

MASTER AUDIT PROGRAM

Activity Code 17100	Termination, Total Cost Basis
Version 12.0, dated Aug 2024	
B-1	Planning Considerations
Type of Service - Attestation Examination Engagement	
Audit Specific Independence Determination	
<p>Members of the audit team and internal specialists consulting on this audit must complete the Audit Specific Independence Determination (WP 34) prior to starting any work on this assignment.</p> <p><i>(Note: Because staff is sometimes added to on-going audits, supervisors should ensure that all individuals who are directing, performing audit procedures, or reporting on this audit as a member of the audit team who are performing as a consultant have signed this working paper. For example, an FAO may add additional auditors (e.g., technical specialists) to the audit assignment or may need to consult with an internal specialist (e.g., industrial engineers, and operations research specialists) as the audit progresses.)</i></p>	
Purpose and Scope	
<p>This standard audit program assists the audit team in planning and performing the audit of termination settlement proposals on fixed price contracts proposed on a total cost basis to evaluate the proposal for its compliance with FAR Part 31 and 49, as well as applicable CAS provisions. The objective of the termination audit is to develop information and documentation to serve as a basis for reporting to the Termination Contracting Officer (TCO) the allowable costs, settlement expenses, and profit and/or loss under the terminated contract, based on the contractor's proposal and supporting records. The program steps should be tailored, as appropriate. The auditor should adjust the audit program based on the documented risk assessment and reflect an understanding within the audit team as to the scope required.</p>	
Planning Considerations	
<ol style="list-style-type: none"> 1. The contractor must obtain TCO approval in advance (FAR 49.206-2) to propose a settlement on the total cost basis unless it is a construction contract or a lump sum professional services contract that is completely terminated (FAR 49.206-2(b)(4)). After reviewing the contractor's records, promptly notify the TCO if the auditor determines that the inventory basis method, rather than the total cost basis method, should be used. The proposal should include all costs incurred at the date of termination, plus profit and settlement expenses, less the contract price of delivered items. A total cost basis proposal differs from an inventory basis proposal in that all costs, including those applicable to items delivered prior to termination, enter into the computation of the total cost basis proposal net amount. The risk in a total cost basis proposal is that the physical inventory may not list all items included in the claimed costs. 2. If this is an audit of a terminated subcontract proposal, coordinate with the TCO and DCAA office cognizant over the higher-tier contractor to ensure that the Government will derive a 	

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benefit for performing an audit of any subcontract termination settlement proposals under the threshold for obtaining certified cost or pricing data. For subcontract proposals over the threshold for obtaining certified cost or pricing data, coordination is also necessary to obtain relevant information and consider the impact of any reviews performed by DCAA or the higher-tier contractor on the subcontractor settlement proposal.
3. If this is an audit of a terminated subcontract, determine at the start of the audit whether the subcontractor will have any restrictions or reservations on the release of the audit report to the higher-tier contractor. If so, promptly notify the TCO or appropriate contracting authority to determine whether the settlement proposal audit should be continued. The TCO, working with the higher-tier contractor, may be able to remove the subcontractor's restrictions or reservations. Follow the guidance in CAM 10-210.4 if the audit is completed at the request of the TCO, despite the subcontractor's restrictions or reservations.
4. Prior to commencing the audit, review Agency guidance that may impact the audit and adjust the scope and procedures appropriately.
References
DoD CAS Working Group Guidance 77-15
2. CAM Chapter 12 (Auditing Terminated Contracts)
3. FAR Part 49 – Termination of Contracts
4. FAR 31.205-42 – Termination Costs
5. FAR 45.6 – Reporting, Reutilization, and Disposal
6. CAM Appendix B, " Specialist Assistance"

B-1	Preliminary Steps	WP Reference
Version 12.0, dated Aug 2024		
1.	Review the audit request for any special requirements. Communicate with the requestor as soon as practical. <ol style="list-style-type: none"> a. Confirm your understanding of the expectations and discuss any specific concerns. b. Discuss the requestor’s planned termination timeline. c. Request a copy of the termination notice issued to the contractor and determine if they have held a termination conference. If the conference has not yet occurred, request an invitation to attend. If the conference has occurred, request copies of the minutes if available. d. Discuss any special instructions, prior approvals (including approval by the TCO to submit a total cost basis proposal, unless it is a construction contract or a lump sum professional services contract that is completely terminated (FAR 49.206-2(b)(4))) or agreements with the contractor that may impact the audit. 	

