52.216-25 Contract Definitization.

As prescribed in 16.603-4(b)(3), insert the following clause:

Contract Definitization (Oct 2010)

(a) A _____ *[insert specific type of contract]* definitive contract is contemplated. The Contractor agrees to begin promptly negotiating with the *Contracting Officer* the terms of a definitive contract that will include (1) all clauses required by the Federal *Acquisition* Regulation (FAR) on the date of execution of the letter contract, (2) all clauses required by law on the date of execution of the definitive contract, and (3) any other mutually agreeable clauses, terms, and conditions. The Contractor agrees to submit a _____ *[insert specific type of proposal (e.g., fixed-price or cost-and-fee)]* proposal, including *data other than certified cost or pricing data*, and certified *cost or pricing data*, in accordance with FAR 15.408, Table 15-1, supporting its proposal.

(b) The schedule for definitizing this contract is *[insert target date for definitization of the contract and dates for submission of proposal, beginning of negotiations, and, if appropriate, submission of make-or-buy and subcontracting plans and certified cost or pricing data]:*

_____

_____

(c) If agreement on a definitive contract to supersede this letter contract is not reached by the target date in paragraph (b) of this section, or within any extension of it granted by the *Contracting Officer*, the *Contracting Officer may*, with the approval of the head of the *contracting* activity, determine a reasonable price or fee in accordance with subpart 15.4 and part 31 of the FAR, subject to Contractor appeal as provided in the Disputes clause. In any event, the Contractor *shall* proceed with completion of the contract, subject only to the Limitation of Government Liability clause.

(1) After the *Contracting Officer*'s determination of price or fee, the contract *shall* be governed by-

(i) All clauses required by the FAR on the date of execution of this letter contract for either fixed-price or cost-reimbursement contracts, as determined by the *Contracting Officer* under this paragraph (c);

(ii) All clauses required by law as of the date of the *Contracting Officer*'s determination; and

(iii) Any other clauses, terms, and conditions mutually agreed upon.

(2) To the extent consistent with paragraph (c)(1) of this section, all clauses, terms, and conditions included in this letter contract *shall* continue in effect, except those that by their nature apply only to a letter contract.

(End of clause)

Alternate I (Apr 1984). In letter contracts awarded on the basis of price competition, add the following paragraph (d) to the basic clause:

(d) The definitive contract resulting from this letter contract will include a negotiated _____ *[insert "price ceiling" or "firm fixed price"]* in no event to exceed _____ *[insert the proposed price upon which the award was based].*

Parent topic: 52.216 [Reserved]