GSA Order: Legal Review
ADM 5000.4C
Office of the General Counsel
Telephone: 202-501-2200

Purpose:

1. This order establishes minimum requirements for the Office of the General Counsel (OGC) review of agency actions.

2. OGC may establish supplemental appendices to provide further guidance for different organizations where necessary. Supplemental appendices may be used to specify additional actions or thresholds for legal services, but may not limit or reduce thresholds as provided in Appendix A to this Order.

Background:

OGC, as defined in this Order, is the sole and exclusive authorized provider of legal services, review, and advice to agency personnel in the course of agency operations, except for the Office of Inspector General (OIG) and as designated by the General Counsel or otherwise provided by statute. Agency officials may rely upon the advice of counsel on legal issues, but are responsible for other aspects of decisions, including the exercise of sound business and policy judgment.

Applicability:

This Order applies to all GSA employees as they perform their duties, with the exception of the Office of Inspector General (OIG), given its independence under the Inspector General Reform Act of 2008 (5 U.S.C. §§ 401-424).

Cancellation:

GSA Order ADM 5000.4B, November 14, 2014, is canceled.

Summary of Changes:

Updated Order includes several editorial and substantive changes. Major substantive changes include:

1. Removes references to regional divisions.

2. Makes the Order applicable to the Civilian Board of Contract Appeals.
3. Authorizes only the General Counsel to waive the requirements under this Order.
4. Removes most FAR citations.
5. Requires legal review of several new categories of matters.
6. Changes dollar threshold in many categories.
7. Changes the standard to review contract modifications and removes the dollar threshold.
8. Specifies types of contract modifications that are not subject to review.

Roles and Responsibilities:

All OGC employees and employees in the Services and Staff Offices (SSOs) are responsible for executing and complying with the requirements of this Order.

Signature

/S/_____ 11/6/2026_____
Edward C. Forst Date
Administrator

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1. Definitions

1.1. **“Legal review order”** means this GSA Order together with all Appendices and modifications hereto.

1.2. **“Legal services”** means the process of providing legal advice and guidance to agency personnel, based on applicable laws, regulations, and policies, consistent with the best interests of the United States.

1.3. **“Legal review"** means a formal review by OGC legal counsel of a proposed action, evidenced in writing and as further described in this Order. Any instructions in regulations or agency directives to obtain legal review, advice, assistance, consultation, coordination, approval, or concurrence regarding the legal sufficiency of a proposed action are deemed to be included within this definition.

1.4. **“OGC”** refers to the Office of the General Counsel, its attorneys, and staff employed in its divisions.

1.5. **“Legal counsel”** or “**counsel**” refers to the attorney(s) assigned by OGC to provide legal services, review, and advice to the agency activity and/or personnel involved in a proposed action and/or matter.

2. Legal Review

2.1. Agency personnel are invited to seek the assistance of legal counsel for any matter, whether or not legal review is required by statute, regulation, or this Order. Early consultation with counsel is strongly encouraged in matters that may culminate in actions subject to legal review, matters expected to be contested, and/or where the exercise of sound business judgment suggests that consultation with counsel is appropriate.

2.2. Agency personnel are required to obtain legal review of all matters identified in this Order. This Order is not intended to provide an all-inclusive list of matters that require legal review. Matters that require legal review also include, but are not limited to, matters where legal review is required by statute, regulation, Executive Order, Office of Management and Budget Circular, or GSA Orders or Directives.

2.3. Supplemental legal review orders for the Public Buildings Service (PBS) and the Federal Acquisition Service (FAS) are attached hereto and identified as "PBS Appendix B" and "FAS Appendix C," respectively. Each Appendix enumerates a listing of supplemental actions and/or activities to

those identified in Appendix A which require legal review and is signed by the General Counsel and the Commissioner of the respective Service. Appendices may be modified at any time by the mutual written agreement of the applicable Commissioner and General Counsel.

3. Time Period for Legal Review

3.1. The legal review of routine matters submitted to OGC will be completed within three (3) business days, excluding the day of receipt. Counsel will notify the requester within the 3-day period if further information is needed or if the 3-day period is insufficient under the circumstances to permit complete review and will include the estimated time period to complete the legal review.

3.2. Agency personnel are expected to include counsel early in matters which may culminate in actions requiring legal review and provide realistic timeframes for counsel's participation in light of a specific transaction's complexity, legal issues, and the amount of documentation involved.

