped, at least one other reference also mapped to that paragraph. See AR, Tab 44, PeopleTec Past Performance Proposal at 8-9. Thus, when viewed in context of all of PeopleTec's past performance efforts, the record demonstrates that the agency's consideration of MATCH SEC likely neither raised nor lowered the overall relevancy rating of somewhat relevant assigned to PeopleTec's proposal.

Additionally, as noted above, the agency was able to review multiple CPARS assessments for each of PeopleTec's past performance references, with the lone exception of MATCH SEC. The overwhelming majority of the ratings for those assessments, which covered multiple performance periods, are either very good or exceptional. See AR, Tab 55, PeopleTec Past Performance Evaluation at 6-8. In contrast, the only information available to the agency regarding PeopleTec's performance on MATCH SEC was the COR's short, general statement that CybEx had performed well and that there were no noted performance issues. Thus, there was substantially more performance information available to the agency regarding the non-MATCH SEC efforts, including multiple positive performance assessments regarding more relevant efforts.

In assigning a satisfactory confidence rating to PeopleTec's proposal, the agency noted that PeopleTec "has presented somewhat relevant past performance information and there is clear demonstration of the offeror's ability and its major subcontractor[s]' ability to perform somewhat similar work successfully through various CPARS [assessments]." *Id.* at 8. In light of the evaluation finding that MATCH SEC was only somewhat relevant to the TORP's requirements, the duplication in other references' relevance to the PWS requirements, and the limited performance information regarding MATCH SEC that was available to the agency, that would remain a reasonable conclusion even if MATCH SEC were to be removed from the agency's consideration, as the record of the evaluation of PeopleTec's other past performance efforts wholly supports the agency's evaluation of PeopleTec's past performance. Additionally, the agency's comparison of the technical merits of the two proposals does not discuss MATCH SEC at all. See AR, Tab 63, TODD at 30-31.

On this record, we therefore conclude that the agency's consideration of MATCH SEC had no significant impact on the agency's assignment of a satisfactory confidence rating to PeopleTec's proposal. *Cf. ValidaTek-CITI, LLC*, B-418320.2 *et al.*, Apr. 22, 2020, 2020 CPD ¶ 149 at 7-8 (denying allegation that awardee materially misrepresented its past performance where the rating "did not depend on the referenced contract at all"). Accordingly, we deny the material misrepresentation ground of protest with respect to both PeopleTec's proposal and its responses to the agency's questions regarding MATCH SEC.

For similar reasons, we deny the protester's allegation that the agency's questions to PeopleTec regarding MATCH SEC constituted unreasonable corrective action in response to the initial protest's allegations of material misrepresentation, as the protester cannot demonstrate a reasonable probability of prejudice. Competitive prejudice is an essential element of every viable protest. *Computer World Servs. Corp.*, B-421495.2, Dec. 6, 2023, 2023 CPD ¶ 280 at 7. Where the protester fails to demonstrate that, but for the agency's actions, it would have a substantial chance of receiving an award, there is no basis for finding prejudice, and our Office will not sustain the protest. *Id.* at 7-8. As discussed above, we conclude that the agency's consideration of MATCH SEC had no significant impact on the agency's evaluation of PeopleTec's past performance. Thus, to whatever extent the protester's prior allegations of material misrepresentation warranted a more searching inquiry than that performed by the agency, the protester cannot demonstrate any reasonable probability of prejudice arising out of the agency's failure to seek more information than that gleaned through its questions.⁶ We therefore deny this ground of protest as well.

⁶ While the protester contends that the agency should have disqualified PeopleTec from the competition prior to the reevaluation conducted as part of the agency's corrective action, see Protest at 10; Comments & Supp. Protest at 7; Supp. Comments at 4, our decisions have concluded that "the mere fact that an agency identified a misrepresentation that it believes had a material influence on the agency's evaluation of proposals does not obligate the agency to disqualify" the offeror. *Avar, supra* at 10 n.8 (quoting *XYZ Corp.*, B-413243.2, Oct. 18, 2016, 2016 CPD ¶ 296 at 6).

Past Performance

Next, the protester alleges that the agency improperly evaluated PeopleTec's past performance, contending that the agency departed from the terms of the TORP in assigning ratings of somewhat relevant and satisfactory confidence to PeopleTec's proposal. Protest at 13-16; Comments & Supp. Protest at 16-35; Supp. Comments at 14-26. The agency and intervenor respond that the agency's evaluation was reasonable and consistent with the TORP's terms. MOL at 33-41; Supp. MOL at 46-77; Intervenor Comments at 9-13; Intervenor Supp. Comments at 8-15.

