

MKU-DEV-2025-43

**MEMORANDUM FOR MORRIS K. UDALL AND STEWART L. UDALL FOUNDATION (UDALL FOUNDATION)
CONTRACTING ACTIVITIES**

DATE: December 1, 2025

SUBJECT: Class Deviations for FAR Part 15 in support of Executive Order 14275, *Restoring Common Sense to Federal Procurement*

FROM: David P. Brown, Executive Director

1. **Purpose.** This memorandum approves a class deviation to Federal Acquisition Regulation (FAR) Part 15 for purposes of implementing the Federal Acquisition Regulatory Council's ("the Council's" or "RFO") model deviation text to FAR Part 15.
2. **Background.** On April 15, 2025, President Trump signed Executive Order (E.O.) 14275, "Restoring Common Sense to Federal Procurement" to reform the Federal Acquisition Regulation (FAR). This E.O. further advances the intent of E.O. 14192, "Unleashing Prosperity Through Deregulation," signed on January 31, 2025, which established that the policy of the executive branch is to be prudent and financially responsible in the expenditure of funds and to alleviate unnecessary regulatory burdens placed on the American people. E.O. 14275 orders the Administrator of the Office of Federal Public Procurement Policy (OFPP), in coordination with the other members of the Federal Acquisition Regulatory Council (FAR Council), the heads of agencies, and appropriate senior acquisition and procurement officials from agencies, to amend the FAR to ensure that it contains only provisions that are required by statute or that are otherwise necessary to support simplicity and usability, strengthen the efficacy of the procurement system, or protect economic or national security interests. This project is referred to as the Revolutionary FAR Overhaul (RFO) initiative.

On May 2, 2025, the Office of Management and Budget (OMB) released Memorandum M-25-26, "Overhauling the Federal Acquisition Regulation," that directs all agencies to "Generally issue individual or class deviations to implement the FAR Council's deregulated coverage within 30 days after the Council releases its model deviation text [and] Provide copies of class deviations to the FAR Secretariat at gsaregsec@gsa.gov for public posting on Acquisition.gov."

Also on May 2, 2025, the Acting Administrator for Federal Procurement Policy at OMB released a Memorandum, "Deviation Guidance to Support the Overhaul of the Federal Acquisition Regulation." This Memorandum advises that agencies using the RFO model class deviation text do not need to further coordinate with the Council; class deviations that differ from the RFO model text require Council approval unless the difference is necessary to address agency-specific statutory direction.

On September 30, 2025, the FAR Council issued completed revisions for FAR Part 15, Contracting by Negotiation, and FAR Part 52 provisions and clauses. The updated text addresses long-term pain points for Government and Industry.

Key new improvements and flexibilities to part 15 include:

- **Logical Flow:** The new framework replaces a topic-based structure with a more intuitive flow based on the acquisition life cycle.
- **Consolidation:** Concepts that were previously fragmented are now unified creating a more cohesive framework.
- **Core Vocabulary Changes:** Key terms are defined and standardized.
 - The term “discussions” is replaced with “negotiations.” The term “communications,” in the context of competitive range establishment, has been eliminated. The term “deficiency” is redefined.
 - The use of “clarifications” now includes robust guidelines for its application. Clarifications permit minor corrections but do not allow for proposal revision and cannot be used to cure proposal deficiencies or material omissions. The scope of permissible clarifications was expanded to include coverage that was previously limited to “communications” before establishing the competitive range. Clarifications may be conducted at any time after receipt of proposals through contract award irrespective of whether a competitive range has been established.
- **Updated Rules of Engagement:** Contracting officers must negotiate with each responsible offeror within the competitive range and may further negotiate with the offerors as needed. Having further negotiations with one offeror does not require the contracting officer to have further negotiations with other offerors. The deviation text provides guidance on industry communication through early exchanges and debriefing.
- **Redefined Competitive Range:** The competitive range is now clearly defined as “the group of evaluated proposals that the contracting officer determines are best suited for further negotiation” instead of “all of the most highly rated proposals”.
- **Enhanced Clarity:** The text has been revised for greater clarity. It employs more direct language and introduces explicit subheadings for complex topics.

Statutory requirements retained in the RFO FAR part 15 model deviation include, but may not be limited to, the following:

- 6 U.S.C. § 394, Unsolicited Proposals
- 10 U.S.C. § 3206 and 41 U.S.C. § 3306(c), Evaluation Factors
- 10 U.S.C. §§ 3301 et seq and 41 U.S.C. §§ 3701 et seq, Awarding of Contracts
- 10 U.S.C. §§ 3701 et seq and 41 U.S.C. §§ 3501 et seq, Truth in Negotiations Act
- 41 U.S.C. § 2102, Prohibitions on Disclosing and Obtaining Procurement Information

Change	Description
Retained	<ul style="list-style-type: none"> • Part 15 continues to be the part primarily used for establishing negotiated contracts when using a request for proposal (RFP). • The following provision and clauses are retained (or remain reserved) with no changes: <ul style="list-style-type: none"> ○ 52.215-4 remains reserved ○ 52.215-7 remains reserved

