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Decision

Matter of: Peraton Inc.

File: B-423639; B-423639.2; B-423639.3

Date: September 17, 2025

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DIGEST

1. Protest challenging the agency's evaluation of proposals is denied where the evaluation was reasonable and consistent with the solicitation criteria.
 2. Protest that the agency should have disqualified the awardee based on an alleged organizational conflict of interest due to the awardee hiring two former government employees who had access to non-public competitively useful information is denied where the agency conducted an investigation and reasonably determined that no conflict exists.
 3. Protest that the agency was required to seek clarifications based on evaluated weaknesses and other negative findings in the protester's proposal is denied where the terms of the solicitation did not require the agency to seek clarifications in such circumstances.
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DECISION

Peraton, Inc., of Herndon, Virginia, protests the issuance of a task order to General Dynamics Information Technology, Inc. (GDIT), of Falls Church, Virginia, under task order request (TOR) No. 47QFCA25R0006, issued by the General Services Administration's (GSA) Assisted Acquisition Services for information technology (IT) lifecycle support services. The protester challenges the agency's evaluation of

proposals and source selection decision, the agency's failure to conduct clarifications, and contends that GDIT had a disqualifying organizational conflict of interest (OCI).

We deny the protest.

BACKGROUND

On January 2, 2025, GSA issued the TOR to firms holding contracts under the GSA Alliant 2 governmentwide acquisition contract, pursuant to the procedures of Federal Acquisition Regulation (FAR) subpart 16.5. Agency Report (AR), Exh. 1, TOR at 1, Contracting Officer's Statement (COS) at 1.¹ The TOR contemplated the issuance of a cost-plus-award-fee task order for IT services in support of the United States Strategic Command's (USSTRATCOM) "full range of enterprise services" primarily at Offut Air Force Base, Nebraska, Davis-Monthan Air Force Base, Arizona, and other locations with USSTRATCOM IT assets in the continental United States.² TOR at 12, 64.

The TOR's performance work statement (PWS), located at section C of the TOR, explained that "USSTRATCOM's ability to communicate is foundational to its mission and success" and it utilizes a "robust IT infrastructure consisting of multiple critical systems" to execute its global operations. *Id.* at 12. The TOR stated that the successful offeror would provide "IT platform and network services that are reliable, efficient, and redundant, to support multiple customers, sites, and security" across the USSTRATCOM IT enterprise. *Id.* The PWS's purpose statement specified that one TOR requirement necessary to "meet the USSTRATCOM mission" was to integrate the global operations center (GOC).³ *Id.*

¹ The agency amended the TOR twice. COS at 1-2. Citations to the TOR in this decision are to the conformed version of the TOR issued as amendment 02. The sections of the conformed TOR are separately paginated. For clarity, citations to the TOR in this decision refer to the electronic page number of the Adobe PDF document provided by the agency.

² USSTRATCOM is one of eleven unified combatant commands within the Department of Defense (DOD). *U.S. Strategic Command*, ABOUT USSTRATCOM, <https://www.stratcom.mil/About/> (last visited September 9, 2025). The TOR notes that USSTRATCOM's responsibilities include "strategic deterrence, nuclear operations, Nuclear Command, Control, and Communications [], enterprise operations, Joint Electromagnetic Spectrum [] Operations [], global strike, and missile threat assessment." TOR at 12.

³ The GOC is the mechanism by which the Commander of USSTRATCOM exercises operational command and control of the United States's global strategic forces and communicates with the President, the Secretary of Defense, and other key leaders of the U.S. Government. Memorandum of Law (MOL) at 5 (*citing U.S. Strategic Command*, ABOUT USSTRATCOM, <https://www.stratcom.mil/About/> (last visited

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As relevant here, PWS task 2 stated that the contractor would provide IT architecture and engineering services for various USSTRATCOM enterprise technologies, to include audio/visual (A/V) services. *Id.* at 22. The TOR specifically provided that the contractor would “be responsible for A/V [engineering] within the GOC.” *Id.* The TOR also stated that “A/V services outside the GOC are handled by a separate contract.” *Id.* Separately, PWS task 8, mission system services, stated that the contractor would “provide multi-disciplinary support for mission system services, including . . . sustainment of required systems and assured connectivity in the GOC.” *Id.* at 57.

The TOR provided for the issuance of the task order on a best-value tradeoff basis, considering cost/price and the following four non-cost factors, in descending order of importance: (1) technical approach; (2) management approach; (3) key personnel and project staffing (staffing); and (4) corporate experience. *Id.* at 132-134. The solicitation explained that the non-cost factors, when combined, were significantly more important than cost. *Id.* at 132.