3.3. Agency personnel are responsible for providing the documents and information necessary for counsel to provide legal review under this Order; this includes providing appropriate access to shared documents when necessary. The time period for legal review does not start until all documents, and access to those documents, have been provided. Counsel may request additional documents and information as they deem necessary and appropriate. Agency personnel are likewise responsible for being available to consult with counsel, respond to questions, and to otherwise facilitate OGC's review.

4. Waiver

Except for matters for which review is required by statute, regulation, Executive Order, Office of Management and Budget Circular, or GSA Orders and Directives, the General Counsel may waive, in writing, legal review requirements on a case-by-case basis. Such a request for waiver must be made by the Head of Service or Staff Office (HSSO) and may not be delegated.

Appendix A

Nonexclusive List of GSA Actions Required to Undergo Legal Review

As provided in this Order, legal review, approval, and/or concurrence shall be obtained for the following matters:

Contracting/Procurement Matters

1. Any acquisition action requiring the approval of the Head of the Contracting Activity (HCA) or higher, excluding contracting officer determinations that non-commercial products or services are required.

2. Solicitations and award documentation over $20 million when legal review of the solicitation will be required under this Order.

3. Issuance of Acquisition Letters by the Senior Procurement Executive.

4. Contracts for personal services, including determinations whether a proposed service contract is for personal or non-personal services and when specific statutory authority for a personal service contract is cited.

5. Evaluating potential conflicts of interest in acquisitions (including organizational and consultant conflicts) and developing any necessary solicitation provisions and contract clauses; developing courses of action for preventing potential personal conflicts of interest for contractor employees performing acquisition functions.

6. Acceptance of unsolicited proposals.

7. Proposed contracting officer actions as a result of questioning a contractor's self-certification that it is not an inverted domestic corporation.

8. Review, acceptance, release or discharge of individual sureties, including the substitution of assets.

9. Determination whether the omission of certain patent and copyright clauses in contracts (including subcontracts) is consistent with commercial practice; proper handling of classified patent application materials; issues arising from notice

requirements regarding patented technology under trade agreements; scope of licensing for copyrighted works.

10. Pre- or post-contract award mistakes in bids or offers; review of written decisions regarding rescission or reformation of contracts due to mistakes. Written decisions involving deregulated/retail-choice utilities will be reviewed post-contract award(s).

11. Contractual actions concerning defective certified cost or pricing data penalties.

12. All novations and change-of-name agreements; changes of ownership, take-over agreements, and any request or attempt to assign a contract, claim, or award.

13. Ratification of unauthorized commitments; Payment on a quantum meruit or quantum valebant basis.

14. Voiding and rescinding contracts, including those contracts tainted by misconduct or bribery.

15. Claims for breach of implied warranties.

16. Contract termination actions (both terminations for convenience and terminations for cause/default), including "no cost" terminations for convenience, terminations for cause of commercial item contracts; determinations of which type of termination action is appropriate to take (i.e. default, convenience, or no cost-cancellation); actions involving seeking damages from contractors based on their default; and solicitation for repurchase against a contractor’s account after termination for default. Review is not required for no cost cancellations using clause 552.238-79.

17. Suspension, debarment and related actions or recommendations regarding contractor integrity or responsibility; continuation of contracts with debarred or suspended contractors.

18. Determinations of appropriate action when a contractor's certificate of final indirect costs is thought to be false.

19. Determinations regarding the allowability of contractor costs in connection with settlements under the False Claims Act.

20. Processing of progress payments where there is a concern about an encumbrance placed on government title.

21. Any actions affecting the rights or liabilities of contractors or other parties in bankruptcy proceedings.

22. Contracting Officer receipt of whistleblower complaints.

23. Suspected violations and determinations of violations of the Gratuities clause.

24. Granting relief from liability under a pre- or post-payment audit.

25. Project Labor Agreements.

26. Any cancellation of an open solicitation for procurements above $20 million.

27. Acquiring utility services on a competitive basis, including determinations regarding whether acquiring electric utility services on a competitive basis is consistent with state law governing the provision of electric utility service, with such review to occur post award for contract(s) via reverse auction(s).

28. Modification of construction contracts above the simplified acquisition threshold and determination of contractor liability due to design error or deficiencies in architect-engineer contracts.