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<p>e. Discuss whether the requestor has planned or already requested technical evaluations (e.g., Inventory Verification) and/or audits of subcontractor settlement proposals. If requested, determine the scope of the request, the work performed and modify the audit program accordingly.</p> <p>f. If any unsettled indirect costs are material and the audit team is unable to design procedures sufficient to opine on these costs, discuss if the requestor is willing to wait for the applicable indirect rates to be settled or plans to use the authority under FAR 49.201 to settle the indirect termination costs. Document their response and adjust the audit scope accordingly.</p> <p>g. Requests for audit of parts of a proposal, except as provided under FAR 49.303-4, should be extremely rare because the termination constitutes the final action to close the contract. Coordinate such requests with the Region/CAD Technical Specialist as needed to recommend expanded audit coverage. Elevate any unresolved differences between the requested services and the audit team's assessed risk to the Region/CAD.</p> <p>h. Discuss with the TCO whether the audit scope should include steps to determine if the profit or fees calculation is per contract terms. If profit or fee will not be subject to audit, the auditor should document the conversation with the TCO and modify the audit program to remove steps dealing with profit or fee (Section H).</p>	
<p>2. Examine the adequacy of the settlement proposal and supporting schedules using the Settlement Proposal (Fixed Total Cost Basis) Adequacy Tool. Note any areas requiring further consideration and adjust the audit program accordingly.</p>	
<p>3. Notify the appropriate contracting officer of the commencement of the risk assessment and that the expected completion date will be provided in the formal acknowledgement letter once the risk assessment is complete. The acknowledgement process should be performed in accordance with the procedures in CAM 4-104.</p>	
<p>4. Coordinate with the contractor and obtain a walkthrough of the termination settlement proposal to gain an understanding of the basis of each cost element of the proposal (or part(s) of the proposal), the related supporting documentation, and the relevant policies/procedures and processes related to significant cost elements. Invite the TCO.</p> <p>As part of this walkthrough, request the contractor to identify:</p> <p>a. If the cutoff is in accordance with, the termination notices or promptly upon receipt. For items not terminated in a timely manner, obtain an understanding of the basis.</p>	

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<ul style="list-style-type: none"> b. If the termination notice was issued to all subcontractors in a timely manner. If not, obtain and document the contractor's explanation for not providing timely notification. c. If the termination settlement proposal contains costs already covered by an equitable adjustment proposal or claim (CAM 12-103). If so, have the contractor identify these costs and request a copy of the equitable adjustment proposal. 	
<p>5. During the entrance conference, or other appropriate meeting, make specific inquiries of contractor management and other appropriate parties regarding the following:</p> <ul style="list-style-type: none"> a. Their knowledge of any actual, suspected, or alleged fraud or noncompliance with laws and regulations affecting the period of time corresponding to the subject matter under audit. (AT-C 205.33) b. If any specialists (internal or external) were used in the preparation of the subject matter. If yes, have the contractor explain how the specialists were used in the preparation of the subject matter. (AT-C 205.16) c. Whether any investigations or legal proceedings, that are significant to the engagement objectives, have been initiated or are in process with respect to the period of time corresponding to the subject matter. (GAGAS 7.14) d. The existence of other audits and studies (performed by other than DCAA) that relate to the subject matter under audit. If yes, have the contractor explain the audits and studies performed, any related findings or recommendations, and any contractor corrective actions taken. (GAGAS 7.13) <p><i>Note: Specifically document in the working papers; the inquiries and the corresponding responses as well as how the responses affect the performance of the engagement.</i></p>	
<p>6. Obtain the contractor-prepared contract brief. If the contractor has not adequately briefed the contract, brief the contract for any special/significant contract terms or provisions that impact the reimbursement or allowability of costs incurred (e.g. special termination cost limitations, specified unallowable costs, funding ceilings, cost sharing clauses, etc.). Pay particular attention to the termination clause, First Article Approval clause and other clauses in Section H included in the contract. Document the impact, if any, on the audit scope from items discovered from the contract brief.</p>	
<p>7. Review permanent files, CAS disclosure statement (if applicable), contractor policies and procedures for the year(s) under audit, and any prior related audits (e.g., business system deficiency reports, CAS audits, DCMA purchasing system review, etc.) to identify potential audit leads or</p>	