The solicitation instructed offerors to submit their proposals in three parts, a written cost/price proposal, a written technical proposal, and an in-person technical oral presentation. *Id.* at 116. The written technical proposals were to include a staffing plan, a transition-in plan, corporate experience, and oral presentation technical proposal slides. *Id.* at 123. There was no limit on the number of technical proposal slides an offeror could include in its written proposal, but the agency would only evaluate the slides that were actually presented during the oral presentation. *Id.* at 127. The TOR provided that the agency intended to make an award without conducting discussions but stated that the agency could enter into discussions or clarifications with the offerors if necessary, including asking clarifying questions during an in-person oral question and answer session after an offeror’s technical presentation. *Id.* at 128, 130.

The TOR instructed the agency to evaluate the technical approach factor “based on the clarity and completeness of the approach” and the degree to which the proposal “reflects an understanding of the technical and operating environment.” *Id.* at 133. The solicitation specified that the agency would consider the “comprehensiveness of the offeror’s proposed [t]echnical [a]pproach to meeting the objectives and task requirements identified in Sections C, F,H, and J of the TOR.” *Id.*

The agency was to evaluate proposals under the staffing factor to assess the degree to which each staffing proposal complies with the TOR’s requirements, including the “estimated hours, labor mix, and experience, skills, and qualifications of all personnel proposed.” *Id.* at 134. The TOR stated that the agency would consider the

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September 9, 2025)). The GOC is a secure facility that continuously operates year-round so that USSTRATCOM is always ready to act. *Id.*

effectiveness of the offeror's projected staffing, including the labor mix and functional knowledge of both key and non-key personnel. *Id.*

The TOR did not specify any adjectival ratings, however the technical evaluation board (TEB) report stated that the agency assigned proposals adjectival ratings of excellent, good, acceptable, or not acceptable for the technical approach, management approach, and staffing factors.⁴ AR, Exh. 2b, TEB Report at 7-8. As relevant to this decision, the TEB report defined a rating of excellent as “[a] high-quality proposal that meets all requirements, may exceed some or many requirements and shows a thorough understanding of the requirements.” *Id.* at 7. The TEB report stated that to earn an excellent rating, a proposal would include numerous strengths and no deficiencies or weaknesses. *Id.* An excellent proposal could have weaknesses, but they would be “significantly outweighed by the strengths.” *Id.*

The TEB report defined a good rating as a proposal that “meets all requirements, exceeds some requirements, and shows a sound understanding of the requirements.” *Id.* at 7-8. The TEB report stated that to earn a good rating, a proposal would include strengths, and while it could also include weaknesses or significant weaknesses, that the weaknesses identified would be outweighed by the proposal's strengths. *Id.*

On or before the February 18, 2025, solicitation closing date, the agency received proposals from four offerors, including Peraton and GDIT. COS at 2. The agency evaluated written proposals and conducted oral technical proposal presentation and oral question and answer sessions with the offerors. *Id.* The agency evaluated Peraton's and GDIT's proposals as follows:

	Peraton	GDIT
Overall Technical Rating	Acceptable	Good
Technical Approach	Acceptable	Good
Management Approach	Good	Good
Staffing	Acceptable	Acceptable
Corporate Experience	Relevant	Relevant
Cost/Price	\$1,480,437,240	\$1,513,408,086

AR, Exh. 2b, TEB Report at 9; AR, Exh. 3, Award Decision Document at 6, 75.

As relevant here, the agency evaluators identified two significant weaknesses in Peraton's proposal. The agency assessed Peraton a significant weakness under the technical approach factor for having a “[l]ess than [c]omprehensive and [i]ncomplete” approach to GOC A/V engineering. AR, Exh. 2b, TEB Report at 45. The evaluators noted that “Peraton's technical approach did not address its approach to [A/V]

⁴ The agency evaluated the corporate experience factor by assigning an adjectival rating of either relevant or not relevant. AR, Exh. 2b, TEB Report at 9.

engineering services in the GOC.” *Id.* The agency also assessed Peraton a significant weakness under the staffing factor for a lack of A/V engineering and programming expertise necessary to meet the TOR’s GOC A/V requirements. *Id.* at 51. The evaluators noted that A/V “engineering and programming support is critical to the success of GOC systems” and found that, while Peraton’s staffing plan referenced experience with A/V, none of the experience aligned with the GOC A/V engineering and programming requirements. *Id.*

The contracting officer reviewed and agreed with the TEB’s evaluation. AR, Exh. 3, Award Decision Document at 6. Based on the evaluation, the contracting officer decided that GDIT’s proposal represented the best value to the government. *Id.* at 77. When comparing proposals, the contracting officer noted that GDIT and another offeror were higher technically rated than Peraton. *Id.* at 76. The contracting officer specifically found that GDIT’s proposal was superior under the technical approach factor--the most important non-cost factor--and documented strengths that they considered differentiators in GDIT’s proposal. *Id.* at 76-77. The contracting officer concluded that, given the relative weights of the evaluation factors, GDIT’s evaluated advantages, especially under the technical approach factor, warranted paying the evaluated cost premium.

