

**US Army TARDEC Broad Agency Announcement (BAA)  
Solicitation No. W56HZV-05-R-BAA1  
Amendment 0061**

**PART I. Introduction**

**I.a.** This "Broad Agency Announcement" (BAA), W56HZV-05-R-BAA1, is a form of solicitation authorized by the Federal Acquisition Regulation when the government wants to fund certain forms of research and development. The BAA is issued to solicit competitive proposals against a range of topics, and is expected to lead to award of one or more contracts or agreements for the conduct of basic or applied research or development.

**I.b.** This Broad Agency Announcement is issued under paragraphs 6.102(d)(2) and 35.016 of the Federal Acquisition Regulation (FAR), which provides for the competitive selection of basic and applied research and that part of development not related to the development of a specific system or hardware. Proposals submitted in response to this BAA, that are selected for award, are considered to be the result of full and open competition and in compliance with the provision of Public Law 98-369, "The Competition in Contracting Act of 1984" and subsequent amendments. Proposals will be evaluated only if their effort falls within the definition of [i] basic research, [ii] applied research, or [iii] that part of development not related to development of a specific system or hardware as defined in FAR 2.1 and FAR 35.001.

**I.c.** This Announcement is being released pursuant to FAR Part 35. Notwithstanding the use of terms such as "discussions", "negotiations", and "source selections" in either this BAA or in subsequent exchanges of information,

FAR Part 15.3 does not apply to this Announcement except to the extent that specific parts of FAR Part 15.3 are referenced in this BAA.

**I.d.** Unlike the structure of many government competitions, the evaluation of proposed projects per this BAA will be conducted in two phases, as follows:

(1) The FIRST PHASE is informal and gives the offeror the opportunity to conduct informal talks with the Technical Point of Contact (TPOC) to receive feedback regarding the proposed project before preparation of a proposal. Detailed information regarding this phase is discussed in Part VI below.

(2) The SECOND PHASE is the proposal submission, evaluation and award phase. A Government evaluation team will review all eligible proposals, and evaluate and rate each proposal against the evaluation criteria set forth in Part IX below. Additional evaluation criteria, unique to a specific topic, **may** be included as part of the topic information. Proposals will be selected for award, consistent with the availability of Government funding and based on a source selection assessment as described in Part IX below. Negotiations may be conducted to enhance the Government's evaluation process.

**I.e.** All non-technical correspondence and questions concerning the BAA shall be submitted to Sara Locricchio at [sara.m.locricchio.civ@mail.mil](mailto:sara.m.locricchio.civ@mail.mil). Non-technical correspondence and questions concerning a specific topic shall be submitted to the Contracting Officer or Contract Specialist identified in the topic information. Technical correspondence and questions concerning a specific topic shall be directed to the TPOC identified in the topic information.

## **PART II. Funding**

The estimated maximum funding available and availability of funds information is provided within each topic. Proposals at or under the estimated maximum funding available are required, unless the planned project is based upon private contribution in addition to government funding [see paragraph X.i and X.j under Part X, General Terms and Conditions herein]. In this event, the offeror must clearly identify the estimated amount of their contribution/share.

## **PART III. Milestone Schedule**

**III.a. BAA Milestone Schedule:** This BAA is a continuously open announcement valid from the date of issuance. The continuous status of this announcement may be changed, cancelled or withdrawn. Amendments to this BAA, as well as minor changes such as correction of typographical errors or changes of an administrative nature, are made directly to the text of the BAA as it appears on the website. A comprehensive amendment listing is maintained in the Amendment Register of this document. Potential offerors are advised to regularly monitor the TACOM-Warren Procurement Network at <http://contracting.tacom.army.mil/baa/baapage.htm> for possible changes.

**III.b. Topic Milestone Schedule:** Milestone Schedules will vary for each topic. Each topic will reflect a unique date for the informal talks, proposal due date, and estimated award date. See individual topics for Milestone Schedule information.

## **PART IV. Guidance on the Submission of Unsolicited Proposals**

Unsolicited proposals will not be accepted as part of the announcement. Proposals submitted as part of this announcement must be in response to a specific topic and must be submitted during the timeframe in which proposals are being accepted.

