

Commercial Supplier Agreements (CSAs) Frequently Asked Questions Attachment

1. Why did GSA pursue this final rule?

Commonly recurring, conflicting or ambiguous terms and conditions found in CSAs have required the GSA contracting staff to negotiate individual agreements to address the conflicts, often at significant delays and cost to GSA and vendors. CSAs are commonly used in the acquisition of information technology offerings— software, products, services, and solutions.

CSAs have become ubiquitous in a broad variety of contexts, from travel to telecommunications to financial services to building maintenance systems. As a result, the GSAR final rule will be implemented across all all GSA contracts and contract vehicles - MAS Schedules, Government-wide Acquisition Contracts, and Multiple Award Indefinite Delivery Indefinite Quantity contracts - that offer products or services that are commonly acquired with CSAs. The GSAR final rule will also be implemented across applicable task orders and delivery orders.

2. Why is GSA incorporating the final rule into MAS Schedule contracts?

CSAs are found in a broad variety of products and solutions. Therefore, to enable maximum protection for our customers, GSA is including the CSA protections in all Schedule contracts.

3. How will the final rule affect GSA contracts going forward?

The GSAR final rule requires the continued review of CSAs. Contract Specialists and Contracting Officers will focus their efforts on CSA terms and conditions, other than those covered in the final rule, that should be negotiated such as restrictions on advertising.

4. What is the scope of the CSA mass modification?

The purpose of the CSA mass modification is to update the applicable GSAR clauses in MAS contracts and to implement the final CSA rule.

5. What if I need to negotiate CSA terms?

The contractor should accept the CSA mass modification first. Then the contractor may submit a terms and conditions modification request through eMod with the proposed CSA term changes.

6. When are vendors required to modify their CSA terms and conditions?

Vendors are required to contract their Contracting Officer when they need to make material changes to their CSAs. Material changes are defined as: 1) terms that significantly change Government rights or obligations 2) terms that increase Government prices, 3) terms that decrease overall level of service or 4) terms that limit any other Government right addressed elsewhere in the contract. The vendor must initiate a modification request via eMod to change material CSA terms and conditions. If changes are not determined to be material, unilateral modifications to a CSA are permitted.

7. Why is GSA implementing the CSA final rule before the OLM final rule?

Both regulatory changes require changes to Clause 552.212-4 Contract Terms and Conditions Commercial Items (JAN 2017) (DEVIATION - FEB 2018) (ALTERNATE I - JAN 2017) (DEVIATION - FEB 2007) in order to be implemented. OLMs in many instances may involve CSAs. Implementing the CSA final rule first will ensure applicability of the CSA protections to OLMs for our customers and limit multiple changes to this clause.

8. Do I need to accept the CSA mass modification before I will be invited to accept the Order Level Materials (OLMs) mass modification?

Yes, for applicable OLM Schedules only. GSA is requiring acceptance of the CSA mass modification before issuance of the OLM mass modification. This will ensure that, where OLMs have associated CSAs, both government and industry benefit from the protections against conflicts with Federal law provided by the CSA final rule.

9. How are CSAs related to OLMs?

Both regulatory changes require changes to Clause 552.212-4 Contract Terms and Conditions Commercial Items (JAN 2017) (DEVIATION - FEB 2018) (ALTERNATE I - JAN 2017) (DEVIATION - FEB 2007) in order to be implemented. OLMs in many instances may involve CSAs. To ensure applicability of the CSA protections to OLMs for our customers and to limit multiple changes to this clause, the mass modification issued to implement the CSA changes in existing FSS contracts will *a/so* include the fill-in

language required to implement the OLM authority. Once affected Schedules have been refreshed to fully implement the OLM authority, GSA will issue a second mass modification to implement the OLM authority on existing, applicable FSS contracts.