	<ul style="list-style-type: none"> ○ 52.215-9 (Clause), Changes or Additions to Make-or-Buy Program ○ 52.215-10 (Clause), Price Reduction for Defective Certified Cost or Pricing Data ○ 52.215-14 (Clause), Integrity of Unit Prices ○ 52.215-16 (Provision), Facilities Capital Cost of Money ○ 52.215-17 (Clause), Waiver of Facilities Capital Cost of Money ○ 52.215-24 thru 52.215-42 remain reserved
<p>Moved/Updated</p>	<ul style="list-style-type: none"> ● The part structure is revised from six subparts to five: <ul style="list-style-type: none"> ○ Subpart 15.1 - Presolicitation and Solicitation ○ Subpart 15.2 - Evaluation and Award ○ Subpart 15.3 - Postaward ○ Subpart 15.4 - Contract Pricing ○ Subpart 15.5 - Unsolicited Proposals ● 15.000, “Scope,” is updated to emphasize that the procedures in the part provide an opportunity for back-and-forth negotiation between the Government and an offeror(s) upon receipt of a proposal submitted in response to an RFP. ● 15.001, “Definitions,” updates two of the four definitions: <ul style="list-style-type: none"> ○ “Deficiency” is updated to remove reference to “unacceptable risk” and clearly define a “material requirement.” ○ “Proposal revision” is updated to include the phrase “material elements of a proposal”. This revision clarifies that not every change made during negotiations constitutes a proposal revision, focusing the definition on changes that are substantive in nature. ● 15.002, “Types of Negotiated Acquisitions,” is updated to modernize the language throughout. The two paragraphs in this section are now titled “Noncompetitive Acquisitions” and “Competitive Acquisitions”. ● 15.101, “Early Exchanges with Industry,” revises and consolidates content previously located in multiple sections of the part. The new section is structured with clear subheadings for “Draft RFPs,” “Requests for Information,” “Mission Needs and Requirements,” and “Advisory Multistep Process,” making the content more accessible. ● 15.102, “Structuring a request for proposals,” more clearly outlines the required format and content for RFPs. ● 15.103, “Developing a Competitive Source Selection Approach,” relocates the existing source selection approaches (“Tradeoff” and “Lowest Price Technically Acceptable”) and adds two approaches - “Highest Technically Rated with a Fair and Reasonable Price” (15.103-3) and “Phased Acquisitions” (15.103-4). ● 15.105, “Other Considerations,” relocates, consolidates, and updates topics previously located throughout the part into a single section. This consolidation enhances the usability of the regulation by grouping these specific solicitation-related considerations together for easy reference during RFP preparation:

	<ul style="list-style-type: none"> ○ 15.105-1 Oral presentations. Relocated from 15.102. ○ 15.105-2 Negotiations disclosure. Relocated from 15.209(a). ○ 15.105-3 Limitation on tiered evaluations for multiple award contracts. Relocated from 15.101-3. ○ 15.105-4 Request for cost or pricing data. Relocated from 15.403-5. ○ 15.105-5 Make-or-buy decision. Relocated from 15.407-2. ○ 15.105-6 Should-cost review. Relocated from 15.407-4. ○ 15.105-7 Unit prices. Relocated from 15.404-1(f). ● 15.106, “Amending a Request for Proposal,” updates former section 15.206. The language and requirements are now clearer. ● 15.109, “Uniform Contract Format,” and its subsections, are relocated and streamlined. ● New subpart 15.2, “Evaluation and Award,” updates and clarifies the evaluation and award process. ● 15.202, “Evaluating Competitive Proposals,” relocates and substantially revises the content previously at section 15.305. <ul style="list-style-type: none"> ○ 15.202(a)(2) provides a more robust, multi-part definition of “clarifications.” It states that clarifications can be used to “enhance the Government’s understanding of a proposal,” “allow reasonable interpretation,” and address “ambiguities” as well as “perceived deficiencies, weaknesses, errors, omissions, or mistakes.” ○ The new definition allows the contracting officer to request additional information or documentation provided cost/price or other material elements of the proposal are unchanged. ○ Clarifications are not to be used for revising proposals and curing deficiencies or material omissions. ● 15.204, “Competitive Award with Negotiation,” streamlines and consolidates the complex rules for post-evaluation exchanges with offerors, which were previously spread across sections 15.306 (“Exchanges with offerors after receipt of proposals”) and 15.307 (“Proposal revisions”). <ul style="list-style-type: none"> ○ The phrase “communications with offerors before establishment of the competitive range” has been deleted, and where appropriate, functions have been moved to the new definition of “clarifications” under 15.202(a)(2). ● 15.206, “Preaward notices and debriefings,” updates guidance on preaward notices and debriefings. ● New 15.207-1, provides new information about completing the award document when not using OF 307, Contract Award; SF 26, Award/Contract; or SF 33, Solicitation, Offer and Award. ● 15.301, “Postaward Debriefing of Offerors,” relocates and updates the content on post-award debriefings, previously at 15.506. ● Subpart 15.4, “Contract Pricing,” has been restructured and the internal section numbering and organization have been significantly updated.
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	<ul style="list-style-type: none"> • Subpart 15.5, “Unsolicited Proposals,” is moved from former subpart 15.6 and the content is reorganized and streamlined. • The following provision and clauses are updated for clarity, to mirror updates made throughout the part, and/or to update cross-references or remove outdated content: <ul style="list-style-type: none"> ○ 52.215-1 (Provision), Instructions to Offerors— Competitive Acquisition ○ 52.215-2 (Clause), Audit and Records—Negotiation <ul style="list-style-type: none"> ▪ Alternate I is removed because it implemented the American Recovery and Reinvestment Act which is no longer active. ○ 52.215-6 (Provision), Place of Performance ○ 52.215-8 (Clause), Order of Precedence—Uniform Contract Format ○ 52.215-11 (Clause), Price Reduction for Defective Certified Cost or Pricing Data—Modifications ○ 52.215-12 (Clause), Subcontractor Certified Cost or Pricing Data ○ 52.215-13 (Clause), Subcontractor Certified Cost or Pricing Data—Modifications ○ 52.215-15 (Clause), Pension adjustments and asset reversions ○ 52.215-18 (Clause), Reversion or Adjustment of Plans for Postretirement Benefits (PRB) Other Than Pensions ○ 52.215-19 (Clause), Notification of Ownership Changes ○ 52.215-20 (Provision), Requirements for Certified Cost or Pricing Data and Data Other Than Certified Cost or Pricing Data ○ 52.215-21 (Clause), Requirements for Certified Cost or Pricing Data and Data Other Than Certified Cost or Pricing Data—Modifications ○ 52.215-22 (Provision), Limitations on Pass-Through Charges— Identification of Subcontract Effort ○ 52.215-23 (Clause), Limitations on Pass-Through Charges • The FAR Companion is expected to include best practice information not required in the FAR for the following content: <ul style="list-style-type: none"> ○ Guidance on the best value continuum and using various source selection approaches ○ Procedures pertaining to oral presentations ○ Amendments based on alternate solutions
Removed	<ul style="list-style-type: none"> • Former section 15.205, “Issuing Solicitations,” is removed because it is repetitive of information found in other FAR parts. • The following provisions are deleted: <ul style="list-style-type: none"> ○ 52.215-3 (Provision), Request for Information or Solicitation for Planning Purposes, is now reserved. <ul style="list-style-type: none"> ▪ The information is covered by the new 15.101(c).

	<ul style="list-style-type: none"> ○ 52.215-5 (Provision), Facsimile Proposals, is now reserved. The revised regulation takes a more technology-neutral approach. <ul style="list-style-type: none"> ▪ This allows agencies the flexibility to authorize a range of modern electronic submission methods without needing a specific, and now largely outdated, provision.
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This table is not an exhaustive list.

3. **Determination.** To fully comply with E.O. 14275, OMB implementation guidance, and direction related to use of model deviations, and the model deviations for revised FAR Part 15, the Udall Foundation shall follow the RFO Part 15 model deviation text instead of FAR Part 15 as codified at 48 CFR Chapter 15. The FAR Council’s RFO Part 15 model deviation text is available at Acquisition.gov, under the “FAR Overhaul” link. This deviation applies to all solicitations and new contracts as of the date of the Memorandum. This deviation does not apply to contracts signed and executed on or before the date of this Memorandum.
4. **Instructions.** The Udall Foundation acquisition workforce shall follow the RFO Part 15 model deviation text instead of FAR Part 15 as codified at 48 CFR Chapter 15 and the RFO Part 52 model deviation text of FAR Part 52 as codified at 48 CFR Chapter 52. The Council’s RFO Parts 15 and 52 model deviation text are available at Acquisition.gov, under the “FAR Overhaul” link, and are incorporated into this class deviation.

For new solicitations or contracts, when using any provisions or clauses that have been revised, the Udall Foundation acquisition workforce shall use the RFO model deviation language at RFO FAR part 52.

For open solicitations or awarded contracts, the contracting officer has discretion regarding the need to enforce or amend the provisions or clauses. Note that without some of the removed provisions or clauses, the contracting officer may be required to separately address certain aspects in the contract.

The Udall Foundation acquisition workforce shall review templates and related standard operating procedures to align with this deviation and remove unnecessary processes or steps.

A copy of this Class Deviation will be provided to the FAR Secretariat at gsaregsec@gsa.gov.

5. **Applicability.** This class deviation applies to all Udall Foundation procurements.
6. **Authority.** This class deviation is issued under the authority of E.O. 14275, OMB Memo M-25-26, and 48 CFR 1.4, and RFO FAR 1.304.
7. **Effective Date.** This class deviation is effective immediately and remains in effect until rescinded or incorporated into the FAR.

Points of Contact. Questions regarding this class deviation may be directed to the Udall Foundation General Counsel, Gwendolyn Franks, at franks@udall.gov.