An agency's evaluation of past performance, including its consideration of the relevance, scope, and significance of an offeror's performance history, is a matter of discretion which we will not disturb unless the agency's assessments are unreasonable or inconsistent with the solicitation's evaluation criteria. *Management and Tech. Servs. Alliance Joint Venture, B-422786 et al.*, Nov. 6, 2024, 2024 CPD ¶ 264 at 5. A protester's disagreement with the agency's judgment does not establish that an evaluation was unreasonable. *Id.*

The protester first contends that the agency improperly assigned relevancy ratings of somewhat relevant to the two references in PeopleTec's proposal performed by PeopleTec itself. Comments & Supp. Protest at 17-21. The protester argues that because the TORP defined "relevant" in terms of criteria the agency would use to assess similarity of scope, magnitude, and complexity, it set minimum requirements that had to be met in order to merit a rating other than "not relevant." Thus, for example, the protester contends that the rating of somewhat relevant assigned to PeopleTec's first past performance reference was improper because, as the agency concluded, it (i) involved the management of five--*i.e.*, not more than five--subcontractors in performing similar requirements; and (ii) had an annual value of \$7.68 million--*i.e.*, less than \$20 million. *Id.* at 17-18. The agency responds that, under a plain reading, the TORP did not establish minimum criteria for relevance, and the agency's assignment of somewhat relevant ratings was reasonable and in accordance with the TORP, as the references had some similar scope, magnitude, and complexity to the solicited requirement. Supp. MOL at 53-56.

The protester's argument rests upon an unreasonable reading of the TORP. While the TORP laid out criteria against which the agency would evaluate past performance references for relevance, it also provided for the assessment of relevance on a scale. Thus, a reference involving "some of the scope and magnitude of effort and complexities this solicitation requires" would merit a rating of somewhat relevant under the TORP's terms, while a reference involving "similar scope and magnitude of effort and complexities this solicitation requires" would merit a rating of relevant. To find, as the protester urges, that the TORP's criteria for scope, magnitude, and complexity were minimum requirements, a reference meeting all of those putatively minimum requirements necessarily would merit a rating of relevant, as it would involve "similar scope and magnitude of effort and complexities" as those terms are defined in the

TORP, not “some of the scope and magnitude of effort and complexities.” In that way, the protester’s argument would read the rating of somewhat relevant out of the TORP’s relevance scale, and therefore is not a reasonable reading of the TORP. See, e.g., *ICF Inc., L.L.C.*, B-421850 *et al.*, Nov. 7, 2023, 2023 CPD ¶ 254 at 7 (“Where a protester and agency disagree over the meaning of solicitation language, we will resolve the matter by reading the solicitation as a whole and in a manner that gives effect to all of its provisions; to be reasonable, and therefore valid, an interpretation must be consistent with the solicitation when read as a whole and in a reasonable manner.”). We therefore deny this ground of protest.⁷

The protester next alleges that the agency’s consideration of additional CPARS assessments for efforts beyond those submitted in PeopleTec’s proposal was improper, as the agency made no determination that those efforts were relevant to the instant requirement. Comments & Supp. Protest at 24-30. The record reflects, however, that the only conclusion the agency drew from its review of those performance assessments was that there was “no adverse information” with respect to PeopleTec or its proposed major subcontractors. AR, Tab 55, PeopleTec Past Performance Evaluation at 8. Thus, the agency’s consideration of the additional CPARS assessments did not have the effect of improving PeopleTec’s past performance evaluation; rather, the record reflects that the agency only confirmed the absence of negative performance information. Accordingly, to whatever extent the agency erred in not determining the relevance of these efforts, the protester cannot demonstrate a reasonable probability of prejudice arising from that alleged error. We therefore deny this protest allegation as well.

