



## Mission Support Alliance Provision

### SPECIAL PROVISIONS - INSTRUCTIONS FOR THE PREPARATION OF PROPOSALS SP-17 REV. 1, MARCH 14, 2011

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These "instructions" are a part of the Buyer solicitation requirements and must be followed in the preparation of your proposal.

### 1.0 INTRODUCTION

#### 1.1 INQUIRY DOCUMENTS

Offeror's attention is directed to all the documents that form a part of these instructions. References to all applicable documents are listed in the Solicitation or are referenced in the Solicitation.

### 2.0 SPECIFIC PROPOSAL REQUIREMENTS

#### 2.1 PROPOSAL CONTENT

Offerors shall submit an original and two copies (or as otherwise specified by Buyer) of the complete proposal package. Unless specified otherwise in the Solicitation, the following documents make up a complete proposal package (further descriptions of documents are listed in subsequent paragraphs):

- A. A completed solicitation.
- B. A completed "Government Industrial Facility and Tooling Certification," if applicable;
- C. A completed "Acquired Property and Material Estimate," if applicable;
- D. A completed "Lower-Tier Supplier Quality Assurance Information," if applicable;
- E. A completed "SF-1411 Form with Supporting Schedules" or "SF-1448 Form," (only if specifically requested in the body of the Solicitation).
- F. A list of technical and administrative exceptions, where applicable.
- G. Identification of Proprietary Data, if applicable.

#### 2.2 SOLICITATION

- A. The Solicitation constitutes the basis on which Buyer intends to make an award. The Offeror shall insert the necessary information in all blanks on the Solicitation. Any proposals not submitted in accordance with the Solicitation may be considered nonresponsive.
- B. Unless otherwise requested, the Offeror is to propose price and delivery based upon their normal work week. In addition, the Offeror is to specify basis of normal work week (i.e., number of days/week and number of hours/day).



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### 2.3 GOVERNMENT INDUSTRIAL FACILITY AND TOOLING CERTIFICATION

The Offeror shall include with the proposal a completed "Government Industrial Facility and Tooling Certification," wherein certification is made that in the performance of this work, supplier shall not use any equipment or industrial facilities owned by the Government without prior approval.

### 2.4 ACQUIRED PROPERTY AND MATERIAL ESTIMATE

An Acquired Property and Material Estimate shall be completed and properly executed and included with Offeror's proposal. If Offeror includes the estimated costs of such items in the proposal, the provision entitled "Government Property," shall be a part of any resulting Subcontract. If Offeror includes the cost of such items in Offeror's proposal, the Offeror shall identify each item or items and estimated cost thereof, so that Buyer can determine whether to purchase all or any part of such items as a Subcontract line item or on such other terms as are mutually agreeable.

### 2.5 LOWER-TIER SUPPLIER QUALITY ASSURANCE INFORMATION

The Offeror shall identify items and services that will be subcontracted by completing and attaching the Lower-tier Supplier Quality Assurance Information form to the proposal. All prospective lower-tier suppliers for work covered by this Solicitation shall be listed, except for those supplying items shown in below paragraph 2.5 (A). Division, affiliates, or subsidiaries of the the Offeror's company shall be included if they provide materials or services applicable to this inquiry.

- A. Raw materials (other than castings, forgings, tubing, special materials and weld filler material), standard hardware items (other than primary closure parts such as studs, nuts, and gaskets) and standard commercial supplies need not be included on the form. All other subcontracted or purchased services and materials shall be included.
- B. Upon Buyer request, the Offeror shall provide copies of quality audit correspondence, which identifies lower-tier Subcontractor problems, resolutions, or commitments for corrective action.
- C. If a Subcontract is awarded, the approved Lower-tier Supplier Quality Assurance Information form will become part of the Subcontract. Any additions to or changes from the approved form will require Buyer approval.

### 2.6 REQUIREMENTS FOR COST OR PRICING DATA

Per FAR 15.403-1, Certified Cost or Pricing Data is required for all actions totaling \$700,000.00, or more unless one of the following exceptions applies:

- A. When the prices agreed upon are based on adequate price competition;
- B. When the prices agreed upon are set by law or regulations (e.g. public utilities);
- C. When a commercial item is being acquired;



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- D. When a waiver has been granted by the contracting officer (either DOE Contracting Officer or the Buyer); and/or
- E. When modifying a Subcontract for commercial items.

