



To enhance mission performance, TSA is committed to promoting a culture founded on its values of Integrity, Innovation and Team Spirit.

REVISION: This revised directive supersedes TSA Management Directive 300.22, Approval of TSA Specific Contract Terms and Conditions dated August 4, 2015.

SUMMARY OF CHANGES: Office name changed only.

1. **PURPOSE:** This directive provides TSA policy and procedures for establishing TSA-specific solicitation and contract terms and conditions for resultant TSA contracts, interagency agreements for assisted acquisition, bailment agreements, and Other Transaction Authority agreements.
2. **SCOPE:** This directive applies to all TSA organizational elements.
3. **AUTHORITIES:**
 - A. Federal Acquisition Regulation Subpart 1.3, “Agency Acquisition Regulations”
 - B. Homeland Security Acquisition Regulation 3001.301(a)(2)(i)
4. **DEFINITIONS:**
 - A. Program Office: The office that has specific delineated authority over a common, interrelated set of projects intended to meet specified objectives within a distinct functional area.
 - B. Special Contract Requirements: Specific requirements applicable to an individual contract that apply to the contractor’s performance apart from contract clauses, statements of work, or other specified sections of the contract.
 - C. TSA Terms and Conditions: Specific language in the solicitation, contract and agreement (herein referred to as “contract”) that define contractor responsibilities, typically in addition to and distinct from the contract’s specific requirements for performance and delivery.

Note: These terms and conditions are not standard clauses from the Federal Acquisition Regulation (FAR) or the Homeland Security Acquisition Regulation (HSAR), but are terms and conditions intended to apply to specific situations that may affect a wide array

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of contracts (and when applicable, interagency agreements for assisted acquisition and “other transaction agreements”) awarded by the TSA. Generally speaking, specified clauses from the FAR and HSAR may not be altered or changed without specific written permission from the Department of Homeland Security Chief Procurement Officer.

5. RESPONSIBILITIES:

- A. The Office of Contracting and Procurement is responsible for the overall management of activities conducted under the authority of this directive.
- B. The Head of the Contracting Activity (HCA) is responsible for devising, reviewing, and approving all contract terms and conditions designated for specific and distinct application to TSA contracts.
- C. Contracting Officers are responsible for placing approved terms and conditions into applicable contracts as required.
- D. Assistant Administrators are responsible for compliance with this directive of all program offices under their cognizance.
- E. Office of Chief Counsel (OCC) is responsible for providing legal counsel and guidance on all contract terms and conditions proposed for specific use in TSA contracts when requested by the Office of Contracting and Procurement.
- F. Program Offices are responsible for drafting and proposing special terms and conditions for TSA contracts when needed and forwarding a request to the Office of Contracting and Procurement for their proposed use in specified contracts.

6. POLICY:

- A. When TSA program offices have a special need for contractors to perform in a specific way under individual contracts, this may require a proposed special term and conditions to be inserted in the contract. Prior to devising and proposing any special term, program offices must ensure that proposed approaches under the special term meet applicable Departmental functional area guidelines. Program offices must ensure that any proposed additional contract terms and conditions clearly express and fully include all applicable government standards. Program offices must ensure that they can effectively monitor contractors’ performance related to any special term and condition inserted in the contract to determine whether the contractor’s performance meets the applicable standard.
- B. All proposed contract terms and conditions that are identified as applicable specifically to a wide variety or type of TSA contracts shall be reviewed and approved by the Office of Contracting and Procurement, which has sole authority to approve such terms and conditions. Otherwise, the Office of Contracting and Procurement bears sole authority to determine and establish specific internal policy for Contracting Officers’ use of special contract requirements as otherwise identified for inclusion in individual contracts.

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7. PROCEDURES:

A. Program Offices shall draft special TSA specific contract terms and conditions for recurring situations under TSA contracts when necessary and forward to the Office of Contracting and Procurement for consideration, review and approval. The approval request will clearly specify why such term and condition is needed, why no other existing known Federal Acquisition Regulation (FAR) and Homeland Security Acquisition Regulation (HSAR) term is sufficient, and to which particular contracts the term will apply. The proposal for any draft term requiring specific contractor reporting or item delivery must identify how the proposing program office will manage and oversee such requirement as well as what the expected outcome of such term and condition will provide. The Assistant Administrator of the proposing program office will forward such to the Head of the Contracting Activity for initial consideration and approval.

Note: No TSA specific contract term or condition or special contract requirement shall be placed anywhere in the contract other than at the determination of the Contracting Officer.

B. Review and Approval:

- (1) The Office of Contracting and Procurement, Acquisition Policy Division will review any proposed term and conditions for TSA contracts and further conduct the review and approval process for the HCA's final review and approval.
- (2) OCC will review proposed contract terms and conditions upon the request of the Office of Contracting and Procurement.
- (3) The Office of Contracting and Procurement shall devise appropriate dissemination of any new term and condition adopted for use within the TSA and provide clear instructions so that Contracting Officers can include such term and condition in affected contracts as appropriate.

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- 8. APPROVAL AND EFFECTIVE DATE:** This policy is approved and effective the date of signature unless otherwise specified.

APPROVAL

Signed

October 18, 2017

Ronald B. Gallihugh
Acting Assistant Administrator for
Contracting and Procurement

Date

EFFECTIVE

Date

Distribution: All TSA Offices
Point-of-Contact: Office of Contracting and Procurement, Acquisition Policy Division,
TSAProcurementPolicy@tsa.dhs.gov

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Attachment

**U.S. Department of Homeland
Security
Arlington, VA 20598-60xx**



**Transportation
Security
Administration**

ACTION

MEMORANDUM FOR:

Assistant Administrator for Contracting and Procurement
Head of the Contracting Activity

FROM:

(NAME OF ASSISTANT ADMINISTRATOR)
Assistant Administrator for (*ENTER NAME OF
SPECIFIC TSA OFFICE*)

SUBJECT: Request for Review and Approval of a Proposed Contract Term and Condition

Purpose

The purpose of this memorandum is to request the Office of Contracting and Procurement to review and approve the enclosed proposed contract term and condition.

Background

(PROVIDE BACKGROUND INFORMATION ABOUT THE PROGRAM'S REQUIREMENTS FOR THE SPECIFIC TERM AND CONDITION)

Discussion

(THIS SECTION SHOULD DISCUSS why: Such term and condition is required to (PROVIDE INTENDED PURPOSE). A review of similar or related terms and conditions available in the Federal Acquisition Regulation (FAR) and the Homeland Security Acquisition Regulation (HSAR) has taken place and no other existing known FAR or HSAR term is sufficient. This term and condition is intended to apply to contracts or agreements with these characteristics (SPECIFY). (When applicable): The (INSERT TITLE) program manager will provide specific oversight (SPECIFY) for these specific items in the term that require specific contractor reporting or item delivery.)

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Recommendation

The Office of Contracting and Procurement is requested to review and approve the enclosed proposed contract term and condition as described.

Approval/Disapproval

The request as described herein is:

APPROVED: _____

DATE: _____

SIGNATURE: _____

NEEDS MORE DISCUSSION (SPECIFY):

DATE: _____

DISAPPROVED (CITE REASON): _____

DATE: _____