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FAS INSTRUCTIONAL LETTER 2010-07

MEMORANDUM FOR ALL FAS ACQUISITION ACTIVITIES

FROM: STEVEN J. KEMPF
ASSISTANT COMMISSIONER
OFFICE OF ACQUISITION MANAGEMENT (QV)

SUBJECT: Implementation of a Pilot for the Electronic Contract File (ECF)

1. Purpose. The purpose of this Instructional Letter (IL) is to provide information and guidance on the digitization of paper Federal Acquisition Service (FAS) contract files for purposes of executing a small scale pilot to test the digitization process, as well as the Electronic Contract File (ECF) application.

After completion of the pilot, a supplement to this IL will be issued, implementing ECF for the remainder of Federal Supply Schedule (FSS) contracts. An additional supplement will be issued specifically addressing contract types other than Federal Supply Schedule (FSS) contracts.

2. Background. The Electronic Signatures in the Global and National Commerce Act (E-SIGN) (Public Law 106-229) was enacted on June 20, 2000. E-SIGN is the overarching statute that eliminated the legal barriers to use electronic technology to form and sign contracts, collect and store documents, and send and receive notices and disclosures. In March 2004, Acquisition Letter FX-04-1 was issued, delineating the statutory and regulatory authority that allowed contracting officers to accept proposals electronically, make contract award using an electronic signature, and maintain contract files in an electronic format via eOffer. AL-04-3, issued in June 2004, expanded AL FX-04-1 to include electronic modifications (eMods).

The General Services Administration (GSA) has made progress in the move to electronic contracting; however, a majority of GSA contracts are still maintained as paper contract files. As a first step in transitioning to a complete electronic contracting environment, it's necessary to convert all of the paper contract files to an electronic format. FAR Subpart 4.802(f) states that "agencies may retain contract files in any medium (paper, electronic, microfilm, etc.) or any combination of media, as long as the requirement of this subpart are satisfied." Initially, a small population of FSS contracts are being digitized as part of the pilot. As stated above, additional policy will be issued prior to nationwide rollout.

Paper conversion will be accomplished through a scanning process that will result in the storage of contract documents in the Electronic Content Management Solution (ECMS) repository. The complete contract file will then be viewable through the Electronic Contract File (ECF) application. The ECF will display each contract file in its entirety, organized in accordance with the Contract Tab Advisory Guide (CTAG). For paper files, this contract filing process is automated through the use of Barcode Assisted Document

Indexing (BADI) sheets. BADI sheets are single sheets of paper that are placed on each document in the contract file. Each sheet contains a barcode that identifies the name of each document in accordance with the CTAG and subsequently files a document automatically in the Electronic Contract File (ECF) during the scanning process.

As stated above, converting paper contract files to an electronic format is only the first step in the transition to a complete electronic contracting environment. For FSS contracts, the Office of Acquisition Management (QV) is pursuing a class deviation and clause revisions to create eOffer and eMod clauses that will mandate the use of both eTools. However, in order to avoid any delays in beginning the digitization effort, it may be necessary to operate in a hybrid environment where limited paper is still accepted. The use of eOffer and eMod should be encouraged whenever possible. See Section C, Operating in a Hybrid Environment and Day Forward Management, for additional details on managing the intake of both electronic and paper contract documents.

3. Effective Date. Date of signature.
4. Termination Date. This IL expires one year from the effective date unless cancelled, extended, or incorporated into a handbook.
5. Applicability. This IL applies to all activities awarding and administering Federal Acquisition Service (FAS) contracts as part of the digitization pilot.
6. Reference to Regulations. FAR Subpart 4.8, Government Contract Files; FAR Subpart 4.5, Electronic Commerce in Contracting; FAR Subpart 4.7, Contractor Records Retention; and GSAM Subpart 504.8, Government Contract Files; GSA Records Management Policy and Procedure; and FAS IL 200-02, Multiple Award Schedules (MAS) Program: Modification Receipt Dates and Types.
7. Instructions/Procedures.

A. Contract Tab Advisory Guide (CTAG)

The Contract Tab Advisory Guide (CTAG) is revised and must be adhered to by all FAS acquisition activities for paper contract files. The CTAG provides guidance on how to document and organize the contract file from identification of requirements through contract closeout. The CTAG supplements FAR Subpart 4.8 and GSAM Subpart 504.8. The current CTAG revision is markedly different than previous revisions because it identifies, in detail, every document that may be contained under each of the tabs in the file.

The CTAG serves as the basis for the Electronic Contract File (ECF). The document names were used to create the file structure in ECF, resulting in correct and consistent contract files organization-wide. The CTAG can be found on the Electronic Centralized Acquisition Tool (eCAT) website. Please note that there will be a separate CTAG for contracts other than MAS contracts. The link below is specific to MAS contracts only.