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<p>inconsistent treatment of similar costs to be considered in establishing the audit scope.</p>	
<p>8. Review the permanent file to determine if previous audits included findings and recommendations related to the subject matter under audit. If there were findings material to the subject matter, document this information in the risk assessment and perform the following procedures:</p> <ol style="list-style-type: none">a. Ask contractor management if corrective actions were taken to address findings and recommendations reported in previous DCAA audits (e.g., questioned costs, business system deficiencies, CAS audits) that are relevant to the subject matter of audit. If yes, have contractor explain corrective actions taken and determine if additional audit procedures should be included in the fieldwork to test the corrective actions. (GAGAS 7.13)b. Document the results of the inquiry and the impact of the corrective actions to the subject matter under audit.	
<p>9. Review the permanent file to determine if the contractor has previously provided other studies or audits (e.g., summary listing of internal audits or external audit reports) that directly relate to the subject matter under audit. If there are no other studies or audits, document that information and perform the procedures below.</p> <ol style="list-style-type: none">a. Ask contractor management if internal audits were performed. If yes, request contractor provide a summary listing of the internal audits that would assist us in understanding and evaluating the efficacy of the internal controls relevant to the subject matter of the audit.b. If the review of the perm file or the contractor identifies relevant internal audits:<ul style="list-style-type: none">• Determine if access to these reports is necessary to complete the evaluation of the relevant internal controls to support the risk assessment or audit procedures related to the subject matter of the audit. There must be a nexus between the internal audit reports and the scope of this specific assignment.• Document the results of the determination in writing.• If assignment is at a major contractor location, coordinate with the FAO point of contact (POC) for internal audit reports to request the contractor provide access to the reports.• If assignment is at a non-major contractor and the FAO does not have a designated POC, request the contractor provide access to the internal audit reports.• The request, issued by the FAO POC or auditor, should include information on how the internal audit report is relevant to the	

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<p>DCAA audit. Place a copy of the request in the assignment administrative working papers.</p> <p>c. If the review of the perm file or the contractor identifies relevant other audits or studies:</p> <ul style="list-style-type: none"> • Obtain publicly available information for the relevant other Government agency audits (e.g., websites for DoD IG or other IGs, service audit agencies, etc.). • Make appropriate adjustments to your risk assessment and planned procedures based on the reported findings. <p>d. Document the results of the inquiries including the response received from the contractor for any request for access to internal audit reports. (If access was not granted this should include the contractor's rationale or justification for not granting access).</p> <p>e. Determine if additional audit procedures are needed to respond to any identified risk.</p>	
<p>10. Determine the extent to which the termination settlement proposal includes costs previously audited. Consider the impact on the audit scope and document the reliance on any specific audit work previously performed.</p>	
<p>11. Review SF 1439 Schedule of Accounting Information and determine if accounting practices applied to the proposal deviate from disclosed or established accounting procedures. Discuss deviations, if any, with the contractor and consider the impact on the audit scope.</p>	
<p>12. Obtain and document an understanding of contractor internal controls relevant to the audit. Auditors may obtain a significant portion of this understanding during the walkthrough.</p>	
<p>13. In accordance with FAR 49.203, the TCO will ordinarily request the contractor prepare an Estimate To Complete (ETC) the contract to determine if a loss adjustment is necessary (although there is not a FAR requirement for the contractor to submit an ETC). Therefore, the audit team should request the contractor provide the ETC, through the TCO.</p> <p>If timely information is not provided, use alternative procedures (e.g., obtain and review progress payment from EDA, obtain and review EVMS data from contracting officer (if applicable)) and request technical evaluation, in coordination with the contracting officer, to determine if the contractor would have been in a loss position had the contract not been terminated.</p> <p><i>Note: If the contract has been terminated at an early stage of the contract, resulting in a high degree of speculation to calculate a loss percentage, use professional judgement to determine if obtaining the information is warranted.</i></p>	

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14. Ascertain that the total amount payable to the contractor for a settlement, before deducting disposal or other credits and exclusive of settlement costs, does not exceed the contract price less payments otherwise made or to be made under the contract. (FAR 49.207 – Limitation on Settlements)	
15. If applicable and final indirect cost rates are not available, perform analytical procedures (comparative analysis and trend analysis) for indirect costs. Adjust the audit scope based on the determined risk from the analysis performed.	
16. Evaluate adjusting journal entries and exception reports made just prior to effective date of termination and those subsequent thereto with a retroactive effect. Identify adjustments requiring further examination and explanation (e.g., reclassification of post-termination costs/settlement expenses (non-fee bearing) to performance costs (fee bearing)). Seek explanations and add steps to the applicable working paper section to address adjustments requiring further examination.	
17. Review contractor and/or Government correspondence files pertaining to the terminated contract/purchase order and make excerpts of pertinent information.	
18. Determine if the award includes FAR clause 52.215-23, Limitations on Pass-Through Charges (or Alternate I). If applicable, modify WP E-01 to add steps to evaluate the contractor's compliance with FAR 52.215-23 (or 52.215-23 Alternate I).	
19. Determine the extent to which the proposal includes inter-organizational or affiliated company charges. Perform an initial assessment of significance to identify and request necessary assist audits (WP B-3). <i>Note: Question excess charges resulting from pricing inter-organizational transactions inconsistently with the provisions of FAR 31.205-26.</i>	
20. Determine whether assistance is needed to evaluate subcontractor costs contained in the proposal. Determine whether the TCO has requested an audit of the subcontractor proposed settlement costs. If not, and an audit is required per FAR 49.107(b), coordinate to confirm the TCO requested any necessary audits.	
21. Assess the need for technical assistance based on the understanding of the basis of estimate, supporting documentation available and planned detailed audit steps. Document the assessment and prepare a detailed request for specialist assistance if required.	