## **PART V. Topics**

The Government is seeking innovative technologies, efforts, and projects in the topic areas posted on the TACOM-Warren Procurement Network (topics are not listed in any order of importance). Technical approaches that provide an integrated solution in multiple topic areas may be submitted, but a single "lead" topic must be identified for informal talks and proposal submission. The topic information will also address whether proposals that reflect a "partial technical solution" to the technical objective, are acceptable. See "List of BAA Topics" at (<http://contracting.tacom.army.mil/baa/05RBAA1/topics.htm>).

## **PART VI. Informal Talks**

**VI.a.** Interested parties may request informal talks directly with the TPOC prior to proposal preparation and submission. The purpose of this phase is to give the interested parties an opportunity to explain the proposed project, ask any technical questions about the topic, or seek feedback from the TPOC regarding their proposed project to determine if the project meets the guidelines described herein and if the project is of any interest to the Government. **Informal talks are not mandatory, but are highly encouraged** to avoid any unnecessary expense in proposal generation for proposed projects that do not have a strong potential for

being selected as part of this announcement. The names, phone numbers, email and mailing address of each TPOC are listed within each topic.

**VI.b.** It is requested that interested parties submit their questions in writing one day prior to the scheduled meeting. Please contact the TPOC to schedule a mutually agreeable time to conduct the informal talks, which will be held via telephone or video conference. Requests for informal talks may be submitted by telephone, email, datafax or U.S. mail. However, contact by email is the preferred method. In the event the TPOC cannot be reached, the Contracting Officer or the Contract Specialist identified in the topic information may be contacted.

**VI.c.** For reasons of competitive fairness, informal talks between offerors and the Technical Point of Contact will not be permitted once the Government starts accepting proposals for the specific topic. See the milestone schedule for each topic for specific dates.

## **PART VII. Proposal Instructions**

### **VII.a. General Guidance**

(1) The cover sheets (SF 18, SF 33, SF-1442, or SF1449) are not required for this BAA.

(2) Offers must be submitted via paperless electronic media. Electronic offers and any supplemental information (such as spreadsheets, backup data, and technical information) must be submitted via the Army Single Face to Industry (ASFI) Bid Response System (BRS), in accordance with the TACOM Electronic

Quotation/Proposal Submission instructions at  
<http://contracting.tacom.army.mil/acqinfo/ebidnotice.htm> .

**(a)** Proposals must be received via the ASFI BRS no later than 3:00:00 p.m., local time, for Warren, MI, on the dates specified within each individual topic. Proposal receipt confirmation is generated by the ASFI BRS in the form of a time stamped PriceQuoteNumber.

**(b)** In accordance with FAR 15.208(a), offerors are responsible for submitting proposals so as to reach the Government office designated in the solicitation by the time specified. Any proposal received at the designated Government office after the exact time specified is "late", and thus, is not considered eligible unless one of the exceptions is met at FAR 15.208(b). There is no "expected" or "target" length of time for proposal submission; size and content may be factors. Therefore, offerors are strongly cautioned to submit their proposals allowing adequate time for submission and receipt.

**(c)** The ASFI BRS may be accessed at the following URL:  
<https://acquisition.army.mil/asfi/default.cfm>. Each specific topic includes instructions for locating the proposal submission page assigned to the individual action.

**(3)** In addition to the instructions provided at <http://contracting.tacom.army.mil/acqinfo/ebidnotice.htm>, proposals sent in response to this announcement must identify the topic number and title, be written in English and priced in U.S. Dollars. The offeror must indicate whether this, or a related proposal, has been offered to, or is under consideration by, any other

Government Agency. The offeror must include their Commercial and Government Entity (CAGE) code, Taxpayer Identification Number (TIN), and Data Universal Numbering System (DUNS) number in the proposal cover letter, if available. The offeror must also identify whom the Government should contact in the event any questions arise during proposal evaluation, and include a telephone number, a datafax number, and an e-mail address for both a contracting and technical point of contact.

(4) Complete identical printed copies of the electronic version of the offer, including any supplemental information, **may** also be required for submission. Refer to the topic information for any special proposal instructions.

(5) The proposal must be clearly and concisely written, indexed, and logically assembled. The proposal must contain two distinct sections consisting of (i) Technical and (ii) Cost information. Pages of each section shall be consecutively numbered. Each section shall be formatted in the following manner: (a) Title Page, (b) Table of Contents with a listing of Tables and Figures and (c) the technical or cost information associated with the effort. The proposal shall NOT contain unnecessarily elaborated brochures or proposals beyond that sufficient to present a complete and effective proposal.

