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Activity Code 17100		Termination, Total Cost Basis
Version 4.12, dated November 2012		
B-1	Planning Considerations	
Purpose and Scope		
<p>1. This program is intended to provide a logical sequence to the audit effort and to reflect a mutual understanding between the auditor and the supervisor as to the scope required to meet auditing standards and DCAA objectives for the current assignment. The audit steps in the program are intended as general guidance and should be modified as considered necessary to fit the current audit.</p>		
<p>2. 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. Applicable Government acquisition regulations will be used as criteria against which the contractor's proposal will be measured.</p>		
<p>3. The contractor must obtain TCO approval in advance (FAR 49.206-2) to propose a settlement on the total cost basis (TCB) unless it is a construction contract or a lump sum professional services contract that is completely terminated (FAR 49.206-2b(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 TCB 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 TCB proposal net amount. The risk in a TCB proposal is that the physical inventory may not list all items included in the claimed costs.</p>		
References		
<p>1. DoD CAS Working Group Guidance 77-15</p>		
<p>2. CAM Chapter 12 (Auditing Terminated Contracts)</p>		
<p>3. FAR Part 49</p>		
<p>4. FAR 31.205-42</p>		
<p>5. FAR 45.6</p>		
<p>6. CAM Appendix D, "Technical Specialist Assistance"</p>		

B-1	Preliminary Steps
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1. Review the open MRD’s for guidance which may impact the audit and adjust the scope and procedures appropriately. Open MRDs can be identified using the link provided on the DCAA Intranet home page for “MRDs, AGMs, & AMGMs”	
2. Determine if the correct method of submission has been utilized (total cost or inventory basis). If the submission is on a total cost basis, obtain evidence of approval by the TCO. (FAR 49.206-2(b))	
3. Contact the contracting officer to ascertain any known concerns (including risk related to the contractor’s financial condition) that will impact the audit and adjust the audit scope and procedures accordingly. If information regarding the contractor’s financial condition is not available from the contracting officer, the auditor should perform the procedures addressed in CAM 2-302.1h. If during the course of the audit the auditor becomes aware of unfavorable or adverse financial conditions, they should immediately communicate their concerns to the contracting officer, and appropriately adjust the scope of audit.	
4. Electronically transmit an acknowledgement/notification to the ACO/Buying Command notifying them of the commencement of the risk assessment and that the expected completion date will be provided in the formal acknowledgement/notification once the risk assessment is complete. (CAM 2-303). The acknowledgement/notification process should be within the timeframe and in accordance with the procedures in CAM 4-104.	
5. Make a general review of the provisions of the terminated contract, the notice of termination, the contractor's settlement proposal, and supporting schedules to determine whether the proposal contains the information necessary to plan and perform the audit.	
6. Review permanent audit files and prior audits to obtain background information and identify potential audit leads to help establish audit scope.	
7. Understanding and Evaluating the Contractor’s Internal Control Structure	
a. Review relevant Internal Control Audit Planning Summaries (ICAPS) (or ICQ for nonmajor contractor where ICAPS have not been completed) to obtain and document an understanding of the estimating system and any other applicable internal control systems the contractor may have (e.g., labor, MMAS). Identify any deficiencies which would impact the audit and document their potential impact on each significant cost element.	
b. Using the framework and the guidelines in WP B-2, obtain and	

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document an understanding of the contractor's internal controls that are relevant to the audit. With the proper planning auditors should be able to obtain and document a major portion of this understanding during a walk-through of the contractor's assertion.	
When sufficient work is not performed to determine reliability (i.e., reduce audit risk to an acceptable level), qualify the audit report in accordance with CAM 10-210.4j and 10-705b.	
8. Examine the settlement proposal and supporting schedules. If not already provided electronically, request the contractor to submit its proposal and supporting data in electronic media, (e.g., CD-ROM, on-line access). The data should be in an acceptable format for processing on DCAA computers (e.g., Microsoft Office products). Based on a review of the proposal and supporting schedules, determine if:	
a. Settlement proposal forms have been properly prepared.	
b. Certifications have been executed properly.	
c. Mathematical computations are correct.	
d. Supporting schedules covering inventories, overhead, and similar items are in agreement with related items.	
9. Ascertain whether the cutoff was made promptly upon receipt of, or in accordance with, the termination notice.	
10. The termination contracting officer (TCO) is responsible for requesting that the contractor prepare an estimate of the cost to complete the contract. If the TCO has not done so, the auditor should request the contractor's estimate to complete through the TCO.	
11. Request that the Government technical representative review the estimate to complete and percentage of completion. An example technical specialist request letter is available at Add\Library Access\Other Audit Guidance\TechSpecDoc. Telephone requests for technical specialist assistance should be followed up in writing as required by CAM, Appendix D. If the auditor is able to use alternative measures in lieu of technical assistance to verify the accuracy of the proposed costs, the audit working papers should be documented as such and the audit report should so indicate.	
12. Subcontracts:	
a. Determine that timely termination notices were issued to all subcontractors.	
b. Determine whether a field review of a subcontractor's termination settlement proposal should be obtained (FAR 49.107). On determining and documenting the need for an assist audit, establish whether an assist audit has already been requested by the TCO. If	