If the Subcontractor is not granted an exception from the requirement to submit cost or pricing data, the following applies:

- A. As soon as practicable after agreement on price, but before award (except for unpriced actions), the Subcontractor shall submit a Certificate of Current Cost or Pricing Data, as prescribed by FAR 15.406-2.
- B. The Subcontractor shall submit cost or pricing data and supporting attachments in accordance with Table 15-2 of FAR 15.408.

General Instructions per Table 15-2:

1. Provide the following information on the first page of your pricing proposal:
  - a. Solicitation, Subcontract, and/or modification number;
  - b. Name and address of Offeror;
  - c. Name and telephone number of point of contact;
  - d. Name of Subcontract administration office (if available);
  - e. Type of Subcontract action (that is, new Subcontract, change order, price revision/redetermination, letter Subcontract, unpriced order, or other);
  - f. Proposed cost, profit or fee, and total;
  - g. If Subcontractor will require the use of Government property in the performance of the Subcontract, and, if so, what property;
  - h. Whether your organization is subject to cost accounting standards; whether your organization has submitted a CASB Disclosure Statement, and if it has been determined adequate; whether you have been notified that you are or may be in noncompliance with your Disclosure Statement or CAS, and, if yes, an explanation; whether any aspect of this proposal is inconsistent with your disclosed practices or applicable CAS, and, if so, an explanation; and whether the proposal is consistent with your established estimating and accounting principles and procedures and FAR Part 31, Cost Principles, and, if not, an explanation;
  - i. The following statement:



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This proposal reflects our estimates and/or actual costs as of this date and conforms with the instructions in FAR 15.403-5(b)(1) and Table 15-2. By submitting this proposal, we grant the Buyer and authorized representative(s) the right to examine, at any time before award, those records, which include books, documents, accounting procedures and practices, and other data, regardless of type and form or whether such supporting information is specifically referenced or included in the proposal as the basis for pricing, that will permit an adequate evaluation of the proposed price.

- j. Date of submission; and
  - k. Name, title and signature of authorized representative.
2. In submitting a proposal, include an index, appropriately referenced, of all the cost or pricing data and information accompanying or identified in the proposal. In addition, annotate any future additions and/or revisions, up to the date of agreement on price, or an earlier date agreed upon by the parties, on a supplemental index.
  3. As part of the specific information required, you must submit, with the proposal, certified cost or pricing data (as defined at FAR 2.101). Clearly identify on the cover sheet that cost or pricing data is included as part of the proposal. In addition, submit with the proposal any information reasonably required to explain estimating process, including –
    - a. The judgmental factors applied and the mathematical or other methods used in the estimate, including those used in projecting from known data; and
    - b. The nature and amount of any contingencies included in the proposed price.
  4. Show the relationship between Subcontract line item prices and the total Subcontract price. Attach cost-element breakdowns for each proposed line item, using the appropriate format prescribed in the "Formats for Submission of Line Item Summaries" section of this table. Furnish supporting breakdowns for each cost element, consistent with your cost accounting system.
  5. When more than one Subcontract line item is proposed, provide summary total amounts covering all line items for each element of cost.
  6. Whenever there are incurred costs for work performed before submission of a proposal, you must identify those costs in your cost/price proposal.



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7. If an agreement has been reached with Government representatives on use of forward pricing rates/factors, identify the agreement, include a copy, and describe its nature.
8. As soon as practicable after final agreement on price or an earlier date agreed to by the parties, but before the award resulting from the proposal, under the conditions stated in FAR 15.406-2, submit a Certificate of Current Cost or Pricing Data.