On May 21, the agency awarded the contract to GDIT and informed Peraton that it was not selected for award. COS at 2. The agency provided Peraton with a debriefing, which closed on June 9. *Id.* at 3; AR, Exh. 11a, Peraton Debriefing; AR, Exh. 11b, GSA Debriefing Response. On June 16, Peraton filed this protest.⁵

DISCUSSION

The protester challenges several aspects of the agency’s evaluation of proposals, the agency’s failure to conduct clarifications, the best-value tradeoff, and alleges that two of the awardee’s employees present an organizational conflict of interest. We note that the protester raises several collateral arguments. While our decision does not specifically address every argument, we have reviewed each argument and conclude that none provides a basis to sustain the protest.⁶ We discuss several representative examples below.

⁵ The task order at issue is valued in excess of \$10 million and was issued under an indefinite-delivery, indefinite-quantity contract established by GSA. Accordingly, our Office has jurisdiction to consider Peraton’s protest. 41 U.S.C. § 4106(f)(1)(B).

⁶ Peraton also initially contended that the agency’s evaluation was unreasonable based on inconsistencies in the agency’s documentation of its evaluation of Peraton’s technical approach when compared to the information provided to Peraton as part of its debriefing. Protest at 38-39. The protester later withdrew these allegations. Comments & Supp. Protest at 2 n.3.

Unstated Evaluation Criteria

The protester contends that the agency applied an unstated evaluation criterion when it assigned Peraton's proposal two significant weaknesses related to the A/V engineering services for the GOC. Protest at 39-43; Comments & Supp. Protest at 35-45. The protester argues that the TOR failed to identify the GOC A/V engineering requirement as a critical need that offerors were required to address in their proposals. *Id.* Peraton concedes that the TOR stated the contractor would provide A/V engineering services for the GOC, however, the protester maintains that an agency may not give importance to specific factors, subfactors, or criteria beyond that which would reasonably be expected by offerors reviewing the stated evaluation criteria. Comments & Supp. Protest at 35-45 (*citing Phoenix Air Grp., Inc.*, B-412796.2, B-412796.3, Sept. 26, 2016, 2016 CPD ¶ 308 and *Freealliance.com et al.*, B-419201.3, *et al.*, Jan. 19, 2021, 2021 CPD ¶ 56).

The agency responds that the TOR clearly included GOC A/V engineering requirements. MOL at 4-8; Supp. MOL at 12-14. The agency argues that the TOR specifies the contractor would be responsible for A/V engineering within the GOC and identifies other language providing that the contractor will be responsible for maintaining and integrating the GOC's systems.⁷ MOL at 5; TOR at 22. The agency contends that the TOR instructed offerors to describe technical approaches that demonstrate "an 'effective understanding of TOR requirements and the technical and operating environments'" and did not limit the number of written slides an offeror could submit as part of their oral presentations.⁸ Supp. MOL at 13 (*citing* TOR at 128-129). Accordingly, the agency argues that it reasonably assessed the significant weaknesses to Peraton's proposal for failing to sufficiently demonstrate that it would meet the TOR's GOC A/V engineering requirements. Supp. MOL at 13.

The evaluation of proposals in a task order competition, including the determination of the relative merits of proposals, is primarily a matter within the contracting agency's discretion, because the agency is responsible for defining its needs and the best method of accommodating them. *URS Fed. Servs., Inc.*, B-413333, Oct. 11, 2016, 2016 CPD ¶ 286 at 6. In reviewing protests of an agency's evaluation and source selection decision in a task or delivery order competition, we do not reevaluate proposals; rather, we review the record to determine whether the evaluation and source

⁷ As noted above, the purpose section of the PWS states that the contractor will provide IT platform and network services that are "reliable, efficient, and redundant," including integrating the GOC. TOR at 12. The agency also points to PWS task 8, mission system services, which requires the contractor to provide multi-disciplinary support for mission system services, including "sustainment of required systems and assured connectivity in the GOC." MOL at 6; TOR at 57.

⁸ The TOR did not limit the number of technical proposal slides that an offeror could include in its oral presentation, but stated that only slides that were actually presented during the 90 minute presentation would be evaluated. TOR at 127.

selection decision are reasonable and consistent with the solicitation's evaluation criteria and applicable procurement laws and regulations. *Sapient Gov't Servs., Inc.*, B-412163.2, Jan. 4, 2016, 2016 CPD ¶ 11 at 4. A protester's disagreement with the Agency's judgment, without more, is not sufficient to establish that an agency acted unreasonably. *STG, Inc.*, B-405101.3 *et al.*, Jan. 12, 2012, 2012 CPD ¶ 48 at 7.