(6) **RESTRICTIVE MARKINGS ON PROPOSALS:** The Government will not accept liability for failure to safeguard against open disclosure if information contained in the proposal is in the public domain or cannot be protected under the law as a trade secret. In the event the proposal contains any proprietary data or information, the offeror shall mark the proposal as follows, to put Government reviewers on proper notice.

**(a)** The title page shall be marked with the following legend:

“This proposal includes data that shall not be disclosed outside 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 contract or agreement is awarded to this offeror as a result of—or in connection with—the submission of this data, the Government shall have the right to duplicate, use, or disclose the data to the extent provided in the resulting contract or agreement. This restriction does not limit 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 number or other identification of sheets]*.”

**(b)** Each additional sheet of data the offeror wishes to restrict shall be marked with the following legend:

“Use or disclosure of data contained on this sheet is subject to the restriction on the title page of this proposal.”

**(7)** In accordance with DFARS 227.7103-1(b)(4) and DFARS 227.7203-1(b)(4), offerors shall identify all noncommercial technical data; and noncommercial computer software and noncommercial computer software documentation it plans to generate, develop or deliver, and which restrictions, other than copyright restrictions, will be asserted. Offerors shall follow the format at DFARS 252.227-7017.

**(8) CENTRAL CONTRACTOR REGISTRATION:** Offerors must be registered in the DoD Central Contractor Registration (CCR) database. Information on CCR registration is available at <http://www.ccr.gov> or by calling toll-free: 1-888-227-2423 or commercial: (269) 961-5757.

**(9) REPRESENTATION AND CERTIFICATION:** In accordance with FAR Part 4.12, offerors must complete electronic representation and certifications at <http://orca.bpn.gov> in conjunction with required registration in the Central Contractor Registration (CCR) database. The representations and certifications must be updated as necessary, but at least annually, to ensure they are kept current, accurate and complete.

**(10)** Each offeror's proposal will be presumed to present their best effort to respond to the requirements of the individual topic(s). Any inconsistency between promised performance and cost or price must be explained. Moreover, any significant inconsistency, if left unexplained, will raise a fundamental question as to the offeror's understanding of the effort and, therefore, its ability to perform the effort.

**(11)** If the offeror is a large business or University proposing a project that will be accomplished using a FAR based contract, exceeding an amount of \$650,000, and contain subcontracting possibilities, the offeror must comply with both FAR 52.219-9, Small Business Subcontracting Plan; and DFARS 252.219-7003, Small, Small Disadvantaged and Women-Owned Small Business Subcontracting Plan (DOD Contracts).

(12) The technical and cost information shall include two (2) trips to TACOM, Warren, Michigan during the course of performance. Contract reporting requirements shall include quarterly technical reports, financial reports, and a final technical report (additional reporting requirements may be required by individual topics). If the offeror is proposing to enter into an assistance instrument (cooperative agreement or other transaction), the proposal must also include an annual program plan. The offeror must identify the type of contractual instrument they consider appropriate for performing the proposed effort. (See also paragraphs X.i and X.j under Part X, General Terms & Conditions). However, selection of instrument type is a Contracting Officer/Grants Officer's determination. The Government reserves the right to make the final decision regarding the most appropriate instrument type for each project during the Government's evaluation of proposals that are selected for award. The Government may conduct negotiations with an offeror regarding alternative instrument types, or embody the recommended instrument type in the form of a contract or agreement forwarded to the offeror for review and signature, if no negotiations are conducted with said offeror.

## **VII.b. Technical and Cost Sections**

(1) **Technical Section.** Technical proposals have no page limit; however, a maximum of 35 typewritten pages is recommended. Proposals must not contain any classified data. The technical proposal must be clearly labeled "Technical" and must contain the following information:

(a) **Technical Approach:** A full discussion of the offeror's proposed technical approach to include the following:

- A program milestone chart, including a detailed list and description of tasks and subtasks and the duration of those tasks; and
- A list and description of contract deliverables, including an explanation of how those deliverables track to the program milestone chart and how the deliverables will meet the technical objective.