### C. Cost Elements

1. Depending on your system, provide breakdowns for the following basic cost elements, as applicable:
  - a. *Materials and Services* - provide a consolidated priced summary of individual material quantities included in the various tasks, orders, or Subcontract line items being proposed and the basis for pricing (vendor quotes, invoice prices, etc.). Include raw materials, parts, components, assemblies, and services to be produced or performed by others. For all items proposed, identify the item and show the source, quantity, and price. Conduct price analyses of all Subcontractor proposals. Conduct cost analyses for all Subcontracts when cost or pricing data is submitted by the Subcontractor. Include these analyses as part of cost or pricing data submissions for Subcontracts expected to exceed the appropriate threshold in FAR 15.403-4. Submit the Subcontractor cost or pricing data as part of cost or pricing data as required in paragraph C. A. (2) of this table. These requirements also apply to all Subcontractors if required to submit certified cost or pricing data.
    - i. Adequate Price Competition - provide data showing the degree of competition and the basis for establishing the source and reasonableness of price for those acquisitions (such as Subcontracts, purchase orders, material order, etc.) exceeding, or expected to exceed, the appropriate threshold set forth at FAR 15.403-4 priced on the basis of adequate price competition. For inter-organizational transfers priced at other than the cost of comparable competitive commercial work of the division, subsidiary, or affiliate of the Subcontractor, explain the pricing method (see FAR 31.205-26(e)).
    - ii. All Other - obtain cost or pricing data from prospective sources for those acquisitions (such as Subcontracts, purchase orders, material orders, etc.) exceeding the threshold set forth in FAR 15.403-4 and not otherwise exempt, in accordance with FAR 15.403-1(b) (i.e., adequate price competition, commercial items, prices



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set by law or regulation or waiver). Also provide data showing the basis for establishing source and reasonableness of price. In addition, provide a summary of cost analysis and a copy of cost or pricing data submitted by the prospective source in support of each Subcontract, or purchase order that is the lower of either \$12,500,000.00 or more, or both more than the pertinent cost or pricing data threshold and more than 10 percent of the prime contractor's proposed price. The Subcontracting Officer may require you to submit cost or pricing data in support of proposals in lower amounts. Subcontractor cost or pricing data must be accurate, complete and current as of the date of final price agreement, or an earlier date agreed upon by the parties, given on the prime contractor's Certificate of Current Cost or Pricing Data. The prime Subcontractor is responsible for updating a prospective Subcontractor's data. For standard commercial items fabricated by the Offeror that are generally stocked in inventory, provide a separate cost breakdown, if priced based on cost. For interorganizational transfers priced at cost, provide a separate breakdown of cost elements. Analyze the cost or pricing data and submit the results of analysis of the prospective source's proposal. When submission of a prospective source's cost or pricing data is required as described in this paragraph, it must be included along with your own cost or pricing data submission, as part of your own cost or pricing data. Also submit any other cost or pricing data obtained from a Subcontractor, either actually or by specific identification, along with the results of any analysis performed on that data.

- b. Direct Labor - Provide a time-phased (e.g., monthly, quarterly, etc.) breakdown of labor hours, rates, and cost by appropriate category, and furnish bases for estimates.
- c. Indirect Costs - Indicate how Offeror has computed and applied Offeror's indirect costs, including cost breakdowns, and showing trends and budgetary data, to provide a basis for evaluating the reasonableness of proposed rates. Indicate the rates used and provide an appropriate explanation.
- d. Other Costs - List all other costs not otherwise included in the categories described above (e.g., special tooling, travel, computer and consultant services, preservation, packaging and packing, spoilage and rework, and Federal excise tax on finished articles) and provide basis for pricing.



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- e. Royalties - If royalties exceed \$1500.00, provide the following information on a separate page for each separate royalty or license fee: name and address of licensor; date of license agreement; patent numbers, patent application serial numbers, or other basis on which the royalty is payable); percentage or dollar rate of royalty per unit; unit price of Subcontract item; number of units, and total dollar amount of royalties. In addition, if specifically requested by the Subcontracting officer, provide a copy of the current license agreement and identification of applicable claims of specific patents. (See FAR 27.204 and 31.205-37).
- f. Facilities Capital Cost of Money - If electing to claim facilities capital cost of money as an allowable cost, submit FORM CASB-CMF and show the calculation of the proposed amount (see FAR 31.205-10).