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<p>a needed assist audit has not been appropriately requested, ask the TCO to request any necessary assist audits.</p>	
<p>c. 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 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 10-206.3 if the audit is completed at the request of the TCO, despite the subcontractor's restrictions or reservations.</p>	
<p>13. Verify the information furnished in Section I of SF 1436 for accuracy and completeness. This maybe done by comparisons with contractual documents, the termination notice, and shipping records.</p>	
<p>14. Make selective tests covering the mathematical accuracy of footings and extensions of inventory schedules.</p>	
<p>15. 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).</p>	
<p>16. Arrange an entrance conference with the contractor personnel responsible for preparing the proposal.</p>	
<p>17. Issue a notification letter to the contractor regarding the audit in accordance with CAM 4-302.3.</p>	
<p>18. Review contractor's correspondence files pertaining to the terminated contract/purchase order and make excerpts of pertinent information.</p>	
<p>19. 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. Determine if the practices comply with FAR 31.205-42.</p>	
<p>20. Ascertain the availability of supporting schedules or other data prepared by the contractor in connection with the settlement proposal.</p>	
<p>21. Determine the extent to which the settlement proposal includes significant interorganizational or affiliated company profit. The auditor should question excess charges resulting from pricing interorganizational transactions inconsistently with the provisions of FAR 31.205-26.</p>	
<p>22. Review the individual charges comprising the settlement proposal for any items that appear to be out of line or unreasonable in amount. Determine whether the termination proposal contains costs already</p>	

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<p>covered by an equitable adjustment proposal or claim (CAM 12-103b).</p>	
<p>23. Examine adjusting journal entries made just prior to effective date of termination and those subsequent thereto with a retroactive effect for the purpose of detecting manipulations or loading of termination charges.</p>	
<p>24. Hold a planning meeting with the audit team (e.g., RAM, Manager, Supervisor, Auditors) to discuss the risk of fraud and other noncompliances with applicable laws and regulations that could have a material effect on the assertion. The discussion should include relevant prior audit experience (e.g., questioned cost, relevant reported estimating or accounting system deficiencies), relevant aspects of the contractor’s environment (e.g., the extent of incentives, pressures and opportunities to commit fraud and the propensity to rationalize misstatements), other known risk factors, and the audit team’s understanding of relevant internal controls (see W/P B-2). The team should also review and discuss the general and other relevant sections of the IG Handbook on Fraud Indicators for Contractors as well as the relevant fraud indicators in CAM Figure 4-7-3. See “Principal Sources of Fraud Indicators” below.</p> <p>Based on the team discussion and other risk assessment procedures the team should document on W/P B, Section 4 the risk factors/indicators identified and design audit procedures to meet the audit objectives and provide reasonable assurance of detecting fraud and other noncompliances with applicable laws and regulations that could have a material effect on the proposal (i.e., tailor (add/delete/modify) the audit steps). GAGAS 6.13(a)</p> <p>Communication among audit team members about the risk of material misstatement due to fraud should continue as needed throughout the audit.</p> <p>Principle Sources of Fraud Indicators:</p> <ul style="list-style-type: none"> • Handbook on Fraud Indicators for Contract Auditors, Sections I and III, (IGDH 7600.3, APO March 31, 1993) located at: http://www.dodig.mil/PUBS/igdh7600.doc. • CAM Figure 4-7-3. <p>(To access the fraud handbook, copy and paste the web address shown above into the address block in Internet Explorer.)</p>	
<p>25. Summarize the results of the risk assessment and preliminary audit steps and clearly identify the planned scope of audit for each cost</p>	