**NOTE:** The Government is under no obligation to comply with requests for government-furnished equipment (GFE), government-furnished information (GFI), government-furnished property (GFP) or government-furnished data (GFD). Therefore, offerors whose proposal includes requests for GFE, GFI, GFP or GFD must make provision for alternate technical approaches in the event the Government is unwilling to provide the property or support the request. If the offeror requires Government furnished property or support, the offeror shall describe the type of support requested of the Government, such as facilities, equipment, demonstration sites, test ranges, software or materials (which shall be identified as GFE, GFI, GFP or GFD). The Offeror shall also indicate any Government coordination that may be required for obtaining equipment or facilities necessary to perform any simulations or exercises that will demonstrate the proposed capability.

**(b) Experience:**

(1) The offeror shall provide a summary of awards or sub-awards that demonstrate the offeror's recent\* and relevant\*\* corporate experience with performing the proposed work. For each award or sub-award, the following information shall be reported within said summary:

- Program Title
- Kind of contractual instrument (i.e. Contract, Work Directive Contract, Task Order, Delivery Order, Cooperative Agreement, or Other Transaction);
- Type of contractual instrument (i.e. Firm-Fixed-Price, Cost-Plus-Fixed-Fee, etc.)
- Contract number, including specific Task Order number, Delivery Order number, Work Directive number, etc. (if applicable);
- Date of award, including dates for specific Task Order number, Delivery Order number, Work Directive number, etc. (if applicable);
- A statement identifying whether the offeror was the prime contractor or a subcontractor; if the offeror was a subcontractor, the offeror shall provide the name of the prime contractor firm;
- Issuing government or commercial contracting activity, including a point of contact (name address, telephone number, and E-mail address);
- Procuring Contracting Officer's (PCO's) name, telephone number and E-mail address;
- Administrative Contracting Officer's (ACO's) name, telephone number and E-Mail address;
- Technical Representative's or Contracting Officer's Representative's (COR's), name, telephone number and E-mail address;
- Statement Of Work (SOW) (only sections which are relevant to the topic);
- A statement identifying specific similarities between the work identified in said SOW paragraphs and the requirements identified in the topic.

(2) If the offeror is proposing a project that will be accomplished as a teaming arrangement or as a consortium with other parties, the offeror shall provide a summary of awards or sub-awards that demonstrate the other parties' recent\* and relevant\*\* corporate experience with performing the proposed work.. For each award or sub-award, the information bulleted in paragraph VII.b.(1), above, shall be reported within said summary.

\* **Recent** corporate experience is that which is performed within three (3) years of the date the topic was released.

\*\* **Relevant** corporate experience is that which is similar in scope to the topic. Where experience is under a broader, Blanket Purchase Agreement (BPA), Indefinite Delivery Indefinite Quantity (IDIQ) contract, or Work Directive contract, the offeror shall cite the broader BPA, IDIQ, or Work Directive contract along with the specific individual Task Orders, Delivery Orders, or Work Directives which reflect said relevant corporate experience.

(2) **Cost Section.** The offeror shall present a cost proposal that reflects the total cost of the offeror's project. The cost proposal shall be clearly labeled "Cost". There is no page limit; however, a maximum of 20 typewritten pages is recommended. Click on the "Cost Proposal Instructions" at (<http://contracting.tacom.army.mil/baa/05RBAA1/Cost%20Proposal%20Instructions.doc>), to view complete cost proposal format.

(a) Cost proposals shall include the total cost of the project with supporting detailed cost data, including any subcontractor cost data. The proposal must give sufficient detail to allow assessment of the realism, reasonableness, and

affordability of the proposed amounts. The consistency of the cost data with the offeror's technical approach reflects the offeror's understanding of the work required and, therefore, the ability to perform the resulting scope of work for the amount proposed. The offeror's cost proposal must identify any judgment factors applied and the mathematical or other method used in the estimate, and the nature and amount of any contingencies included in the proposed cost amounts.

(b) The offeror must complete the cost proposal in accordance with the Cost Proposal Instructions at

<http://contracting.tacom.army.mil/baa/05RBAA1/Cost%20Proposal%20Instructions.doc>) of this announcement. Some items in this format may not apply to the proposed effort. If an item does not apply, the offeror shall indicate "not applicable." The offeror must provide enough information to allow the Government to understand how the offeror plans to use the requested funds if an award is made. See the "Cost Proposal Instructions" at <http://contracting.tacom.army.mil/baa/05RBAA1/Cost%20Proposal%20Instructions.doc>) for detailed format instructions.