<http://apps.fss.gsa.gov/newclausemanual/manual/data/fss/tabguide/tabguide.html>

The CTAG is revised; however, the revised version is not yet incorporated into the ECF. As a result, it is not mandatory for the pilot at this time. Additional guidance will be issued on data remediation and any other actions that are necessary for contract files that are digitized as part of the pilot.

B. Electronic Contract File

FAR Subpart 4.502(d), states that agencies may accept electronic signatures and records in connection with Government contracts. Furthermore, FAR Subpart 4.802 (f) states that "agencies may retain contract files in any medium (paper, electronic, microfilm, etc.) or any combination of media, as long as the requirements of this subpart are satisfied."

Contract documents that are digitized or produced electronically are stored in the ECMS storage repository. ECMS is invisible to the user. The Electronic Contract File (ECF) is the web based user interface by which the contract is displayed. The ECF displays the complete electronic contract file in tab format.

For FSS contracts, only the Contracting Officer (CO) and Contract Specialist (CS) of record (assigned to the contract in FSSOnline) have read and edit capability of the entire contract file. The Industrial Operations Analyst (IOA) and Administrative Contracting Officer (ACO) of record have read capability of the entire contract file, but edit capability is limited to those tabs in which the IOA and ACO file documents. Every CO/CS in an Acquisition Center has read capability for all contracts managed by their respective Center. Access changes can be requested and made when necessary.

C. Operating in a Hybrid Environment and Day Forward Management

Until eOffer and eMod are mandatory for FSS contractors, all paper that is received or generated internally must be digitized.

i Paper Modifications

In accordance with current operations, paper modifications will be loaded into FSSOnline by the Centralized Intake Desk (CID) in each Acquisition Center. The CID will scan any paper documents associated with the modification and attach them to the modification in FSSOnline. The notification sent to CO/CS will include the attachments. The CID must retain the paper copy of the modification since the electronic version of the contract file is not the official contract file. Once the modification is executed, any remaining paper documents (if any) must be scanned into ECF and filed in Tab 40.

ii Paper Offers

Paper offers will be processed normally; however, once the contract is awarded, the entire file must be scanned into ECF using BADI. If the CO/CS does not have BADI capability, the contract must be sent to each Center's respective scanning Center.

iii Email

Currently, the functionality does not exist to drag and drop an email directly from Lotus Notes into the ECF. However, emails can be imported into the ECF following the directions located in the ECF User Guide.

iv Electronic Documents on the Desktop

Documents that exist electronically can be dragged and dropped into the appropriate tab in the ECF. Use of BADI sheets is not necessary; however, the CO/CS must select the document's name from a pre-defined list in the ECF in order to be able to file it under a tab. Additional directions can be found in the ECF User Guide.

v Documents that Require Signature

Internal documents, such as Pre-Negotiation Memorandums, that need to be

printed for signature, can be scanned and uploaded into FSSOnline. Documents that are in FSSOnline will transfer to the ECF automatically after contract award. Documents can also be scanned and dragged and dropped directly into the ECF. Scanning can be done at the existing multi-functional printers. The printers are not currently enabled to read BADI sheets; scanning using the multi-functional printers will happen exactly as it does today.

D. Digitization of FAS Paper Contract Files

The following outlines the stages and procedures of the digitization process.

i. Audit

Performing a comprehensive audit on each contract file is mandatory. It is essential that contract files are complete and accurate. The resulting product of the audit may vary, but the process should produce a list containing the name of each document in the file and any documents that may be missing. Please note that the audit phase of the digitization process may be done concurrently with the assembly phase if it is deemed to be more efficient. Listed below are the specific policy directions related to this phase:

1) Business Rules

- Do not print documents that exist electronically in order to make a paper contract file "complete". Documents that exist electronically in one of GSA internal systems will migrate automatically into the correct contract tab in the ECF and will be viewable during the quality assurance stage. Documents that otherwise exist electronically can be dragged and dropped into the appropriate contract tab during the quality assurance phase, and emails can also be imported from Lotus Notes. Please refer to the ECF User Guide for instructions on how to save emails to the electronic contract file.
- In order to avoid any inadvertent errors, the entire paper file must be scanned. If electronic duplicates exist, e.g. documents that exist electronically in one of GSA's internal systems, the paper version will be deleted during the quality assurance phase by the CO. Please note that electronic documents that are imported directly from internal GSA systems will be notated as such in the ECF so that they are easily identifiable.
- As a general rule for FSS contracts, contract tabs 1-13 contain the Master contract file for each Schedule. The Master contract file should be scanned once. Individual contract file documents should not be filed under tabs 1-13.
- During audit, documents may be found in the contract file that are not identified with a document name and defined tab in the CTAG. BADI sheets cannot be created for unidentified documents. When an unidentified document is discovered, it should be scanned and sent to ecf@gsa.gov. Acquisition Management will approve the document by incorporating a document name into the CTAG, or will disapprove the document and provide additional guidance on next steps. The contract file must not be scanned until the unidentified document is resolved. This step is necessary in order to preserve the integrity of the CTAG and to ensure that contract files are accurate. This process will be streamlined and automated in the near future.