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C-1	Inventory	
Version 4.12, dated November 2012		WP Reference
<u>1. Physical Inventory</u>		
<p>a. Obtain copy of Inventory Verification Report (SF 1423) from TCO to assist in evaluating the reasonableness of the assigned termination inventory. Telephone requests to the TCO for a copy of the inventory verification report should be followed up in writing as required by CAM, Appendix D. Government technical personnel have prime responsibility for verifying inventory quantities, quality, and physical applicability. However, if adequate alternative measures in lieu of the inventory verification report are used to verify the accuracy of the proposed inventory, the audit working papers should be documented as such and the audit report so indicated.</p>		
(1) To the extent feasible, test check inventory items for physical count and allocability to the terminated contract.		
(2) Where practicable, determine if any portion of undelivered termination inventory has been lost, destroyed, stolen, or damaged. Question the costs if the contractor cannot account for the undelivered termination inventory.		
<u>2. Pricing Termination Inventory</u>		
a. Review the method for costing the inventories.		
b. Test raw materials, purchased parts, and supplies inventory. (Use statistical sampling whenever appropriate.)		
(1) Compare inventory prices to vendor invoices and purchase orders.		
(2) Assure cash discounts or rebates have been deducted from invoice price or otherwise credited to settlement proposals on an equitable basis.		
(3) Determine that material handling charges and similar expenses are excluded from indirect expense allocations if included in material prices.		
(4) Determine if these items can be used on other work or returned to vendor.		
<u>3. Work in Process Inventory (WIP)</u>		

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a. WIP based on actual costs. Trace material and labor charges to vendor invoices and payroll records on a test basis.	
b. WIP based on standard costs. Determine that standards used are consistent with standards in costing all work and that equitable adjustment has been made for variances.	
c. WIP based on estimated costs if approved by TCO (FAR 49.206-1(c)). Obtain technical assistance to help evaluate the reasonableness of the estimated labor hours charged to the WIP inventory.	
d. Improperly classified materials. Determine that raw materials and purchased parts have not been included in the WIP.	
4. <u>Inventory Items Generally Unallowable</u>	
Review composition of termination inventory to determine existence and allowability of the following items:	
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).	
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. See CAM 12-304.3 for guidance.	
c. Material acquired or produced in unreasonable anticipation of delivery schedule requirements. Obtain assistance of technical personnel to help determine whether procurement or production was unreasonably accelerated (CAM 12-304.4).	
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).	
e. Material received subsequent to termination. Examine receiving reports and question any substantial shipments by suppliers after notice of effective date of termination.	
f. Is first article inspection clause (FAR 52.209-3g) in contract? If the contract contains this clause and Government approval of the first article was not obtained, question production costs of items other than the first article.	

D-1	Proposed Special Items of Production Costs
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1. Production losses (CAM 12-304.6). Determine its reasonableness and allocability to the terminated effort. Costs of the termination inventory should not include costs allocable to units shipped.	
2. Rejected work (CAM 12-304.7). Ascertain reporting of rejected work. 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.	
3. Special tooling, special machinery and equipment, special test equipment (CAM 12-304.13 and 12-304.14). Loss of useful value of these items is allowable provided the items meet the FAR definitions and specific FAR 31 criteria. Verify that items qualify under the definitions in FAR 45.101. Obtain technical assistance, if necessary. Determine if costs meet the requirements of FAR 31.205-42.	

E-1	Proposed Other Costs-Fixed Total Cost Basis	
	Version 4.12, dated November 2012	WP Reference
	1. Other costs frequently include such items as initial costs, engineering costs, royalties and patent costs, mass severance pay, rental costs on unexpired leases, travel costs, and costs continuing after termination. Frequently, cost categories contain considerable variation. Therefore, detailed audit guidance provided in CAM 12-305 and should be carefully reviewed prior to developing specific audit steps. Determine whether acceptable items of other costs have been allocated to completed, terminated, and continuing portions of the contract on an equitable basis.	
	2. If the contractor's total direct material, labor, and indirect costs for the years involved in the proposal have previously been audited, check these costs for agreement with the contractor's books and audited indirect cost rates (CAM 12-303.2).	
	3. If the contractor's costs have not been audited, perform the normal selective tests of direct material, labor and indirect costs (CAM 12-303.2).	
	4. If the proposal is submitted on the total cost basis, ascertain that there is no understatement of the residual inventory by matching input to residual inventories on a test check basis. (Input less quantity shipped, scrapped and rejected should equal the residual inventory.)	
	5. Determine that proper deduction has been made for finished products invoiced or to be invoiced.	