(c) The cost proposal must contain a detailed breakdown of costs for the proposed effort. Cost must also be broken down on a task-by-task basis for each task appearing in the Program Milestone Chart. This shall include all of the proposed costs to the Government and any cost sharing, if applicable. Any resultant contract/agreement will require two (2) trips to TACOM, Warren Michigan during the course of performance. Contract reporting requirements will also include quarterly technical and financial reports, and a final technical report (Unless additional reporting requirements are stated in the individual topic). The cost proposal (and the technical reporting) shall contain these requirements.

**(d)** The following information must be presented in the cost proposal:

**(1)** A timeline demonstrating when the funding requested from the Government will be needed;

**(2)** Elements of cost (labor, direct materials, travel, other direct costs, subcontract(s), equipment, software, patents, royalties, indirect costs, profit/fee and cost of money), along with sufficient information and supporting documents to allow the Government to evaluate the reasonableness of these proposed costs, including salaries, overhead, equipment purchases, fair market rental value of leased items, and the method used for making such valuations.

**(3)** If any Government technical or other assistance (e.g. equipment, facilities, and personnel of Federal laboratories) is required to support the project, the proposal must contain sufficient information regarding the resources to be provided by the Government so that the Government can effectively evaluate the availability, appropriateness, and cost of said resources. Costs associated with an alternate approach must also be identified in the event the Government is unwilling to provide the requested property or support.

**(e)** If the proposal is selected for award, the offeror must also be prepared to submit further documentation to the Contracting/Grants Officer to support cost estimates and/or to support an audit.

## **PART VIII. Method of Selection**

**VIII.a.** This section describes the process and procedures which will be used for evaluation and selection of proposals submitted under this BAA. Proposals will be evaluated only if their effort falls within the definition of [i] basic research, [ii] applied research, or [iii] that part of development not related to development of a specific system or hardware as defined in FAR 2.1 and FAR 35.001. Proposals not meeting these criteria will be deemed ineligible and summarily rejected. Proposals received as a result of this announcement will be generally evaluated in accordance with FAR Part 35.016(a), the source selection plan and the evaluation criteria set forth below. Within each topic, the selection of none, one, or multiple proposals for award will be based on peer and scientific review and the availability of funds.

**VIII.b.** Selection of contractors shall be made following an assessment of each proposal against the evaluation criteria provided below. Proposals that are unrealistic in terms of technical or schedule commitments or unrealistically high or low in cost will be construed as inherently lacking in technical merit will be deemed ineligible. Proposals that merely offer to perform work and fail to present more than a statement indicating capability (without elaboration), or that fail to respond meaningfully to a significant portion of this broad agency announcement will be deemed ineligible. Further, any significant inconsistency between the proposed technical performance and cost, if unexplained, may render a proposal ineligible.

**VIII.c.** The Government will evaluate each timely, eligible proposal received against all of the evaluation criteria set forth in this announcement. The Government reserves the right to make selections based on initial proposals as

submitted. Therefore, each offeror's initial proposal shall contain the offeror's best terms from a cost and technical standpoint. As a result of the Government's evaluation of eligible proposals received, the Government may determine that one or more proposals have limited value either (a) on their face; or (b) relative to other proposals received. In that event, such proposal(s) will not be subject to any exchanges (whether exchanges are conducted with other offerors or not), and will not be further considered for award.

**VIII.d.** The Government reserves the right to enter into exchanges with any offeror, if needed to enhance the Government's understanding of that offeror's proposal, and/or to address any areas of concern in an otherwise highly meritorious proposal. Such exchanges, if they occur, may result in amended proposals from the affected offeror(s). However, if the Government initiates exchanges with one offeror, this does not obligate the Government to conduct exchanges with, or obtain amended proposals from other offerors.