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<p>22. Based on the team's understanding of the criteria, subject matter, and the contractor and its environment, hold a planning meeting with the audit team (at a minimum, Supervisor, Technical Specialist and Auditor) to discuss and identify potential material noncompliances, whether due to error or fraud, that could affect the subject matter.</p> <p>The discussion should include:</p> <ul style="list-style-type: none">• relevant prior audit experience (e.g., questioned cost, relevant reported estimating or accounting system deficiencies),• relevant aspects of the contractor and its environment,• risk of material noncompliance due to fraud (e.g., financial incentives, pressures to meet budgetary and contractual commitments, and opportunities to commit and conceal fraud). Consider the fraud risk factors and scenarios presented in the DoD OIG's webpage: Fraud Detection Resources for Auditors. Copy link and paste into web browser,• other known factors that increase the risk of material noncompliance with laws and regulations, and• the audit team's understanding of relevant key internal controls. <p>Document the factors identified that increase the risk of material noncompliance due to error or fraud that could affect the subject matter, and design audit procedures to respond to the increased risk of material noncompliance.</p> <p>Communication among audit team members should continue as needed throughout the audit regarding the risk of material misstatement and noncompliance due to error or fraud.</p>	
<p>23. Review and discuss with your supervisor (or if appropriate, the audit team) the overall results of the risk assessment and the audit scope planned in response, including the detailed audit steps. Make any further adjustments to the audit program steps necessary to obtain sufficient evidence to provide a reasonable basis for the conclusion that will be expressed in the audit report. Finalize the milestone plan.</p> <p>Obtain and document supervisory approval of the risk assessment, the planned scope of examination for each audit area documented in WP B and -1 WPs.</p>	
<p>24. Send a final acknowledgement memorandum to the appropriate contracting officer and a notification letter to the contractor to formally notify them of the audit and expected completion date in accordance with CAM 4-104 and CAM 4-302.3.</p>	

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C-1	Direct Material (SF 1436 Line 1)	WP Reference
Version 12.0, dated Aug 2024		
1.	Reconcile the costs in the proposal to the contractor's books and records. If the costs have previously been audited, reconcile with the audited costs and adjust the audit scope accordingly.	
2.	Perform material testing procedures as required, to opine on the material costs.	
a.	Trace material charges to vendor invoices, purchase orders, and the contractor's books and records.	
b.	Determine if cash discounts or rebates were deducted from invoice price or otherwise credited to contracts on an equitable basis.	
c.	Determine if material handling charges and similar expenses are excluded from indirect expense allocations if included in material prices.	
d.	Determine if materials were required for the contract, purchased at a prudent price, used on the contract, and properly accounted for as to initial charge, transfer in or out, and residual value.	
3.	<p>Termination Inventory - Obtain a copy of the inventory schedules: Plant Clearance Inventory Schedule or Inventory Disposal Schedule (SF 1428), Inventory Verification Survey (SF 1423) and Inventory Disposal Report (SF 1424) or electronic equivalents from the TCO to assist in evaluating the reasonableness and allocability of the assigned termination inventory. Requests to the TCO should be made in writing as required by CAM Appendix B-107.</p> <p>DFARS 252.245-7004(b) requires contractors to submit the SF 1428 into the Plant Clearance Automated Reutilization Screening System (PCARSS). However, a deviation to DFARS 252.245-7004(b) (Refer to DARS 2022-O0006, dated November 17, 2021) requires contractors to complete inventory disposal schedules in the Government Furnished Property Module of the Procurement Integrated Enterprise Environment (PIEE), instead of PCARSS.</p> <p>Note: Read the contract clause to determine which system (PCARSS or PIEE) should be used. <i>Note: The SF 1428 is allowed to contain estimates. Government technical personnel (external specialist) have primary responsibility for verifying inventory quantities, quality, and physical applicability (FAR 45.602).</i></p> <p>If the SF 1423 is not available, perform alternative procedures to verify the accuracy of the proposed inventory. Such procedures may include:</p>	