Where a protester challenges an evaluation as unfairly utilizing unstated evaluation criteria, our Office will assess whether the solicitation reasonably informs offerors of the basis for the evaluation. *Immarsat Government, Inc.*, B-422788, Oct. 23, 2024, 2024 CPD ¶ 251 at 4. In that regard, procuring agencies are not required to identify every area that may be taken into account; rather, it is sufficient that the areas considered in the evaluation be reasonably related to or encompassed by the stated criteria. *Omnitech Sols., Inc.*, B-419675.2 *et al.*, Oct. 14, 2021, 2021 CPD ¶ 350 at 9.

On this record, we find no basis to conclude that the agency applied unstated evaluation criteria by considering whether Peraton's technical approach and proposed staffing sufficiently addressed the TOR's GOC A/V engineering requirement. As discussed above, the TOR required the agency to consider whether a proposed technical approach "reflects an understanding of the technical and operating environment," and evaluate the "comprehensiveness of the offeror's proposed [t]echnical [a]pproach to meeting the objectives and task requirements" identified in the TOR. TOR at 133. Also, the TOR provided that the agency would evaluate staffing proposals considering the degree to which each proposal complies with the TOR's requirements, including the functional knowledge, "experience, skills, and qualifications of all personnel proposed." *Id.* at 134.

The solicitation clearly stated that the contractor would be "responsible for A/V [engineering] within the GOC." TOR at 22. The PWS also stated under a separate task that the contractor would provide "sustainment of required systems and assured connectivity in the GOC." *Id.* at 57. We conclude that considering whether an offeror proposed a sufficiently detailed technical approach to meet or proposed to staff the task order with people who have the experience, skills, and qualifications to meet, the TOR's A/V engineering requirement for the GOC is reasonably included within the requirements to be assessed under the TOR's evaluation criteria.

In reaching our conclusion, we find that the protester's reliance on our decisions in *Phoenix Air Grp. Inc.*, and *Frealliance.com*, is misplaced. In *Phoenix Air Group* we concluded that, where a solicitation only instructed offerors to discuss certain general topics and not address all solicitation requirements, it was an error for an agency to evaluate offerors on each of more than 100 specifications because an offeror could not have known that the agency intended to evaluate offerors in that way. *Phoenix Air Grp., Inc.*, *supra* at 11-12.

Similarly, in *Freealliance.com*, the solicitation instructed vendors to submit a proposed program manager's resume that addressed an express list of minimum requirements but not exceed three pages. *Freealliance.com*, *supra* at 14. We found that the agency

unreasonably assessed a weakness to a resume that did not address one of 97 elements identified in the request for quotation's performance requirements but was not on the express list of program manager resume requirements because vendors had no way of knowing which of the non-specified performance requirements should be addressed in addition to the minimum resume requirements. *Freealliance.com*, *supra* at 14. In this case, unlike *Phoenix Air Grp. Inc* and *Frealliance.com*, the solicitation did not instruct offerors to address only certain general topics or address specific minimum resume requirements, but rather directed offerors to describe their approach and proposed staffing that would meet the objectives and task requirements identified in the PWS. TOR at 123-124, 128-129. Accordingly, the protester's argument that the agency's consideration of the A/V engineering requirement for the GOC represents an unstated evaluation criterion is without merit.

Significant Weaknesses

Peraton alternatively argues that the agency gave the GOC A/V engineering requirement undue weight and unreasonably assessed two significant weaknesses to Peraton's proposal based on the same concern. Protest at 43-45; Comments & Supp. Protest at 46-48; Supp. Comments at 36. In this regard, the protester contends that the agency essentially double-counted the firm's lack of a detailed response to providing A/V services for the GOC and improperly applied that fact to the agency's assessment of Peraton's proposal under both the technical approach factor and the staffing factor. *Id.* We disagree.

Where, as here, the record shows that multiple weaknesses reasonably relate to the evaluation factors under which they were assigned, there is nothing inherently wrong with an agency assigning multiple weaknesses where the same flaw is relevant to multiple evaluation factors. *Davis Defense Grp., Inc.*, B-417470, July 11, 2019, 2019 CPD ¶ 275 at 10; see also *UNICCO Gov't Servs., Inc.*, B-409111 *et al.*, Jan. 23, 2014, 2014 CPD ¶ 55 at 11 n.6 (an agency may properly consider an element of a proposal under more than one evaluation criterion where the element is relevant and reasonably related to each criterion under which it is considered).

While both of Peraton's significant weaknesses involved a concern that Peraton could fail to meet the GOC's A/V engineering requirement, the protester has not meaningfully explained why this concern is not relevant to both evaluation factors. The first significant weakness, assessed under the technical approach factor, stemmed from Peraton's failure to propose a comprehensive approach to providing A/V engineering services to the GOC. AR, Exh. 2b, TEB Report at 45. The second significant weakness, assessed under the staffing factor, related to the protester's lack of proposed personnel with A/V engineering and programming experience. *Id.* at 51. Notwithstanding that the two significant weaknesses are based on the same performance requirement, the faults identified independently relate to Peraton's technical approach and its staffing proposal, so we see no basis to conclude that these significant weaknesses represent inappropriate double-counting. See *Octo Consulting Grp., Inc.*, B-416097.3, B-416097.4, Sept. 24, 2018, 2018 CPD ¶ 339 at 5-6.

