



Contract Review Board Guidelines

A Mandatory Reference for ADS Chapter 302

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The purpose of this mandatory reference is to supplement the policy in ADS 302.3.4.4 by specifying the policies, procedures, and parameters for the Contract Review Board (CRB).

A. CRB Review Parameters

The CRB review process is focused on identifying and correcting the types of acquisition shortcomings identified below, thereby improving the quality of the Agency's development work and strengthening the performance of the Agency's technical and procurement staff.

COs must comply with the Federal Acquisition Regulation (FAR), the USAID Acquisition Regulation (AIDAR), the Automated Directives System (ADS), Acquisition & Assistance Policy Directives (AAPDs), and Request for Proposal (RFP) requirements as specified in a particular procurement. The Contracting Officer (CO) must analyze or consider both cost and technical factors in accordance with the weights prescribed by the RFP and avoid taking any other actions that increase the likelihood of unsuccessful contract performance or the cost or risk of liability to the government, including administrative and other costs associated with claims or disputes. The degree to which these actions increase the likelihood of unsuccessful performance or cost/risk to the government determines which CRB comment category below applies. The CRB reviews submissions and assesses the documents with these minimum standards in mind, however, the examples in each category are not all-inclusive, and the CRB may determine that a concern not identified below requires specific action from the CO.

Comments from the CRB will fall into two categories: "Mandatory" and "Advisory."

"Mandatory" comments address issues in a CRB submission, which the CO must correct. "Advisory" comments include recommended changes to the document, which provide corrections, and reminders, or which improve clarity, but may also identify concerns, which do not pose a significant risk to the agency. Mandatory comments are distinguished from Advisory comments in that they identify significant issues/problems with an aspect of a document, which could expose the agency to a potential risk of a protest and/or legal action. Issues in the CRB submission may result in either a Mandatory or Advisory comment corrective action, depending on the quantity or severity of the identified flaws.

Examples of Mandatory comments may include, but are not limited to the following:

- Failure to establish a parallel structure between sections C, L, and M;
- Weak or inadequate cost analysis or cost realism analysis;
- Weak or inadequate best value analysis for competitive range; determination, or exclusive reliance on technical scores and performing cost analysis or cost realism analyses only on offers in the competitive range;

- Inadequate support for the qualitative differences between the proposals; when making the competitive range determination or award decision;
- Noncompliance with the Brooks Act for acquisition of architect-engineering services ([FAR 36.6](#));
- Omitting mandatory clauses for construction services ([FAR 36](#) and [ADS 302](#));
- A technical evaluation that is not consistent with the evaluation criteria or relative weighting prescribed by the RFP;
- The TEC memo is unclear on whether the offeror meets the RFP requirements;
- The Statement of Work (SOW) does not clearly identify whether deliverables are required or illustrative;
- Omission of mandatory clauses, including FAPIIS, Trafficking in Persons, and others identified in the FAR Matrix and Agency regulations as required for all contracts or as prescribed;
- Options, or FAR 17.106-1 “cancellation” procedures, are not included for multi-year completion contracts that are incrementally funded;
- The TEC memo contains statements without supporting analysis and is not complete in a way that will be helpful to the CO during a debriefing or to the Agency in the event of a bid protest;
- The TEC memo does not adequately distinguish between (i) a significant weakness/deficiency (that must be raised during discussions with offerors in the competitive range) and (ii) a weakness (that need not be raised during discussions with offerors in the competitive range);
- Numerical scores and narratives that are not in agreement;
- The SOW does not clearly distinguish the proposed Cost Plus Fixed Fee (CPFF) contract as either a completion-type contract or a term-type contract;
- A CPFF completion-type contract that does not list or quantify deliverables;
- The SOW includes the achievement of desired results, which appear contingent upon many factors which are outside the contractor’s control;
- Failure to fully explain most probable cost adjustments;
- Outdated, obsolete, or inapplicable clauses in the RFP ;
- No Service of Protest fax information;
- No definition of “major subcontractor”; and
- Confusion between “past performance” and “corporate capability”.

Under “Advisory” comments, the CRB may pose a question arising from the CRB submission that is not answered by the submitted documents. These questions will typically ask whether the CO has prepared additional documentation or obtained any approvals or legal input required for the procurement, but not required for CRB review. The CRB raises these issues as a courtesy to the CO and to ensure that file documentation is complete.