### 2.7 EXCEPTIONS AND ALTERNATE PROPOSALS

- A. Compliance with specifications and other requirements of this Solicitation is essential. Unless otherwise indicated by Offeror, his/her signature on his/her proposal shall indicate unqualified acceptance of all requirements including all the terms and conditions of the Subcontract, stated and referenced by this Solicitation. Interpretations established by the Offeror to any part of this Solicitation may be considered an exception. In case of doubt, Offeror should request clarification from Buyer.
- B. If there are any exceptions to the requirements of the Solicitation, the price offered should be based on the Solicitation's requirements and the exception(s) priced as alternates. If Offeror's proposal is based only on the proposed exceptions, it must be recognized that this may be grounds for a determination that such a proposal is non-responsive.
- C. Any questions or requests for additional information relative to the Solicitation must be submitted in writing to the Buyer's representative responsible for issuing the Solicitation. Copies of replies to questions will be furnished to all Offerors.
- D. Buyer will evaluate any exceptions and determine whether the Offeror's proposal is acceptable, or whether it is non-responsive.

### 2.8 IDENTIFICATION OF PROPRIETARY DATA

- A. Offerors who include in their proposals any data that they do not want disclosed to the public for any purpose or used by Buyer or the Government except for evaluation purposes shall:
  - 1. Mark the title page of their proposal with the following legends:



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- a. USE AND DISCLOSURE OF DATA: “This proposal includes data that shall not be disclosed outside Buyer or the Government and shall not be duplicated, used, or disclosed - in whole or in part - for any purpose other than to evaluate this proposal. If, however, a Subcontract is awarded to this Offeror as a result of -- or in connection with -- the submission of this data, Buyer and the Government shall have the right to duplicate, use, or disclose the data to the extent provided in the resulting Subcontract. This restriction does not limit Buyer’s nor the Government's right to use information contained in this data if it is obtained from another source without restriction. The data subject to this restriction are contained in sheets [insert numbers or other identification of sheets];” **and**
- b. “Use or disclosure of data contained on this sheet is subject to the restriction on the title page of this proposal.”

### 3.0 SUBMISSION OF PROPOSALS

#### 3.1 SEALED PROPOSALS

- A. To be considered for award, a bid must comply in a material respects with the invitation for bids. Such compliance enables bidders to stand on an equal footing and maintain the integrity of the bidding system. FAR 14.301.
- B. Sealed proposals are to be received **prior** to the time specified in the Solicitation.
- C. The envelope shall be addressed to the Buyer and specific individual identified in the Subcontract.
- D. In certain circumstances, Buyer may authorize telephonic, telefax or electronic submittal of proposals. However, unless the Buyer authorizes these alternative methods of bidding, Offeror may not submit a proposal in such a way. FAR 14.301.

#### 3.2 LATE PROPOSALS

A late bid is any proposal received at the office designated in the solicitation after the exact time specified for receipt. The general rule is that late bids will not be considered, unless:

- A. It is received before award is made, and;
- B. It was sent by registered or certified mail not later than the fifth calendar day prior to the date specified for receipt of offers (e.g., an offer submitted in response to a solicitation requiring receipt of offers by the 20th of the month must have been mailed by the 15th or earlier); or



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- C. It was sent by mail (or telegram if authorized) and it is determined by Buyer that the late receipt was due solely to mishandling by Buyer after receipt at Buyer's facility; or
- D. It was sent by U.S. Postal Service Express Mail Next Day Service-Post Office to Addressee, not later than 5:00 p.m. at the place of mailing two working days (excludes week-end days and U.S. Federal holidays) prior to the date specified for receipt of proposals; or
- E. It was transmitted through an electronic commerce method authorized by the solicitation and was received by Buyer not later than 5:00 p.m. one working day prior to the date specified for receipt of proposals; or
- F. It is the only proposal received.

### 3.3 PROPOSAL CHANGES

Any modification of a proposal, including a modification resulting from Buyer's request for "best and final" offer, is subject to the same conditions as in 3.2 above.

### 3.4 WITHDRAWAL OF PROPOSALS

Proposals may be withdrawn by written or electronic notice received at any time prior to award. Proposals may be withdrawn in person by an Offeror or his authorized representative, provided his identity is made known and he signs a receipt for the proposal prior to award.