Finally, the protester contends that the agency’s assignment of a rating of satisfactory confidence to PeopleTec’s proposal was unreasonable because it was based upon the agency’s conclusion that PeopleTec’s past efforts collectively spanned the RCCTO SETA PWS, which the protester argues is not supported by the crosswalk contained in PeopleTec’s proposal. Comments & Supp. Protest at 30-35. The TORP’s instructions required offerors to “crosswalk to the third level of paragraph 2.0 of the PWS”—*i.e.*, paragraph 2.1.1, 2.1.2, and so forth. Amended TORP at 9. PeopleTec’s proposal included that crosswalk, see AR, Tab 44, PeopleTec Past Performance Proposal at 8-9, but as the protester points out, it does not tie any past performance reference to eight out of the 58 third-level paragraphs, Comments & Supp. Protest at 30-32.⁸

⁷ Because the protester has not advanced a reasonable reading of the solicitation, we similarly deny its allegation that the TORP was latently ambiguous as to whether the relevance criteria were minimum requirements. See Comments & Supp. Protest at 23-24; *ICF, supra* at 7 (“An ambiguity exists where two or more reasonable interpretations of the terms or specifications of the solicitation are possible.”).

⁸ The protester further contends that, if the two references performed by PeopleTec were removed, that number would grow to 17. Comments & Supp. Protest at 32-34. As discussed above, however, we conclude that the agency reasonably considered those references in its evaluation of PeopleTec’s past performance.

Consequently, the protester contends, the agency's assignment of a satisfactory confidence rating rests upon an erroneous foundation.

The contracting officer states--and the protester agrees--that the TORP "had no stated minimum threshold in [the] number of third level paragraphs any offeror was required to meet." Supp. COS at 9; Supp. Comments at 25. While the agency's response does not squarely meet the gravamen of the protester's argument--that the agency unreasonably determined, based on the crosswalk in PeopleTec's proposal, that PeopleTec's past efforts collectively spanned the PWS's requirements--it highlights the distinction our Office has recognized between instructions and evaluation criteria.

We previously have concluded that information provided in a solicitation's instructions to offerors section is not the same as evaluation criteria detailed in a solicitation's evaluation section. *STAcqMe LLC*, B-417128, Feb. 25, 2019, 2019 CPD ¶ 95 at 5; *University Rsch. Co., LLC*, B-294358.6, B-294358.7, Apr. 20, 2005, 2005 CPD ¶ 83 at 18. In this regard, rather than establishing minimum evaluation standards, a solicitation's instructions to offerors section generally provides guidance to assist offerors in preparing and organizing their proposals. *STAcqMe*, *supra* at 5. The information required by the instructions does not have to correspond to the evaluation criteria. *University Rsch.*, *supra* at 18.

Here, while the TORP's instructions directed offerors to crosswalk their past performance references to the third level of paragraph 2.0 of the PWS, its evaluation criteria were silent as to how the agency would assess the breadth of an offeror's past performance. See Amended TORP at 18-19. Thus, as the contracting officer points out, the TORP did not require that an offeror demonstrate past performance for each of the third-level paragraphs. More saliently, though, because the TORP did not require such a demonstration, we conclude that the record supports the reasonableness of the agency's conclusion that PeopleTec's "collective [p]ast [p]erformance record with available assessments covers the entire service requirements of the RCCTO PWS." AR, Tab 55, PeopleTec Past Performance Evaluation at 8.

Paragraph 2.0 of the PWS contained eight substantive paragraphs at the second level, starting at paragraph 2.1 and concluding with paragraph 2.8, each covering a category of services such as program management services or financial management services, and each also containing several third-level paragraphs discussing more granular tasks within those services. See Amended PWS at 10-28. PeopleTec's crosswalk tied past performance references to all of the third-level paragraphs within paragraphs 2.1 to 2.4 and 2.7 to 2.8. The missing third-level paragraphs fall within paragraphs 2.5 and 2.6. Within those paragraphs, however, PeopleTec's crosswalk provides references for seven out of the 10 third-level paragraphs within paragraph 2.5, and 11 out of the 16 third-level paragraphs within paragraph 2.6. Thus, with respect to the missing third-level paragraphs, PeopleTec's proposal nevertheless demonstrates past performance covering a majority of the tasks contained within the services to which the PWS relates those tasks.

In demonstrating experience with the entirety of the tasks contemplated by paragraphs 2.1 to 2.4 and 2.7 to 2.8, as well as a clear majority of the tasks contemplated by paragraphs 2.5 and 2.6, PeopleTec's crosswalk does "cover[] the entire service requirements of the RCCTO PWS[,]" as the agency concluded in its evaluation. Additionally, the breadth of successful past performance demonstrated by PeopleTec's proposal is consistent with the agency's conclusion that it had a reasonable expectation of successful performance here. The assignment of a satisfactory confidence rating therefore is consistent with the TORP's definition for that rating. Consequently, the record contradicts the protester's contention that the agency's assignment of a satisfactory confidence rating rests upon a faulty factual basis. We therefore deny this ground of protest.