Examples include confirmation that the CO has obtained, when applicable:

- Grants Under Contract (GUC) approval or approval of a deviation to award GUCs that are not authorized in [ADS 302](#);
- A deviation from AIDAR, ADS, or AAPD requirements;
- A source and nationality waiver ([ADS 310](#));
- A derogation from untying requirements ([ADS 221](#));
- Regional Legal Advisor/General Counsel (RLA/GC) input on potential legal issues (e.g., Organizational Conflict of Interest (OCI), inherently governmental functions, and appropriate roles of government and contractor in public private partnerships);
- Approval from the Head of the Agency ([AIDAR 702.170](#)) to award a single Indefinite Quantity Contract (IQC) estimated to exceed \$103,000,000 (as required in FAR 16.504(c)). For contracts estimated at \$103,000,000 or less, the CO is responsible for documenting the rationale for a single award IQC);
- Approval from the Director, M/OAA, for salaries that exceed the Contractor Salary Threshold ([ADS 302](#));
- Organizational Conflict of Interest (OCI) considerations

B. Composition of the CRB

The CRB is chaired by a permanent senior Procurement Analyst in the Bureau for Management, Office of Acquisition and Assistance (M/OAA) dedicated full-time to managing the CRB process. The Chairperson establishes a new CRB for each proposed contract award.

The required membership of a CRB is:

- (1) A permanent CRB Chairperson, who reports to the M/OAA Deputy Director for Accountability, Compliance, and Transparency.
- (2) An attorney advisor assigned by the Office of the General Counsel (GC).
- (3) A GS-14/FS-02 Contracting Officer (CO) or above, from all operations teams in AID/W M/OAA. This member is assigned by either the Deputy Director for Washington Operations or the Deputy Director for Foreign Operations, Office of Acquisition and Assistance (M/OAA). The Deputies make these assignments on a rotating basis in coordination with the CRB Chairperson.
- (4) A Procurement Analyst from either the Evaluation Division (M/OAA/E) or the Policy Division (M/OAA/P), on an alternating basis and as assigned by the

Chiefs of these divisions.

Individuals from each of the offices/teams above rotate as CRB members, but the same Board members assigned at the pre-solicitation stage must continue as members of that CRB for the competitive range (as applicable) and pre-award stages, to the maximum extent possible. At a minimum, the Chair must remain the same; if the Chair is unavailable, the alternate CRB Chair must consult with the responsible CO to determine whether to proceed with the review under the alternate Chair or delay the review until the original Chair returns to duty.

When coordinated by the CRB Chairperson, junior Acquisition and Assistance (A&A) professionals in Washington and in Missions are encouraged to participate as observers.

C. Roles of Contract Review Board (CRB) Members

(1) The permanent CRB Chairperson's functions include:

- a. Confirming that the submitted documents are ready for CRB review (see Section F)
- b. Scheduling Board meetings and notifying the offices/teams of their required participation for each CRB
- c. Serving as recorder and ensuring that the minutes of CRB meetings are distributed to responsible Contracting Officers (COs) and Contract Specialists, and all other CRB panel members
- d. Issuing annual reports to the Acquisition and Assistance (A&A) community on issues and trends based on the results of CRB reviews (see Section H).
- e. Maintaining a record of the results, issues, and processing times associated with CRB reviews by Bureau/Independent Office (B/IO), Mission, and CO (see Section H) (copy to M/OAA/E for tracking of CO performance related to their delegation of authority)
- f. Coordinating with M/OAA/E and M/OAA Professional Development and Training (M/OAA/PDT) Divisions to ensure that the annual reports and record of results are available to help determine general and specific training needs and for assessment of warrant levels and performance evaluations.
- g. Oversee the development of a CRB Web site on the M/OAA intranet that will include the annual reports on issues and trends.

h. Maintain a record of the results, issues and processing times, at all stages, associated with CRB reviews by Bureau/Independent Office (B/IO), Mission, and CO.

i. Settling any disputes (see Section F).

