

## 52.217-12 Reverse Auction Services.

As prescribed in 17.806(c), insert the following clause:

*Reverse Auction Services (Aug 2024)*

(a) *Definitions.*

*Government data* means any information, document, media, or machine-readable material regardless of physical form or characteristics, that is created or obtained by the Government, in the course of official Government business.

*Government-related data* means any information, document, media, or machine-readable material regardless of physical form or characteristics that is created or obtained by a contractor through the storage, processing, or communication of *Government data*. This does not include a contractor's business records ( *e.g.*, financial records, legal records, etc.) or data such as operating procedures, software coding, or algorithms that are not uniquely applied to the *Government data*.

*Reverse auction* means the process for obtaining *pricing*, usually supported by an electronic tool, in which *offerors* see competing *offerors'* price(s), without disclosure of the competing *offeror's* identity, and have the opportunity to submit lower priced *offers* until the close of the auction.

(b) *Duties of the reverse auction service provider.* When providing *reverse auction* services to the Government, the Contractor *shall*—

(1) Not assert or imply that it can or will obtain a Government contract for the participants of a *reverse auction*;

(2) Allow entities to register, at no cost, as potential *offerors* for any *reverse auction* conducted on behalf of the Government on the provider's *reverse auction* platform. As part of the registration process, the Contractor *shall* allow each entity the opportunity to execute a proprietary data protection agreement with the Contractor; however, the Contractor *shall* not negotiate terms in the agreement that affect the terms and conditions of a Government *solicitation* or contract;

(3) Limit access to, use of, and disclosure of *Government data* and Government-related data.

(i) The Contractor *shall* not access, use, or disclose *Government data* unless specifically authorized by the terms of this contract or a *task order* or *delivery order* issued hereunder.

(ii) If authorized by the terms of this contract or a *task order* or *delivery order* issued hereunder, any access to, or use or disclosure of, *Government data* *shall* only be for purposes specified in this contract or *task order* or *delivery order*.

(iii) The Contractor *shall* ensure that its employees are subject to all such access, use, and disclosure prohibitions and obligations.

(iv) These access, use, and disclosure prohibitions and obligations *shall* survive the expiration or termination of this contract.

(v) The Contractor *shall* notify the *Contracting Officer* promptly of any requests from a third party for access to *Government data* or Government-related data, including any warrants, seizures, or

subpoenas it receives, including those from another Federal, State, or local agency. The Contractor *shall* cooperate with the *Contracting Officer* to take all measures to protect *Government data* and Government-related data from any unauthorized disclosure.

(4) Assert no right or license in the data gathered or generated during a *reverse auction*. Use Government-related data only to manage the operational environment that supports the *Government data* and for no other purpose unless otherwise permitted with the prior written approval of the *Contracting Officer*.

(5) Protect from unauthorized use or disclosure and not release outside of the Government any price or proposal information or any *source selection information* (see Federal Acquisition Regulation (FAR) [2.101](#)) received by the Contractor in relation to a *reverse auction*. Price or proposal information *shall* include, but is not limited to—

(i) Contractor bid or proposal information, as defined at FAR [3.104-1](#);

(ii) Price or proposal information similarly generated for a *task order* or *delivery order* or an order under a blanket purchase agreement; and

(iii) Information identified by the *reverse auction* participant as restricted from duplication, use, or disclosure—in whole or in part—for any purpose other than to evaluate the *reverse auction* participant's price or proposal;

(6) Allow *offerors* to see the successive lowest price(s) offered in the auction without revealing an *offeror's* identity;

(7) Not participate as an *offeror* in any *reverse auction*, which the Contractor is hosting on behalf of the Government. This prohibition includes participation in a *reverse auction* by any entity with which the Contractor has a relationship that raises an actual or potential conflict of interest;

(8) At the close of each auction—

(i) Provide the *Contracting Officer* with the successful *offer*, along with information that separately identifies the *offeror's* price and the price for each provider fee or charge included in the total price; and

(ii) Provide the *Contracting Officer* with all information and documentation received from *reverse auction* participants in response to the *reverse auction*.

(End of clause)

**Parent topic:** [52.217 \[Reserved\]](#)