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<ul style="list-style-type: none"> • Perform substantive testing of inventory items for physical count and allocability to the terminated contract. (SF 1423 Line 6, 16, 18a, 18b, and 19) • Determine if any portion of undelivered termination inventory has been lost or so damaged as to become undeliverable (normal spoilage is expected, as is inventory for which the Government has expressly assumed the risk of loss). Question the costs if the contractor cannot account for the undelivered termination inventory. (SF 1423 Line 6 and 12) <p>If procedures cannot be performed to obtain sufficient appropriate evidence related to the termination inventory, consider the materiality and determine if reporting a scope limitation is necessary.</p>	
<p>4. Inventory Items Generally Unallowable - Review composition of termination inventory to determine existence and allowability of the following items:</p>	
<p>a. Common items. Material that can be diverted to other work without loss to the contractor should be identified and questioned. (CAM 12-304.5) (SF 1423 Line 16)</p>	
<p>b. Material acquired prior to date of contract. This item is ordinarily not allowable except under certain circumstances. Ascertain reasons for including in inventory and determine its validity. (CAM 12-304.3)</p>	
<p>c. Material acquired or produced in unreasonable anticipation of delivery schedule requirements. (CAM 12-304.4) (SF 1423 Line 18a)</p>	
<p>d. Material items that could be returned to suppliers. Identify and question the cost less supplier's restocking charge, transportation, and handling charges. (CAM 12-304.8) (SF 1423 Line 14)</p>	
<p>e. Material received after termination. Examine receiving reports and question any shipments by suppliers after notice of effective date of termination. (SF 1423 line 17)</p>	
<p>f. Production losses. If proposed, determine the reasonableness and allocability of the production losses to the terminated effort. Costs of the termination inventory should not include production loss costs allocable to units shipped. (CAM 12-304.6)</p>	
<p>g. Rejected work. Determine the extent to which the settlement proposal includes rejected work. (CAM 12-304.7)</p> <ul style="list-style-type: none"> • Nonreworkable rejects should not be included in the inventory schedule. Costs are recoverable, however, as part of the termination settlement if allocable to the terminated portion of the contract. • Reworkable rejects should be listed on inventory schedules and costed at contract price less the estimated cost of rework. Evaluate 	

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<p>the reasonableness of the contractor's estimated cost of rework. Make the TCO aware of the reworkable rejects in inventory.</p>	
<p>h. If included in the contract, review the first article approval clause (FAR 52.209-3 or FAR 52.209-4) to determine if it allows the Contracting Officer, by written authorization, to authorize the Contractor to acquire specific materials or components or to commence production to the extent essential to meet the delivery schedules. Until first article approval is granted, only costs for the first article and costs incurred under this authorization are allocable to this contract. If Government approval of the first article was not obtained coordinate with the TCO and contractor and, if applicable, review evidence of any case law exceptions (12-302.3). <i>If first article approval was not obtained and exceptions clearly do not apply, question production costs of items other than the first article or authorized in writing by the Contracting Officer. (SF 1423 line 18a and 19)</i></p>	
<p>i. Evaluate the contractor's rationale for costs incurred after termination date. <i>Generally, only costs associated with termination activities are allowable after the effective date of the termination. FAR 31.205-42(b) allows the contractor to recover post-termination costs (assuming costs meet other allowability criteria) if the costs cannot reasonably be discontinued immediately after notice of termination.</i></p>	
<p>5. Verify that any questioned direct material costs also considers directly associated costs that should be excluded/questioned (FAR 31.201-6(a)).</p>	
<p>6. Determine and document the reliability of the information the audit team will use to reach their conclusions in this section.</p>	
<p>7. Summarize the results including the conclusions, basis of proposed cost, and audit evaluation.</p>	

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D-1	Direct Labor (SF 1436 - Line 2)	WP Reference
Version 12.0, dated Aug 2024		
1.	Reconcile the costs in the proposal to the contractor's books and records. If the costs have previously been audited, reconcile with the audited costs and adjust the scope accordingly.	
2.	Perform testing of direct labor costs for allowability, allocability, and reasonableness.	
3.	Evaluate the contractor's rationale for costs incurred after termination date. <i>Generally, only costs associated with termination activities are allowable after the effective date of termination. FAR 31.205-42(b) allows the contractor to recover post-termination costs (assuming costs meet other allowability criteria) if the costs cannot reasonably be discontinued immediately after notice of termination.</i>	
4.	Verify that any questioned direct labor costs also consider directly associated costs that should be excluded/questioned (FAR 31.201-6(a)).	
5.	Determine and document the reliability of the information the audit team will use to reach their conclusions in this section.	
6.	Summarize the results including the conclusions, basis of proposed cost, and audit evaluation.	