(2) The duties of the remaining members of the CRB include:

a. Reading the documentation submitted to the CRB

b. Noting procedural errors, mathematical errors, and business decisions, which could result in protests or disputes

c. Fully participating at scheduled CRB meetings or providing written comments to the assigned Chair when in-person participation, including by phone, is not possible. Any member unable to participate in person must notify the assigned Chair and his or her supervisor as soon as possible, preferably one business day before the Board is scheduled to meet. The member must provide written comments before the scheduled start of the Board meeting, unless the Chair and the member's supervisor agree to an extension.

D. CRB Scheduled Meetings

(1) A CRB will meet twice a week (every Tuesday and Thursday, typically from 1:30 p.m. to 3:30 p.m., although the time may vary to accommodate Mission COs, or at the CRB Chair's discretion).

(2) During the third and fourth quarters, the CRB Chairs may schedule ad hoc CRB meetings, as needed, to meet workload demands, which are subject to the CRB members' availability.

(3) Negotiators and COs are advised to include sufficient lead-time to accommodate CRB review and time to respond to mandatory CRB findings.

E. Document Submission Requirements for CRB Review Packages

COs must submit a CRB package to the CRB for all procurement actions as set forth at [ADS 302.3.4.4](#) for the following stages of the award process:

- Pre-solicitation,
- Competitive Range Determination, and
- Pre-award.

COs must use M/OAA's mandatory planning and acquisition templates available in [ADS 300](#) and the [Professional Development Training Web site](#). While an Agency's best practice is to issue draft Statements of Work (SOWs) or draft solicitations for comment, the CO is not required to submit these documents for CRB review.

For each stage of review, the CRB Chairperson will determine failure of the CO to provide all required documentation to be a "showstopper." The CRB Chairperson WILL NOT schedule the CRB review until the CO submits a complete package as described in this section (see section F(2) below for further guidance on "showstoppers").

The CRB Submission Package consists of two parts: (a) Certification and PALT Record Documentation for ALL stages and (b) Procurement Documentation for each stage as set forth in sections (b) (1)-(3) below.

Pages in all documents must be numbered.

(a) Certification and PALT Record Documentation:

- The cognizant CO certification statement (email certifications are acceptable):

I certify that I have reviewed the submission and it is properly prepared; also, the RFP/contract has been prepared in GLAAS (applicable only at the Pre-Solicitation and Pre-Award stages).

- GLAAS Milestone Plan printouts or screenshots to reflect the Planned and Actual Dates for all milestone events leading to the current stage of CRB review (Pre-Solicitation, Competition Range or Pre-Award stage).

(b) Procurement Documentation for each stage:

Note that all documents in the CRB Submission Package at each stage below (TEC Technical Evaluation memo, Negotiation Memo, Source Selection Memo, etc.) must be in final format, signed, and dated (as appropriate). Reminder - pages must be numbered in all documents.

(1) Pre-solicitation:

- a. The solicitation;
- b. The CO's written determination that explains the choice of the assistance or acquisition mechanism, as required by [ADS 304, Selecting Between Acquisition and Assistance \(A&A\) Implementing Instruments](#);
- c. Senior Obligation Alignment Review approved by the responsible Assistant Administrator (AA), as required by [ADS 300.3.4 Senior](#)

[Management Review of Planned A&A Awards](#) and [ADS 300.3.4.1 Pre-Solicitation Review and Approval](#);

- d. The approved Small Business Review Form 1410-14 (if applicable); and
- e. A copy of the approved Source Selection Plan, as required by [ADS 300](#);

(2) Competitive range:

- a. The competitive range determination memorandum, including a detailed cost/price analysis;
- b. The detailed technical evaluation memorandum;
- c. Copy of the solicitation as issued and all amendments; along with any other revised documents that the CRB provided comments on during the Pre-Solicitation stage.
- d. A detailed Cost/Price Analysis and Cost Realism Analysis (if applicable); and
- e. A copy of CRB comments from the Pre-solicitation stage with a summary of the corrective actions the CO took to address the CRB Mandatory comments, COs must also acknowledge Advisory comments. The CO must use the original CRB Notes document and provide their responses just below each CRB comment. Responses should include the page numbers identifying where changes were made in the solicitation and/ or other documents, if applicable

(3) Pre-award:

- a. A copy of Sections L and M of the solicitation and any RFP amendments issued after the Comp Range CRB that had an impact on Sections C, L, and M;
- b. A copy of CRB comments from the Competitive Range stage with a summary of the corrective actions the CO took to address the CRB Mandatory comments. COs must also acknowledge Advisory comments. COs must use the original CRB Notes document to provide their responses just below each CRB Mandatory comment. Responses should include the page numbers identifying where changes were made in the solicitation and/ or other documents;

- c. The final version of the Competitive Range memorandum, the initial Technical Evaluation memorandum and/or the Cost/Price Analysis and Cost Realism Analysis if revised from the version previously reviewed by the CRB;
- d. The Memorandum of Negotiations (showing both the pre-negotiation and negotiated positions);
- e. Source Selection Decision Document showing how the Source Selection Authority(SSA) made the best value decision on the selected awardee(s) (if not incorporated into the Memorandum of Negotiation);
- f. The Cost/Price Analysis and Cost Realism Analysis(s) from the review of the Final Proposal Revisions;
- g. The Technical Evaluation Committee (TEC) memorandum from the review of the Final Revised Proposals;
- h. Office of Small and Disadvantaged Business (OSDBU) clearance on subcontracting plan or reason there is no OSDBU clearance (normally included in the Negotiation Memorandum);
- i. Any written discussion questions that were posed to the offerors during discussions, if the CRB requests them; and
- j. The contract (award document Sections A through I).

F. CRB Process

- (1) COs must comply with the CRB Submission Requirements in [ADS 302.3.4.4b](#).

The cognizant CO or senior negotiator is responsible for submitting the documentation for CRB Review to the CRB Mailbox at crbmailbox@usaid.gov.

The documents submitted at each stage of review (Section E) must be the final version (the CO or negotiator must not continue to revise and “fine-tune” the documents after submitting them for CRB review). If updates are unavoidable, for example, as a result of an amendment to the RFP, the CO/negotiator must forward it to the CRB as soon as possible and before the CRB meets.

- (2) The CRB Chairperson performs an initial review of the submissions to determine whether:

- The CRB has received all required documents; and
- The documents contain any “showstoppers,” which are omissions of any basic information, which would stop the package from advancing to the full CRB review. See the attached “CRB Submission Review Showstoppers.”

If the CRB Chairperson’s review identifies a “showstopper” issue, the Chairperson will return the package to the submitter for correction without further review. The CRB Chairperson will not schedule a CRB meeting until the package is re-submitted and the Chairperson confirms that the CO made the corrections.

- (3)** The target completion time for CRB review is seven (7) business days.¹ The timeline starts when the Chairperson determines there are no showstoppers in the submission and schedules the CRB meeting and ends when the CRB Chairperson sends the notes from the CRB review to the submitting CO. CRB members must have a minimum of two (2) business days to review and prepare for a scheduled CRB meeting.

The CO who will be signing a proposed award must participate on the CRB at each stage. For submissions from overseas, the CRB Chairperson, in consultation with the Mission CO, will endeavor to schedule the meeting and arrange logistics to permit COs in different time zones to participate (either through video or telephone conferencing). In addition, COs must advise CORs whenever their participation is considered necessary during the CRB presentation.

- (4)** CRB comments are categorized as “Mandatory” or “Advisory.” Section A describes the CRB Review Parameters, including the bases for Mandatory and Advisory comments and subsequent actions by the CO. The Chairperson is available to consult with the CO involved to confirm that the CO understands the issue(s) and to agree on the actions needed to move the procurement forward.
- (5)** The cognizant CO must advise the CRB Chairperson, in writing and within five (5) business days after receiving the CRB notes, if he or she disagrees with any mandatory comment. If the CO does not make this notification, the Chairperson assumes the CO accepted all Mandatory comments. If the CO disagrees, the CRB Chairperson will work with the CO to clarify and resolve the issue. If the issue remains unresolved, the Agency Senior Procurement Executive (SPE) will make a final determination to resolve the issue.

¹ The timeline may be extended if the number of submissions exceeds the ability of the required offices/teams providing CRB members to provide staff. The CRB Chairpersons will make every effort to schedule CRBs as soon as possible to meet the target timeline.