**VIII.e.** Per DoD policy [FAR 9.103 and DoDGARs Part 22 Subpart D], awards will be placed only with responsible contractors. Prospective offerors, in order to qualify for award under this announcement, must be able to demonstrate that they meet the standards of responsibility set forth in FAR 9.104. The Contracting/Grants Officer will only award to responsible offerors. Responsibility, among other considerations, includes the requirement that the selected offeror must have an accounting system (or the ability to obtain an accounting system) appropriate for the type of financing set forth in the award document. Accordingly, the Government may conduct a pre-award survey on any and all of the offerors (or their significant subcontractors) to aid the GO/PCO in the responsibility determination.

**VIII.f.** Government reviewers and evaluators will base their conclusions on information contained in each proposal. It cannot be assumed that reviewers are acquainted with the offeror's firm, key individual(s), or any reference projects or experience. Relevant supporting data must be contained or referenced in the proposal. However, if the Government so chooses, the Government may pursue other sources of information during evaluation of each proposal.

**VIII.g.** The contracting officer will notify all unsuccessful offerors in writing at the time of award, or when each affected offeror's proposal is deemed ineligible or otherwise eliminated from the competition. Although no pre- or post-award debriefings will be provided, the notice will state the basis for the determination and that a proposal revision will not be considered. When the exclusion or elimination of a proposal is based on a non-responsibility determination, the contracting officer will state the basis for the determination.

## **PART IX. Basis for Award**

**IX.a.** The Government reserves the right to select for award, any, all, some or none of the proposals received and to incrementally fund all or some of the resulting agreements/contracts. Based on the availability of funding and upon the degree to which proposals received within a given topic appear to offer meaningful technical merit, the award of any contract(s) or agreement(s) will be made to the offeror(s) whose proposal provides the greatest overall value to the Government. There are two (2) evaluation areas: **(1) Technical and (2) Cost.**

(1) The Technical area is significantly more important than Cost. Within the Technical area, all criteria are equally important. When technical ratings are essentially equal, cost to the Government will be the determining factor. Notwithstanding this fact, no technical proposal, no matter how highly rated, will be considered for award if it is unaffordable.

(2) During the technical evaluation, the Government will conduct a proposal risk assessment as it relates to the probability of successful accomplishment of the proposed effort. Proposal risks are those risks associated with the offeror's proposed approach in meeting the requirements set forth in the offeror's own proposal.

**IX.b.** The evaluation criteria listed below will be used to evaluate and assess the information provided in each proposal.

(1) **TECHNICAL:** Proposals will be evaluated based on the following criteria:

(a) **Technical Approach:** The Government will evaluate the extent to which the offeror's proposed technical approach to meeting the technical objective (including program milestones and deliverables) is feasible, achievable, and practical; including the strengths, weaknesses, and risk associated with the proposed technical approach.

(b) **Experience:** The extent and relevance of the offeror's recent (within the past three (3) years) corporate experience in addressing the technical objective will be evaluated, including strengths, weaknesses, and risk.

**(2) COST:** Proposals will be evaluated based on the following criteria:

**(a)** Proposals will be evaluated to determine if the offeror's cost proposal and funding schedule for the work is reasonable, realistic, and affordable for the technical approach offered. In the event the offeror is proposing a cost-share contract or assistance instrument [see paragraph X.i and X.j under Part X, General Terms and Conditions herein], the evaluation will encompass the total cost and the respective shares. Please note that a cost sharing arrangement is not a consideration for award; therefore, no evaluation preference will be given if a cost share is proposed.

**(b)** The Cost area will be evaluated as an assessment of the most probable cost to the Government to include an evaluation of the following sub-criteria:

**(1) Reasonableness.** A reasonable cost is defined as a cost that does not exceed that which would be incurred by a prudent person in the conduct of competitive business.

**(2) Realism.** Cost realism measures whether the estimated proposal cost accurately reflect the offeror's proposed effort.

**(3) Affordability.** The affordability of the proposed cost to meet the objective in accordance with the proposed technical approach will be evaluated. The likelihood that the offeror can successfully perform the scope within the amount proposed will be evaluated. The proposed costs must also be affordable to the Government in order to be considered for award.

(c) If a proposal includes Government-furnished assets/services, or performance of the offeror's effort is contingent upon the receipt of any Government-furnished assets/services (see VII.b.(1)(b)), then any direct cost to the Government in making those assets/services available will be assessed as part of the most probable cost of that proposal.