2) Missing Documents

Every effort should be made to locate missing documents.

- If the missing document is an internal memorandum, attempt to locate the document within the file. If the search is unsuccessful, contact the previous CO/CS if they reside within the agency.
- If the missing document can be obtained from the contractor, request that the contractor electronically submit the document.
- If the document cannot be located, the CO/CS must establish a Memorandum to File containing, at a minimum: CO/CS name and signature; date the contract file was reviewed; steps taken to locate the document. This memo should be placed beneath the document's appropriate BADI sheet.

3) Scanning Exceptions

Scanning exceptions refer to items that cannot physically be scanned due to size, composition, etc.

- The CO/CS must establish a Memorandum to File containing, at a minimum: CO/CS name and signature; date the contract file was reviewed; description of scanning exception; and storage location. This memo should be placed beneath the document's appropriate BADI sheet.
- Storage of exceptions is at the discretion of each Acquisition Center.

4) Contract Cancellation

If a paper contract file cannot be located, or if the file is determined to be substantially incomplete by the CO, cancellation may be considered after consulting with your assigned legal counsel.

5) Do Not Reorganize Paper File

Following the CTAG is mandatory; however, it is not necessary to reorganize the paper file accordingly. By using BADI, the paper contract documents will be properly filed in the ECF automatically.

6) GSA Form 3420, Contract/Modification File Checklist File Format (Award)

GSA Form 3420 is no longer applicable to FSS contracts. For all intents and purposes, the ECF automates this manual process and eliminates the need for the Form. Do not scan paper versions of the Form, and discontinue its use in all future contract awards effective on the date of issuance of this Instructional Letter.

ii. Assembly

Assembly essentially refers to the use of the Barcode Assisted Document Indexing (BADI). BADI was developed in accordance with the CTAG. Each paper document in the contract file must be identified using a BADI sheet. This manual process is necessary in order to ensure that each document is named and filed correctly in the ECF after the file is sent through the scanner.

- 1) Adherence to the CTAG is mandatory.
- 2) Use of BADI is mandatory.

iii. Scanning

The scanning stage describes the physical action of inserting the prepared paper file into the scanner. There is no specific policy related to this stage.

iv. Quality Control

Quality control is the action that is taken to ensure that the digitized documents are clear and readable in accordance with FAR Subpart 4.805(a). FAR Subpart 4.805(a) states, in part:

"Agencies may change the original medium to facilitate storage as long as the requirements of Part 4, law, and other regulations are satisfied. The process used to create and store records must record and reproduce the original document, including signatures and other written and graphic images completely, accurately, and clearly."

v. Quality Assurance

Quality Assurance (QA) is a critical stage in the digitization process. QA is the process of validating that the paper file was scanned in its entirety and that the electronic file accurately represents the contents of the paper file.

- 1) QA must be performed no later than 90 days after the electronic file exits the QC stage and enters the QA stage. The electronic contract file is not official until QA is complete and acceptance occurs.
- 2) All outstanding paper duplicates that exist must be deleted. As noted in the audit phase of the process, a scanned version and electronic version of a document may be present in the contract file due to the migration of electronic documents from one of GSA's internal systems. Locate duplicates in the electronic contract file. Looking at the source of the document column in the ECF, eliminate the scanned version.
- 3) It is possible that documents that migrated into the ECF automatically from internal applications will end up in the "unfiled" tab if they are not titled according to the CTAG. Unfiled documents must be properly named and filed in the appropriate tab using the drag and drop function in ECF.

After the digitization process and ECF application are refined and approved for release, QA will be repeated on all electronic contract files that have been digitized during the pilot.

vi. Acceptance

Acceptance refers to the formal action of approving the electronic contract file as the official contract file of record. Acceptance is performed in the ECF following QA and is executed by selecting the "accept" button.

- 1) Only the CO can accept an electronic contract file as the official file of record.
- 2) The CO is responsible for ensuring that the electronic contract file is an "accurate, complete, and clear" representation of the original.
- 3) Acceptance must take place no later than 90 days after the electronic file enters the QA stage.

Electronic contract files accepted during the pilot DO NOT constitute official contract files of record. After the digitization process and ECF application are refined and approved for release, electronic contract files that have been accepted during the pilot must be accepted again following a second round of quality assurance.

E. Retention and Disposition

Since contract files digitized during the pilot do not constitute official contract files of record, paper contract files must be retained and will continue to serve as the official file of record. Like today, documents that are submitted in eOffer and/or eMod do not need to be printed and will be considered part of the official contract file.

Author: S. Meadema