- (6) At the next stage of CRB review (see Section E), if the CRB determines that the CO did not comply with Mandatory comments from the previous stage, the CRB Chairperson will notify the SPE and the Chief of the Evaluation Division (M/OAA/E) of the CO's non-compliance with mandatory CRB comments. (See Section G for consequences.)
- (7) At a subsequent stage of CRB review, the Board may determine that the review at a previous stage did not identify a problem with significant legal implications or protest vulnerability that would have led to a Mandatory comment. The CRB will make this a Mandatory comment and provide a recommended course of remedial action. Any issues that would have led to an advisory comment in a previous CRB review will be included in subsequent CRB reports for informational purposes.

G. Failure to Follow Mandatory CRB Comments

a. The CRB will not require a CO to resubmit documents after review of the package at any of the three CRB stages. However, the COs must adhere to Mandatory Comments issued by a CRB, or the CO **may** be subject to disciplinary action in accordance with ADS [Chapter 485, Disciplinary Action - Foreign Service](#), or [ADS Chapter 487, Disciplinary and Adverse Actions Based Upon Misconduct - Civil Service](#), as appropriate. M/OAA/E will coordinate with the CAO and the Office of Human Capital and Talent Management (HCTM) on disciplinary actions processed under the above ADS chapters, **as necessary**.

The CRB Chair will notify M/OAA/E each time **a CO does** not adhere to the Mandatory Comments. **M/OAA/E will evaluate the CRB Chair's notice of non-compliance as follows:**

1. **M/OAA/E will contact the CO and the CO's Supervisor to discuss the noncompliance.**
2. **M/OAA/E will send an information memo to the CAO documenting the CO's non-compliance and M/OAA/E's discussion with the CO and the CO's Supervisor. M/OAA/E will provide a copy of the memo to the CO and the CO's Supervisor.**
3. **Based on the M/OAA/E and CAO assessment of non-compliance the CO may be subject to disciplinary action.**
4. **M/OAA/E will document the CO's warrant file with M/OAA/E's information memo and the CAO decision.**

b. **The CAO has the authority to select and appoint a CO, and terminate the appointment of a CO, consistent with the requirements in the FAR, AIDAR and an assessment of the individual's experience, training, education, business acumen, judgment, character, and reputation. Following the M/OAA/E and CAO assessment of**

the CO's noncompliance with the CRB Mandatory Comments, the CAO may exercise such authority and discretion to limit or terminate the CO's warrant authority.

H. CRB Annual Report

The CRB Chair will issue an Annual Report that presents issues and trends based on the results of CRB reviews, as well as information on protests, specifically:

- The nature of the protests;
- The percentage of protests for those awards reviewed by the CRB vs. those not reviewed by the CRB; and
- The sustained percentage of protests for those awards reviewed by the CRB versus those that were not reviewed by the CRB.

The CRB Chairperson will request protest information from the Office of the General Counsel, Assistant General Counsel for Litigation and Enforcement (GC/LE). The Office of the General Counsel, Assistant General Counsel for Litigation and Enforcement will report protests to the M/OAA Director and the CRB Chairs.

ATTACHMENT
CRB Submission Review Showstoppers

Examples of Review Showstoppers include but are not limited to the following:

For all stages of review:

- (1) Failure to provide all required documentation.
- (2) Failure to adhere to CRB Mandatory comments from previous review(s), see Section A.
- (3) Failure of the signing CO to provide the certification that:
 - a. He/she has reviewed the submission and that it is properly prepared
 - b. The RFP or contract (as applicable) has been prepared in GLAAS.
- (4) Failure to submit documents (e.g., TEC evaluation memo, Comp Range memo, Negotiation memo, Source Selection memos, etc.) in final format, signed, dated, and with pages numbered.
- (5) Failure to submit a fully completed GLAAS Milestone Plan.

RFP Showstoppers:

Required "Fill-ins" within the RFP have not been completed.

Competitive Range Showstoppers:

TEC Memo fails to demonstrate use of Past Performance Information Retrieval System (PPIRS) and reference checks to evaluate past performance (see [FAR 15.305](#)).

Pre-Award Showstoppers:

- (1) Failure to make an affirmative responsibility determination.
- (2) Failure to document verification that the contractor and identified subcontractors are not on the Excluded Parties List System (EPLS) and the Office of Foreign Assets Control's (OFAC's) List of Specially Designated Nationals and Blocked Persons.