The protester separately contends that the agency's assessment of the significant weakness under the staffing factor was unreasonable in its own right because the evaluation placed undue weight on the qualifications and experience of non-key personnel. Comments & Supp. Protest at 47-48; Supp. Comments at 36. In this regard, the protester argues that the weakness is based on the experience and qualifications of only three non-key personnel out of several hundred that will perform the task order.⁹ *Id.* The agency responds that the number of personnel performing the GOC A/V engineering work is not necessarily indicative of the relative importance of their role to the task order and that the agency reasonably assessed a significant weakness to Peraton's proposed staffing. MOL at 13.

Here, we see no basis to question the agency's conclusion that the protester's staffing proposal warranted the assessment of a significant weakness for failure to demonstrate A/V engineering experience. The contemporaneous record demonstrates that the agency evaluators considered A/V engineering "critical to the continued functioning of the GOC, as [A/V] services are effectively the nervous system of the GOC." AR, Tab 2, TEB Report at 45. Specifically, when discussing Peraton's significant weakness for insufficient A/V staffing, the evaluators found that a "lack of [A/V] engineering and programming experience, skillsets, and qualifications could" lead to work-stoppage on GOC projects and an inability to make system repairs. *Id.* at 51.

Notably, the protester does not meaningfully argue that it met this TOR requirement, but rather, Peraton argues that this aspect of proposals should not have been as heavily weighted. We find that Peraton's assertions, without more, reflect its disagreement with the evaluators regarding the significance of the shortcomings in its proposed staffing. This type of subjective disagreement with respect to the weight assigned to the evaluated concern does not provide any basis to conclude that the agency's evaluation was unreasonable. See *Protection Strategies, Inc.*, B-416635, Nov. 1, 2018, 2018 CPD ¶ 33 at 6-7.

Adjectival Ratings

The protester next contends that the agency unreasonably assigned its proposal a rating of good, instead of excellent, under the management approach factor, despite assessing its proposal two strengths and no weaknesses or deficiencies. Protest at 50-53; Comments & Supp. Protest at 10. The protester argues that the underlying evaluation conclusions reached by the agency meets the TEB's definition for an excellent rating. Protest at 51-52. The agency responds that its assignment of adjectival ratings under the management approach factor was reasonable, and the

⁹ The protester includes various representations of the total number of personnel that would perform the task order. Compare Comments & Supp. Protest at 47 ("concerns over three personnel on a four-hundred person project"), with Supp. Comments at 36 ("GOC A/V represents a small number of the 335 total positions proposed by Peraton").

protester's argument is flawed because it treats the adjectival rating definitions as mechanical instead of subjective.¹⁰ MOL at 17.

Agencies have considerable discretion in making subjective judgments about the technical merit of proposals, and technical evaluators are given the discretion to decide whether a proposal "deserves a 'good' as opposed to a 'very good' rating." *JAM Corp.*, B-408775, Dec. 4, 2013, 2013 CPD ¶ 282 at 4 (*quoting CAS, Inc.*, B-260934.2, B-260934.3, Sept. 12, 1995, 95-2 CPD ¶ 239 at 4). The evaluation of proposals and the assignment of adjectival ratings should not generally be based upon a simple count of strengths and weaknesses, but upon a qualitative assessment of the proposals consistent with the evaluation scheme. *Sherrick Aerospace*, B-310359.2, Jan. 10, 2008, 2008 CPD ¶ 17 at 6.

Moreover, it is well established that adjectival descriptions and ratings serve only as a guide to, and not a substitute for, intelligent decision-making. *Shimmick Constr. Co., Inc.*, B-420419.2, May 9, 2022, 2022 CPD ¶ 113 at 11. Where an agency reasonably considers the underlying bases for the ratings it assigns—including advantages and disadvantages associated with the specific content of competing proposals—in a manner that is fair and consistent with the terms of the solicitation, a protester's disagreement over the actual adjectival ratings, without more, does not render the agency's judgment unreasonable. *See id.*

As noted above, the solicitation did not define adjectival ratings, but the TEB report defined a rating of excellent as "[a] high-quality proposal that meets all requirements," shows a thorough understanding of the requirements, and includes numerous strengths and no deficiencies or significant weaknesses. AR, Exh. 2b, TEB Report at 7. While the TEB report defined a rating of good as a proposal that meets all, and exceeds some, requirements, shows a sound understanding of the requirements, includes "strengths", has no deficiencies, and may have weaknesses or significant weaknesses. *Id.* at 7-8.