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E-1	Indirect (Indirect Factory Expense (SF 1436 Line 3) and General Administrative Expenses (SF 1436 Line 6))	
Version 12.0, dated Aug 2024		WP Reference
Techniques for auditing indirect cost pools and indirect cost allocations are discussed in CAM, Chapter 6, Section 6.		
1. Review the contract and the applicable modifications for contract-specific indirect cost/rates. If the contract specifies indirect cost/rates, compare the proposed indirect cost/rates to the contract and request explanations for variances.		
2. If indirect rates are not specified in the contract, evaluate the reasonableness of the contractor's method and base period for the allocation of indirect expenses. Verify that the base(s) properly: (i) reflects the appropriate cost accounting period; and (ii) allocates indirect cost to final cost objectives commensurate with the benefits received (CAM 6-606 and 6-610.2).		
3. If the contractor's indirect costs for the years applicable to the proposal have previously been negotiated, verify the contractor used the negotiated rates. If the indirect costs have been audited but not negotiated, incorporate the results of the audited rates into this audit.		
4. If the contractor's indirect costs have not been audited and the TCO requires the indirect rate(s) be audited, perform the following procedures or determine if there is a need to qualify the report if the rates will not be audited.		
a. Indirect Account Analysis (CAM 6-608.2c). Perform transaction testing on accounts such as critical or sensitive accounts, new accounts, and accounts with large variances to obtain sufficient, appropriate evidence to support an opinion on allowability, allocability, and reasonableness of these costs.		
b. Indirect Allocation Bases. Evaluate the contractor's indirect cost allocation base(s) for equity and consistency and compliance with generally accepted accounting principles, FAR 31.203(c) and CAS 410 and 418, if applicable. Verify that the base(s) properly: (i) reflect(s) the appropriate cost accounting period; and (ii) allocates indirect cost to final cost objectives commensurate with the benefits received (CAM 6-606 and 6-610.2).		
c. Cost of Money. If the submission includes cost of money rates, compare the amounts on the CASB-CMF form, Facilities Capital Cost of Money Factors Computation to source documents and verify the accuracy of the contractor's calculations. <ul style="list-style-type: none"> • Verify claimed cost of money complies with the provisions of CAS 414 (if applicable) and FAR 31.205-10. 		

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<ul style="list-style-type: none"> • Verify the contractor used the same base to allocate the other expenses included in the cost pool. • Verify the contractor used applicable cost of money rate for that fiscal year (CAM 8-414.2). 	
<p>5. Determine if costs for functions normally charged indirect and reclassified as direct for this termination are excluded from indirect allocations. Items charged consistently indirect according to a contractor established or disclosed practice may be properly charged as direct costs under Settlement Expenses in a termination settlement proposal.</p>	
<p>6. Determine if terminated inventory excludes indirect costs not properly allocable because of the completion stage of the terminated inventory (e.g., packing, shipping, and inspection).</p>	
<p>7. Determine if proposed post-termination costs exclude unabsorbed costs - CAM 12-305.7b (e.g., occupancy costs that would have been allocated to the contract if not terminated are not allowable as costs continuing after termination).</p> <p><i>Note: The Armed Services Board of Contract Appeals has held that unabsorbed overhead is related to the contractor's existence as an ongoing organization and is not a continuing cost of a terminated contract; further the Government is not a guarantor of the contractor's continuing overhead nor is such intended by the language in the termination clause.</i></p>	
<p>8. Verify that any questioned indirect costs also consider directly associated costs that should be excluded/questioned (FAR 31.201-6(a)).</p>	
<p>9. Determine and document the reliability of the information the audit team will use to reach their conclusions in this section.</p>	
<p>10. Summarize the results including the conclusions, basis of proposed cost, and audit evaluation.</p>	

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F-1	Special Tooling and Special Test Equipment (SF 1436 Line 4)	WP Reference
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1.	Special tooling and special test equipment (CAM 12-304.13 and 12-304.14). a. Verify that items claimed in this category qualify under the definitions in FAR 2.101b. b. Determine if Special Tooling and Special Test Equipment status and method for reimbursement of the cost were previously determined, (i.e., specific requirement in the RFP or during contract negotiation.)	
2.	Test special tooling, and special test equipment for allowability, allocability, and reasonableness.	
3.	Verify the special tooling, and special test equipment was not purchased before the date of the contract and tooling does not exceed the contract requirements.	
4.	Determine and document the reliability of the information the audit team will use to reach their conclusions in this section.	
5.	Summarize the results including the conclusions, basis of proposed cost, and audit evaluation.	