Best-Value Tradeoff

Lastly, the protester challenges the agency's best-value tradeoff, contending that it was based upon a flawed evaluation, failed to adequately document tradeoffs, and improperly minimized technical differences between the proposals and instead focused on cost/price, thereby departing from the TORP's tradeoff basis of award. Protest at 16-18; Comments & Supp. Protest at 35-41; Supp. Comments at 26-29. The agency responds that it reasonably performed and adequately documented its tradeoff analysis. MOL at 41-45; Supp. MOL at 77-89.

As an initial matter, the protester's argument that the best-value determination is unreasonable relies on the protester's various challenges to the agency's evaluation, which we have denied for the reasons stated above. Accordingly, we dismiss this allegation because allegations that are derivative of matters that have already been denied do not establish an independent basis of protest. *Management and Tech. Servs.*, *supra* at 9-10. We also deny the protester's allegation that the agency failed to adequately document its tradeoff analysis, as the record demonstrates that the agency examined and considered the qualitative merits of the proposals. See AR, Tab 63, TODD at 17-26 (discussing evaluation of each proposal), 30-34 (comparing merits of proposals); *see also Management and Tech. Servs.*, *supra* at 10 ("[A]gencies are not required to conduct a line-by-line comparison of each benefit and risk.") (citing FAR 16.505(b)(7); *ICF Inc., LLC--Costs*, B-421850.5, Feb. 9, 2024, 2024 CPD ¶ 50 at 9; *Ironclad Tech. Servs., LLC*, B-419976.2, May 2, 2022, 2022 CPD ¶ 104 at 5).

In contending that the agency improperly minimized the differences between the proposals, the protester primarily points to the TODD's discussion of the protester's incumbent advantage afforded by its proposal to use the incumbent contractor as a major subcontractor and the resulting commitments from experienced personnel. Comments & Supp. Protest at 38-41. The protester argues that the agency cited an offsetting strength of PeopleTec's proposal to minimize the protester's advantage under the past performance factor, thereby inflating the importance of cost/price to the agency's best-value determination and effectively converting the basis of award to lowest-price, technically acceptable. *Id.* On our review of the record, we do not discern a basis to sustain this ground of protest.

In comparing the two proposals, the agency noted the continuity benefits of the protester's major subcontractor. AR, Tab 63, TODD at 30-31. This discussion aligned with a strength identified in the evaluation of the protester's proposal under the task execution factor, which noted that the protester had "commitments from incumbent subcontractor team employees for 60 [percent] of the total base year hours," and recognized the benefit that the protester's approach "provides an experienced workforce with an understanding of RCCTO requirements and challenges[.]" *Id.* at 22. The agency further noted, however, that PeopleTec's proposal had a similar strength under the task execution factor, based on its "[DELETED] as part of its plan to maintain the current workforce." *Id.* at 18. *See also id.* at 30-31 (discussing the offsetting strengths).

The protester contends that the agency improperly considered these offsetting strengths with respect to the past performance factor, not the task execution factor, thereby minimizing the protester's advantage under the former. While the TODD's comparative analysis does somewhat inartfully intermingle discussion of these strengths with its discussion of past performance, it also discusses "any benefits related to incumbency" within the context of "other aspects of the [t]ask [e]xecution [f]actor," in which PeopleTec's proposal "present[ed] more strengths and the use of certain tools and approaches, the benefits of which are not replicated in [the protester's proposal]." *Id.* at 31. That is consistent with the agency's evaluation of proposals under the task execution factor. *See id.* at 17-18, 21-22 (documenting assignment of strengths under that factor). The TODD further recognizes the superiority of the protester's proposal under the qualifications and experience and past performance factors, while concluding that the overall superiority of the protester's proposal--driven by advantages in the two comparatively less important non-cost/price factors--did not justify the "significant cost/price premium" associated with the protester's proposal. *Id.* at 33. Thus, the record does not support the protester's contention that the agency improperly minimized the advantages of its proposal under the past performance factor. We therefore deny this ground of protest.

The protest is denied.

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General Counsel