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<p>6. For complete terminations, ascertain that costs assigned to Items 1 – 4 (SF 1436) represent costs incurred only to date of termination. For partial terminations, ascertain that costs assigned to Items 1-4 (SF 1436) represent costs incurred to the completion date of the continued portion of the contract.</p>	
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F-1	Proposed Costs Continuing After Termination	
	Version 4.12, dated November 2012	WP Reference
	<p>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.</p>	
	<p>1. Obtain contractor rationale for incurring costs after termination date.</p>	
	<p>2. Review circumstances and necessity for incurring costs and determine if there was reasonable effort to discontinue their incurrence.</p>	
	<p>3. Obtain technical advice in reviewing the reasons for contractor failing to immediately terminate production or subcontractor effort.</p>	

G-1	Proposed Indirect Costs	
	Version 4.12, dated November 2012	WP Reference
	<p>Techniques for auditing indirect cost pools and indirect cost allocations are discussed in CAM, Chapter 6, Section 6.</p>	
	<p>1. Determine the reasonableness of the method and base period for the allocation of indirect expenses.</p>	
	<p>2. Assure that any functions normally charged indirect and reclassified 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 consistently as direct costs in settlement proposals.</p>	
	<p>3. Ascertain that terminated inventory excludes indirect costs not properly allocable because of the completion stage of the terminated inventory (for example, packing, shipping, and inspection).</p>	
	<p>4. Determine that indirect cost rates are based on a full cost accounting period (CAS 406).</p>	

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H-1	Proposed G&A Expenses	
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Established audit procedures for review of G&A expenses are applicable to termination claims. See CAM Chapter 6, Section 7, and FAR Part 31.203.		
1. Assure that costs of an indirect nature proposed as direct termination costs have been excluded from the G&A expense pool. See the Review of Proposed Indirect Costs Section, Step 2.		
2. Ascertain that proposed post termination costs do not include 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). 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-1	Profit Or Loss Computation	
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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.		
1. Using the estimated percentage of completion and estimate to complete obtained in W/P section B-1, compute the profit and/or loss which would have been experienced had the contract not been terminated.		
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).		
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 on these types of costs.		
4. If all attempts to evaluate profit or loss on the terminated contract are		

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unsuccessful, set out the following considerations for the TCO:	
a. Rate of profit contemplated at time contract was negotiated.	
b. Rate of profit realized on completed items.	
c. Average rate of profit on similar products or similar lines.	

J-1	Proposed Settlement Expenses	
	Version 4.12, dated November 2012	WP Reference
	1. Analyze the items proposed for settlement expenses and test check to supporting data.	
	2. Consider the possibility of duplication through indirect cost and/or G&A allocations.	
	3. Settlement expenses are incurred after termination, and profit is not applicable.	
	4. For settlement proposals on the total cost basis and for settlement proposals for cost reimbursement contracts ascertain that no settlement expense activity is claimed in items 1-4 of SF 1436 and 1437. Indirect cost allocated to settlement expense effort is limited to that defined in FAR 31.205-42(g).	

K-1	Proposed Settlement With Subcontractors	
	Version 4.12, dated November 2012	WP Reference
	1. Ascertain whether the Contracting Officer has approved or ratified the amounts of the settlements with subcontractors.	
	2. Ascertain that indirect expenses allocated to subcontract proposals are limited to those specified in FAR 31.205-42(h).	

A-1	Concluding Steps	
	Version 4.12, dated November 2012	WP Reference
	1. Summarize the audit findings and comment on the acceptability of the contractor's internal controls and the degree to which they were relied on.	
	2. Hold an exit conference. Discuss all audit conclusions with the	

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contractors designated official. If there are exceptions to be reported, obtain the contractors official reaction for inclusion in the audit report.	
3. Write draft audit report and complete indexing and cross referencing of workpapers. If a technical evaluation or inventory valuation was not obtained, qualify report accordingly.	
4. Provisions in 10 U.S.C. 2306a, known as the "Truth in Negotiations Act" and FAR 15.403-4 Cost or Pricing Data have applicability to termination actions. If applicable, prepare a defective pricing lead sheet when the proposal was based largely on estimated costs, as opposed to incurred costs, and the associated risks are considered high.	
5. Update permanent files as necessary.	