G-1	Other Costs (SF 1436 Line No. 5)	WP Reference
Version 12.0, dated Aug 2024		
1.	Reconcile the costs in the proposal to the contractor's books and records. If the costs have previously been audited, reconcile with the audited costs and adjust the scope accordingly.	
2.	Perform testing of other costs for allowability, allocability, and reasonableness. Additional audit guidance is provided in CAM 12-305.	
3.	Evaluate the contractor's rationale for costs incurred after termination date. <i>Generally, only costs associated with termination activities are allowable after the effective date of termination. FAR 31.205-42(b) allows the contractor to recover post-termination costs (assuming costs meet other allowability criteria) if the costs cannot reasonably be discontinued immediately after notice of termination.</i>	
4.	Verify that any questioned other direct cost also considers directly associated costs that should be excluded/questioned (FAR 31.201-6(a)).	
5.	Determine and document the reliability of the information the audit team will use to reach their conclusions in this section.	
6.	Summarize the results including the conclusions, basis of proposed cost, and audit evaluation.	

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H-1	Profit (SF 1436 Line No. 8)	WP Reference
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<p>If the TCO or requestor will review and recalculate the profit, to eliminate duplication of effort, remove profit from the audit scope (refer to step 1.h. in WP B-01). The auditor's responsibility is to provide as much information as possible to assist the TCO in negotiating a fair profit or a fair loss adjustment. The following financial factors should be developed and included when possible in the audit report.</p>		
<p>1. Using the estimated percentage of completion and estimate to complete obtained in WP section B, compute the profit and/or loss which would have been experienced had the contract not been terminated.</p> <p><i>Note: If the contract has been terminated at an early stage of the contract and calculating a loss percentage is too speculative, use professional judgement to determine if obtaining the information is warranted.</i></p>		
<p>2. Profit is not allowable if the contract would have resulted in a loss at completion (FAR 49-203). If a loss contract is indicated, compute the adjustment for loss as required (CAM 12-308).</p>		
<p>3. Profit is not allowed on (a) work not performed due to the termination, (b) subcontract material and services that have not been delivered to the prime contractor as of the effective date of the termination, or (c) settlement expenses (FAR 49.202 and CAM 12-307a). Report instances that include profit applied to these types of costs.</p>		
<p>4. If all attempts to evaluate profit or loss on the terminated contract are unsuccessful, set out the following considerations for the TCO:</p>		
<p>a. Rate of profit contemplated at time contract was negotiated.</p>		
<p>b. Rate of profit realized on completed items.</p>		
<p>c. Average rate of profit on similar products or similar lines.</p>		
<p>d. Other concerns related to fee or profit that the TCO should be made aware of.</p>		
<p>5. Determine and document the reliability of the information the audit team will use to reach their conclusions in this section.</p>		
<p>6. Summarize the results including the conclusions, basis of proposed cost, and audit evaluation.</p>		

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I-1	Proposed Settlement Expenses (SF 1436 Line 12) (Includes Costs Continuing After Termination)	WP Reference
Version 12.0, dated Aug 2024		
1.	Reconcile the incurred costs claimed to the contractor's books and records. Reconcile claimed estimated future costs to the supporting documentation.	
2.	<p>Perform testing of proposed settlement expenses, for actual costs, for allowability, allocability, and reasonableness.</p> <p><i>Note: FAR 31.205-42(e) defines the types of costs comprising Settlement Expenses. They frequently include other items such as initial costs, Worker Adjustment and Retraining Notification (WARN), severance pay, rental costs on unexpired leases, legal costs, travel costs, or other costs continuing after termination (CAM 12-305). The loss of useful value on special tooling, special machinery and equipment, or special test equipment may also be claimed as settlement expenses.</i></p>	
3.	Determine if indirect costs allocated to settlement expense effort comply with the limits defined in FAR 31.205-42(g).	
4.	Verify that no settlement expenses are claimed in Lines 1 through 6 of SF 1436.	
5.	Verify profit is not applied to settlement expenses. Settlement expenses are incurred after termination, and profit is not applicable (CAM 12-307a. and FAR 49.202(a)).	
6.	Verify that any questioned settlement costs also consider directly associated costs that should be excluded/questioned (FAR 31.201-6(a)).	
7.	Determine and document the reliability of the information the audit team will use to reach their conclusions in this section.	
8.	Summarize the results including the conclusions, basis of proposed cost, and audit evaluation.	