## 4.0 ADDITIONAL PREAWARD INFORMATION

As a result of the specific solicitation circumstances, additional preaward information may be necessary.

### 4.1 SOLICITATION CERTIFICATION

Offeror shall complete the basic Representations and Certifications on the face of the Solicitation as well as any specifically printed in the body of the Solicitation set forth as Section L. A successful Offeror shall complete and submit Representations and Certifications, Form SP-16, prior to actual award of a Subcontract. The Buyer will coordinate this requirement.

### 4.2 PREAWARD SURVEY

The Buyer reserves the right to conduct as appropriate a Preaward Survey of the Offeror to determine responsibility. The Buyer may request the services of Government agencies in obtaining the necessary preaward information.

- A. Preaward Equal Opportunity Compliance Reviews: Where the offer of an apparent low Offeror is in the amount of \$10 million or more, the Offeror and Offeror's known first-tier Subcontractors which will be awarded subcontracts of \$10 million or more, will be subject to full, preaward equal opportunity



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compliance reviews before the award of the Subcontract for the purpose of determining whether the Offeror and Offeror's Subcontractors are in compliance with the provisions of the Equal Opportunity Certification.

### 4.3 SUBCONTRACTING PLAN SUBMISSION

The successful Offeror of an action exceeding \$650,000.00 (\$1,500,000.00 for construction) shall be required to submit a Small Business, HUB Zone Small Business, Small Disadvantaged, Women-Owned Small Business and service disabled-veteran owned Subcontracting Plan.

Subcontracting Plans are not required:

- A. From Small Business concerns;
- B. For personal services Subcontracts;
- C. For Subcontracts that will be performed entirely outside of any state, territory or possession of the United States, the District of Columbia and the Commonwealth of Puerto Rico; and/or
- D. For modifications to Subcontracts within the general scope of the Subcontract that do not contain the clause 52.219-8, Utilization of Small Business Concerns (or equivalent prior clauses: e.g., Subcontracts awarded prior to the enactment of Public Law 95-507).

### 4.4 COST ACCOUNTING STANDARDS

Depending on the specific solicitation circumstances, Cost Accounting Standards (CAS) requirement may require additional pre-award reviews dealing with disclosure statements (see SP-3, "Special Provisions - Application of Federal Cost Accounting Standards"). This section sets forth the requirements for administration of those Subcontracts that invoke CAS requirements and shall become a part of any resultant Subcontract.

### 5.0 CHANGES

Offeror's attention is directed to the fact that only the Buyer employees specified in the resultant Subcontract would have authority to make changes.

### 6.0 PRECEDENCE OF REQUIREMENTS

In the event of a conflict between these proposal instructions and the General Provisions of any Subcontract resulting from the proposal, the General Provisions shall govern.



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### GOVERNMENT INDUSTRIAL FACILITY AND TOOLING FORM

Solicitation No. \_\_\_\_\_

I hereby certify that, except for the equipment covered by the "Acquired Property and Material Estimate", Subcontractor shall not use in the performance of work under any Subcontract resulting from this inquiry, any other tooling, test equipment, or industrial facilities owned by the Government or as to which the Buyer has the option to take title unless such use is specifically authorized by the Buyer.

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

Typed Name: \_\_\_\_\_

Title: \_\_\_\_\_

Company: \_\_\_\_\_

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



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## ACQUIRED PROPERTY AND MATERIAL ESTIMATE FORM

Component

Solicitation Number

Check Applicable Statement:

- 1. No equipment, tooling, or material will be acquired or manufactured by us under any Subcontract resulting from this Solicitation for which we will request reimbursement and subsequent title will pass to the Government.
- 2. The list of equipment, tooling, or material for which we will request reimbursement and subsequent title will pass to the Government estimated to be acquired or manufactured by us for use on any resultant Subcontract. All such equipment, tooling, or material acquired or manufactured in the process of producing the product or service of an Subcontract placed as a result of this Solicitation are subject to disposition as set forth in the resultant Subcontract.

Item Number

Description of Equipment, Tooling, or Material and of Part for Which it will be Furnished or Acquired

Estimated Cost

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

Typed Name: \_\_\_\_\_

Title: \_\_\_\_\_

Company: \_\_\_\_\_

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