Based on our review of the record, we find the agency's rating of Peraton's management approach as good to be unobjectionable. In this regard, the rating definitions used by the agency allowed the evaluators to make qualitative assessments regarding the relative value of the assessed strengths by determining whether the proposal indicated a thorough understanding of the requirements or just a sound one. Here, the TEB based its rating on a documented analysis of Peraton's assessed strengths considering Peraton's proposed process and financial management methodologies. AR, Exh. 2b, TEB Report at 46-47. While the protester believes that it should have been assigned a rating of exceptional due to its lack of weaknesses and deficiencies, Peraton has not meaningfully demonstrated that its management approach

¹⁰ The agency notes that, even if the adjectival ratings had been intended to be assigned mechanically, the TEB's definition of an excellent rating required "numerous" strengths, a standard Peraton's two strengths do not clearly meet. MOL at 7-8.

indicated a thorough understanding of the requirement, rather than a sound one, or that its two strengths meet the excellent rating's definition of having numerous strengths. Accordingly, we deny this ground of protest.

Alleged Organizational Conflict of Interest

Peraton also contends that the agency failed to conduct a reasonable investigation into whether two GDIT employees that worked on the firm's proposal previously had access to nonpublic, competitively useful information based on the individuals' prior employment with the agency such that the firm had an unfair competitive advantage.¹¹ Protest at 59-66; Comments & Supp. Protest at 15-35; Supp. Comments at 24-30. Specifically, Peraton identifies two GDIT employees who previously served in senior positions at USSTRATCOM's IT directorate.¹² Comments & Supp. Protest at 16. The protester alleges that these individuals had access to non-public information "as to most if not all aspects of Peraton's performance" on an incumbent contract to the current requirement.¹³ *Id.* at 16-17. The protester avers that, had the agency conducted a

¹¹ The agency contends that, assuming no merit is found to Peraton's evaluation challenges regarding its own proposal, Peraton is not an interested party to maintain this OCI allegation because Peraton is not next in line for award. MOL at 22-23. The agency argues that, even if an OCI were found and GDIT is eliminated from the competition, Peraton would still not be in line for award because another offeror was higher technically rated with a lower evaluated cost/price. *Id.* at 23. The record demonstrates that there was another offeror that received a higher adjectival rating than Peraton under the staffing factor and had a slightly lower evaluated cost/price, however, the award decision document merely mentions these facts when comparing the two offerors and does not engage in a comparative analysis of the relative merits of the proposals. AR, Exh. 3, Award Decision Document at 76. Further the agency stated that it did not rank the proposals. AR, Exh. 11a, Peraton Debriefing at 18. Given the lack of a detailed tradeoff between Peraton and the allegedly intervening offeror, we see no basis to conclude that Peraton is not an interested party to pursue this protest ground.

¹² USSTRATCOM's IT directorate is known as the J6 – Command, Control, Communications, and Computer Systems. *U.S. Strategic Command*, ABOUT, HEADQUARTERS ORGANIZATIONAL STRUCTURE, USSTRATCOM, <https://www.stratcom.mil/About/> (last accessed September 9, 2025). One of the GDIT employees previously served as the Deputy Director of USSTRATCOM's J6, while the other served as the Deputy Chief Information Officer for the Chief IT Enterprise and Plans Division. AR, Exh. 24, July 15 OCI Memorandum at 1-2.

¹³ According to Peraton, this includes, but is not limited to, Peraton's technical solutions and approaches, its staffing approach and organizational structure, its financial information and basis of estimates for costs, supplier lists, teaming agreements, and operational plans for executing program requirements. Comments & Supp. Protest at 16-17.

reasonable investigation, it would have found that GDIT had, or at least created the appearance of, an OCI which should render GDIT ineligible for award. *Id.* at 15.

Contracting agencies are to avoid even the appearance of impropriety in conducting government procurements. FAR 3.101-1; *Perspecta Enter. Sols.*, B-418533.2, June 17, 2020, 2020 CPD ¶ 213 at 7. Where a firm may have gained an unfair competitive advantage through its hiring of a former government employee, the firm can be disqualified from a competition based on the appearance of impropriety that results. *Health Net Fed. Servs., LLC*, B-401652.3, B-401652.5, Nov. 4, 2009, 2009 CPD ¶ 220 at 29. This is true even if no actual impropriety can be shown, so long as the determination of an unfair competitive advantage is based on hard facts and not mere innuendo or suspicion. *Verisys Corp.*, B-413204.5 *et al.*, Oct. 2, 2017, 2017 CPD ¶ 338 at 9. Thus, a person's familiarity with the type of work required, resulting from the person's prior position in the government, is not, by itself, evidence of an unfair competitive advantage. *Perspecta Enter. Sols.*, *supra*; *Dewberry Crawford Grp.; Partner 4 Recovery*, B-415940.11 *et al.*, July 2, 2018, 2018 CPD ¶ 298 at 24-25.