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J-1	Settlement With Subcontractors (SF 1436 Line 14)	WP Reference
Version 12.0, dated Aug 2024		
1.	Obtain and evaluate contractor support demonstrating prompt termination, unless directed otherwise by the TCO, of all subcontractors to the extent that they relate to the performance of the terminated prime work.	
2.	Evaluate the basis of proposed settlements with subcontractors.	
a.	If subcontract settlement amount is based on “Judgments and Arbitration award” determine compliance with FAR 49.108-5 for allowability.	
b.	For subcontractor settlements at \$100,000 or less, determine if the TCO has given written authorization to the prime contractor to conclude settlement of subcontract termination and obtain prime contractor documentation for settled subcontracts. If the TCO did not provide authorization for subcontract settlement, determine the need for evaluation. See FAR 49.108.4 - Authorization for Subcontract Settlements without Approval or Ratification for details.	
c.	For subcontractor settlements over \$100,000, determine if the TCO examined and approved subcontractor settlement proposals (FAR 49.108-3 and CAM 12-203). If approved, obtain the TCO’s written notification of approval and coordinate with the TCO to determine if further evaluation is needed. If settlement proposals were examined but not approved, contact the TCO to discuss concerns, obtain written notifications and determine the need for evaluation.	
3.	Determine whether the settlement costs with subcontractors are properly classified as performance cost or settlement expense.	
4.	Determine if indirect expenses allocated to subcontract proposals are limited to those specified in FAR 31.205-42(h).	
5.	Determine if the TCO needs our office to incorporate the results of any subcontractor settlement proposal audits. If yes, include in an exhibit under Line 14 of the SF 1436.	
6.	Determine and document the reliability of the information the audit team will use to reach their conclusions in this section.	
7.	Summarize the results including the conclusions, basis of proposed cost, and audit evaluation.	

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K-1	Miscellaneous (Disposal and Other Credits (SF 1436 Line 16), Advance, Progress & Partial Payments (SF 1436 Line 18) and Miscellaneous Steps)	WP Reference
Version 12.0, dated Aug 2024		
1.	Disposal and Other Credits (SF 1436 Line 16) - Review the supporting documentation for the proposed disposal and other credits to determine if the proposed credits are consistent with the amounts approved by the plant clearance officer (FAR 45.602-1(c)). (CAM 12-311)	
2.	Advance, Progress & Partial Payments (SF 1436 Line 18) - Reconcile the prior payments from SF 1436 Schedule H to the contractor's books and other supporting documentation. (CAM 12-312)	
3.	Verify the information furnished in Section I of SF 1436 for accuracy and completeness by comparing the information with contractual documents, the termination notice, and shipping records (e.g., DD Form 250). Determine that proper deduction was made for finished products invoiced or to be invoiced. (Variances would impact the amounts included on the SF 1436 Line 10.)	
4.	For complete terminations, verify that costs assigned to Items 1 through 6 (SF 1436) represent costs incurred only to date of termination. For partial terminations, verify that costs assigned to Items 1 through 6 (SF 1436) represent costs incurred to the completion date of the continued portion of the contract.	
5.	Determine and document the reliability of the information the audit team will use to reach their conclusions in this section.	
6.	Summarize the results including the conclusions, basis of proposed cost, and audit evaluation.	

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A-1 Concluding Steps	WP Reference
Version 12.0, dated Aug 2024	
1. Summarize and document the audit results. In developing the summary of proposed and questioned cost by major cost element for WP A, auditors are reminded that only the parts of the proposal that were subject to audit shall be presented in the summary schedules/exhibits. Note: "Parts of a proposal" audits should be rare as addressed in WP B-01, Steps 1.f. and g.	
2. Obtain supervisory/management review and approval of the working papers and draft audit report before discussion with the contractor.	
3. Communicate with the TCO upon completion of the audit:	
a. Brief the TCO on significant questioned, unresolved costs or other significant and/or complex findings/issues.	
b. Coordinate with the TCO to determine if inclusion of detailed explanatory notes in the report would serve a useful purpose when there are no findings.	
c. After management approval, conduct and document an exit conference with contractor representatives in accordance with procedures specified in CAM 4-304. Discuss all audit conclusions based on incurred costs. For audit conclusions based on estimates of future work, discuss only factual differences.	
4. Complete the administrative working papers.	
5. Update permanent files as appropriate.	
6. Update the draft audit report to incorporate the exit conference, contractor's reaction, and auditor's response. Submit the working papers and draft audit report to the supervisor/manager for final review and processing.	