## **PART X. GENERAL TERMS AND CONDITIONS**

**X.a.** Offerors are cautioned that only a warranted Contracting Officer or Grants Officer can obligate Government funds and that no contractual commitment exists unless and until it has been received from the Government in writing, in the form of a signed agreement or contract.

**X.b.** This announcement does not commit the Government to pay for any costs incurred by an offeror to prepare a response. The costs of proposals in response to this BAA are not considered an allowable direct charge to any award resulting from this BAA or any other award. It may be an allowable expense to the normal bid and proposal indirect cost specified in FAR 31.205-18.

**X.c.** The Government routinely uses email for corresponding and recognizes that there are certain security risks in the use of e-mail. At the point when the Government is ready to e-mail correspondence, the offeror may identify any concerns they may have for resolution.

**X.d.** The Government often employs contractors as system administrators to operate and maintain Government computer systems. These systems include local area networks, web sites, databases, other electronic records, e-mail accounts, other

electronic data transfer mechanisms and computer software. The employees of these contracted system administrators sign nondisclosure agreements obligating them not to reveal information contained in files, documents, computers or systems that they administer. However, unless such information is protected in some way, contracted system administrators do have the ability to access such information. Potential contractors as well as any other parties are thus advised to take steps needed to prevent access by contracted system administrators to information submitted electronically to the Government. Absent such steps, it is assumed that contracted system administrators are permitted the capability to access the data. The access will be limited to that which is necessary for the contract system administrator to perform its duties for the Government. The access shall be subject to the condition that third party information is not to be revealed by the contracted system administrator.

**X.e.** The provisions of FAR 9.5, "Organizational and Consultant Conflict of Interest," may apply in any award under this BAA. An organizational conflict of interest may result when factors create an actual or potential conflict of interest on an instant contract, or when the nature of the work to be performed on the instant contract creates an actual or potential conflict of interest on a future acquisition. If an offeror has a potential Organizational and Consultant Conflict of Interest, the offeror must disclose how it is going to be addressed before incurring substantial proposal preparation expense in order to determine whether, in its judgment, a real or potential conflict of interest does or might exist that would prevent the Contracting Officer from considering their proposal or making an award under this BAA.

**X.f.** Pursuant to the policy of FAR 35.017 and supplements, Federally Funded Research and Development Centers may propose under this BAA provided such action is consistent with the organization's charter.

**X.g.** In accordance with federal statutes, regulations and Department of Defense and Army policies, no person on grounds of race, color, age sex, national origin or disability shall be excluded from participation in, be denied the benefits of, or be subjected to discrimination under any program or activity receiving financial assistance from the Government.

**X.i.** The intent is for the Government to enter into contracts or assistance instruments, based on availability of funds. Proposals which have the principal purpose to provide or acquire property or services for the direct benefit or use of the Federal Government will be considered for FAR-based contract awards. Proposals which have the principal purpose to stimulate research and/or which furthers technology development, which has a public benefit and may have substantial involvement between the offeror and the Government, may be considered for award of an assistance instrument (other transaction or cooperative agreement). These are non-FAR instruments which can be utilized for basic research, applied research and that part of development not related to development of a specific system or hardware projects (as defined in FAR 2.1, FAR 35.001 and DoDGARs §22.105). They normally feature cost-sharing because they benefit both commercial industry and the military. However, depending on the specific project proposed, the Government will consider any business approach which makes sense to both the offeror and the Government. If the offeror believes their project meets the criteria for, and desires to enter into, an assistance instrument under 10 U.S.C. 2358 or 2371 (i.e. cooperative agreement or other transaction), the

offeror may propose use of one of these types of instruments. During the Government's evaluation, there is no advantage or disadvantage (either technical or cost) if this type of instrument is proposed. Profit/Fee shall NOT be included for cooperative agreements or other transactions under 10 USC 2371. If the offeror is submitting a proposal for a Cooperative Agreement or Other Transaction, certified cost or pricing data is not required.

**X.j.** In the event that the Government elects to award a procurement contract in response to this announcement, the necessary and required FAR and DFARS contract clauses will be incorporated into such contract. In the event that the Government elects to award an assistance instrument, the agreement will be drafted in accordance with the DoDGARS.

**X.k.** Rights in data, software, and software documentation will be governed in accordance with DFARS Part 227. Rights regarding patents and inventions will be governed in accordance with FAR Part 27

**\*\* End of announcement \* \***