In determining whether an offeror obtained an unfair competitive advantage by hiring a former government employee with knowledge of non-public information, our Office has considered a variety of factors, including whether the non-public information was in fact available to the firm, whether the non-public information was proprietary information, and whether the non-public information was competitively useful. *Sigmattech, Inc.*, B-415028.3, B-415028.4, Sept. 11, 2018, 2018 CPD ¶ 336 at 9. Whether the appearance of impropriety based on an alleged unfair competitive advantage exists depends on the circumstances in each case, and, ultimately, the responsibility for determining whether an appearance of impropriety exists, and whether an offeror should be allowed to continue to compete, is a matter for the contracting agency, and we will not disturb the contracting agency's determination in this regard unless it is shown to be unreasonable. *Unisys Corp.*, B-403054.2, Feb. 8, 2011, 2011 CPD ¶ 61 at 5.

After Peraton raised its protest allegation on June 16, the contracting officer launched an investigation into whether the two GDIT employees had access to non-public, competitively useful information. The contracting officer obtained sworn statements from the GDIT employees in question, reviewed the current procurement file and compared the instant requirement's scope to that of Peraton's incumbent contract. AR, Exh. 24, July 15 OCI Memorandum at 2.

Based on her inquiry, the contracting officer found that, in their roles at USSTRATCOM, the two GDIT employees did not have access to non-public information that would be competitively useful in the current competition. *Id.* The contracting officer based her finding on the fact that there were "myriad changes to USSTRATCOM's requirements" from Peraton's incumbent contract to the current solicitation and that any non-public competitively useful information the GDIT employees may have had access to was stale because it was "four to seven years old." *Id.*; COS at 20-22; *see also* AR, Exh. 21, Decl. of Former Official 1, ¶ 14 (discussing addition of new objectives and tasks, as well

as evolved and changed requirements, as compared to the incumbent work); Exh. 22, Decl. of Former Official 2, ¶ 8 (discussing agency's migration to a new facility and IT and network architecture following his departure from the agency as compared to resources utilized on prior contract efforts).

In its comments, the protester argues that the agency did not conduct a thorough investigation after receipt of Peraton's protest, and that the record of the investigation that did exist showed a "disturbing lack of attention" to the OCI allegation. Comments & Supp. Protest at 19. Peraton contends that the agency's reliance on the changed solicitation requirements is unreasonable because, while the new requirement is larger and reorganized, it still incorporates the entire scope of Peraton's incumbent contract. *Id.* at 20. The protester alleges that this similarity in requirements means that information regarding Peraton's performance of the incumbent contract, which the two GDIT employees had access to, was clearly competitively useful. *Id.* Peraton further maintains that the information the employees had access to at USSTRATCOM has not become stale. *Id.* at 33-34.

In response to the protester's comments and an accompanying declaration from a Peraton employee detailing non-public competitively useful Peraton information that the two GDIT employees allegedly had access to, the contracting officer again considered whether GDIT's hiring of these two employees represented an OCI. AR, Exh. 26, August 8 OCI Memorandum; see also Comments & Supp. Protest, attach. 1, Peraton Program Manager Declaration. The contracting officer again found that Peraton's allegation of an OCI was unsubstantiated. AR, Exh. 26, August 8 OCI Memorandum at 2. The contracting officer reiterated her finding that the scope and requirements of the instant procurement had sufficiently changed as to impact the competitive usefulness of the information that was available to the two GDIT employees. *Id.* at 1-2. The contracting officer also explained that the two GDIT employees at issue had last worked at USSTRATCOM in June of 2018 and December of 2020, respectively, each more than four years ago and more than four years before the issuance of the solicitation at issue and the preparation of responsive proposals. *Id.* at 2. The contracting officer concluded that, to the extent the two GDIT employees had access to any non-public competitively useful information when they were previously employed by the agency, that it was "undoubtedly stale." *Id.* at 3.

On this record, we find no basis to question the scope of the contracting officer's investigation or the reasonableness of her determinations. The protester has failed to demonstrate that the agency's consideration of whether any non-public information is competitively useful to a different solicitation more than four years later was unreasonable. See, e.g., *Pueo Bus. Sols., LLC*, B-422105, Jan. 3, 2024, 2024 CPD ¶ 19 at 5 (denying OCI protest allegation where former government employee had left the government more than 22 months prior to the agency's issuance of the protested solicitation and there was no indication he was involved in requirements development for the challenged solicitation); *PricewaterhouseCoopers LLP; IBM U.S. Fed., et al.*, Sept. 5, 2014, 2014 CPD ¶ 289 at 19-20 (where the former government official's involvement with the blanket purchase agreement at issue ended over three years

before issuance of the solicitation at issue). GAO affords substantial deference to an agency's findings and we will not substitute our judgment for the agency's when the agency's conclusions are reasonable. See *Sigmattech, Inc.*, *supra*. Peraton's disagreement with the agency's findings about the competitive usefulness of information, without more, cannot displace the agency's reasonable judgment that GDIT did not have an unfair competitive advantage.¹⁴

Clarifications

The protester also contends that the agency failed to raise concerns about Peraton's proposal during the oral presentation question and answer session. Protest at 54-59; Comments & Supp. Protest at 51-55. In this regard, the protester contends that the TOR "unambiguously established" that the agency would engage in clarifications with offerors when necessary. Comments & Supp. Protest at 52-53. The protester argues that, had the agency engaged in clarifications regarding the lack of detail in its proposal, Peraton could have addressed the agency's technical concerns that resulted in significant weaknesses and other negative evaluation findings. *Id.* at 54.

The agency responds that Peraton's argument is meritless because the TOR did not require the agency to seek clarifications. MOL at 21. The agency notes that the solicitation provided the agency could ask clarifying questions during the oral question and answer presentation, if needed, and that the agency intended issue a task order on initial proposals without seeking revisions. *Id.*; TOR at 128. The agency argues that, consistent with the solicitation, it was under no obligations to seek clarifications from an offeror. MOL at 21.

This task order procurement was conducted subject to the provisions of FAR subpart 16.5, which does not establish specific requirements for conducting clarifications or discussions. *Technatomy Corp.*, B-411583, Sept. 4, 2015, 2015 CPD ¶ 282 at 7. However, where an agency conducts a task order competition as a negotiated procurement, our analysis regarding fairness, will, in large part, reflect the standards applicable to negotiated procurements. See, e.g., *TDS, Inc.*, B-292674,

¹⁴ Peraton expresses ongoing disagreement with the scope of the agency's investigation. Supp. Comments at 26-27. A protester, however, must identify hard facts that indicate the existence or potential existence of a conflict; mere inference or suspicion of an actual or potential conflict is not enough. *AAR Mfg. Inc., d/b/a AAR Mobility Sys.*, B-418339, Mar. 17, 2020, 2020 CPD ¶ 106 at 5. Having failed to demonstrate, as alleged, that the information GDIT's employees had access to more than four years ago is still competitively useful, the protester essentially disagrees with the contracting officer's judgment regarding the scope of the OCI inquiry conducted. Such disagreement does not rise to the level of hard facts necessary to support a valid challenge. *Liquidity Servs., Inc.*, B-409718 *et al.*, July 23, 2014, 2014 CPD ¶ 221 at 9-10.

Nov. 12, 2003, 2003 CPD ¶ 204 at 6 n.3; *Uniband, Inc.*, B-289305, Feb. 8, 2002, 2002 CPD ¶ 51 at 3-4.

In a negotiated procurement conducted pursuant to FAR part 15, clarifications are “limited exchanges” between the government and vendors that may occur when award without discussions is contemplated. FAR 15.306(a)(1). As a general matter, agencies may, but are not required to, engage in clarifications that give offerors an opportunity to clarify certain aspects of proposals or to resolve minor clerical errors. *See e.g., Valkyrie Enterprises, LLC*, B-414516, June 30, 2017, 2017 CPD ¶ 212 at 5. Agencies have broad discretion as to whether to seek clarifications from offerors, and offerors have no automatic right to clarifications regarding proposals. *Id.* at 7. This is especially true where, as here, the solicitation permits, but does not require, the agency to seek clarifications. TOR at 130 (providing that the agency “may” ask clarifying questions).

The TOR here advised offerors that the agency would only seek clarifications “to the extent deemed minimally necessary for the evaluators to sufficiently understand what is being proposed.”¹⁵ *Id.* at 127. On this record, and given the discretion afforded to agencies in seeking clarifications, we cannot conclude that the agency’s decision to not ask clarifying questions regarding the weaknesses in Peraton’s proposal was unreasonable or inconsistent with the terms of the solicitation.

Best-Value Tradeoff

Finally, Peraton generally contends that the agency’s best-value tradeoff and source selection decision were unreasonable because they were based on the alleged underlying evaluation errors discussed above. Protest at 53-54; Comments & Supp. Protest at 51. We view Peraton’s allegations here as derivative of the challenges to the agency’s evaluation. Thus, we dismiss these allegations because derivative allegations do not establish independent bases of protest. *GCC Techs., LLC*, B-416459.2, Nov. 19, 2018, 2018 CPD ¶ 394 at 8.

The protest is denied.

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General Counsel

¹⁵ Further, the solicitation provided that, where the agency did seek clarifications, while the agency would consider the offeror’s response, it would not allow proposal revisions. TOR at 130. Accordingly, even if the agency had sought clarification regarding Peraton’s proposal, the type of exchanges sought by Peraton would be tantamount to discussions as envisioned under FAR part 15 where the protester would have needed to effectively revise its proposal in order to address the agency’s identified concerns, including, for example, the absence of any discussion as to the technical approach for providing A/V engineering services or staff with appropriate A/V engineering credentials.