29. Contractor labor relations matters, including:

a) Withholding of payment and/or assessment of liquidated damages under the Contract Work Hours and Safety Standards Act;
b) Notifying or furnishing information to the Department of Labor pursuant to the Walsh-Healey Public Contracts Act;
c) Questions regarding the applicability of the Equal Employment Opportunities clauses; and
d) Service Contract Act applicability, requests for hearings, and administrative limitations, variations, tolerances, and exemptions.

30. Contract actions defined as high-risk in the GSA Acquisition Handbook, GSA Order ADM 2800.12B.

31. Determinations of non-Federal entity eligibility to use GSA contracts.

Claims and Litigation

32. Contracting officer final decisions under the Contract Disputes Act and determinations of contracting officer authority to provide relief related to claims or other requests not within the Contract Disputes Act.

33. Protests, disputes and appeals involving GSA, regardless of forum.

34. Matters relating to potential or pending litigation before Federal or State courts, the Civilian Board of Contract Appeals, any Administrative Law Judge or any other adjudicatory or dispute resolution forum, including any decision to initiate action as a plaintiff or petitioner, requests for Department of Justice representation, or any settlements of any such matters, including tort claims.

35. Any proposed disciplinary action or decision by an agency employee that informs a person or entity of a right of appeal or review of the decision by a judicial or quasi-judicial tribunal or another agency. This requirement does not apply to decisions to dismiss on procedural grounds an Equal Employment Opportunity complaint.

36. Requests (subpoenas) for the production of documents, testimony, or both, from current or former GSA employees (whether pursuant to GSA's "Touhy" regulations (41 C.F.R. § 105-60.1001 et seq.) or otherwise), as well as any other legal papers in which service is attempted on the agency or employees in their business capacity, whether or not the agency is named as a party to the proceedings .

Reporting and Non-Contract Document Review

37. Release of information to Members of Congress or their staff regarding requests for classified material, confidential business information, contractor bid, proposal or source selection information, or information prejudicial to a competitive acquisition.

38. Reports made to the President and Congress of Anti-Deficiency Act violations pursuant to 31 U.S.C. § 1351.

39. Legislative correspondence (including legislative proposals), or internal directives, requiring the signature of the Administrator, Deputy Administrator, HSSO or Regional Administrator.

40. All Freedom of Information Act (FOIA) request responses, to include review of responses to appeals.

41. Any internal directive proposing to require legal review beyond that specified in this Order.

42. Any proposed, temporary, interim or final regulation, including the Federal Acquisition Regulation (FAR), the Federal Travel Regulation (FTR), the Federal Management Regulation (FMR), Federal Property Management Regulation (FPMR), and the General Services Acquisition Regulation (GSAR).

43. Proposed deviations from FAR or GSAR provisions or clauses.

44. Releasing or withholding of audit reports.

45. Any proposed written arrangement/non-binding instrument between GSA and a foreign government (which also is to be coordinated with the Department of State prior to signature).

46. Any agency response to a draft or final OIG report indicating non-concurrence with a finding or recommendation, including, but not limited to, comments submitted to the OIG in connection with an exit meeting..

47. Any other type of report or plan that GSA is required to submit to the White House, Congress or OMB, pursuant to statute or OMB memo.

Other

48. Acceptance of Non-Federal source travel and free attendance at widely-attended gatherings.

49. Requests to the Department of Justice, Office of Legal Counsel or the Government Accountability Office (GAO) related to formal opinions on appropriation law or noncontract matters, except those made to the GAO by disbursing or certifying officials pursuant to 31 U.S.C. § 3529.

50. Any proposed collective bargaining agreement, memorandum of agreement and/or understanding with a union.

51. Certifying organizations and reviewing ethics and/or conflict of interest considerations for Intergovernmental Personnel Act (IPA) agreements.

52. Federal Advisory Committee actions, including the closing of meetings, decisions to provide less than 15 days notice for meetings, and reviewing and amending advisory committee charters.

53. Title approval before land acquisition (Regulations of the Attorney General Concerning Approval of Title for Federal Land Acquisitions (2016)).

54. Proposed agency actions in floodplains.

55. Any administrative (internal draft), Draft or Final Environmental Impact Statement (EIS) together with any proposed Record of Decision.

56. Requests for indemnification or hold harmless by GSA in any agreement.

57. All easements granted on GSA or government-retained real estate, real estate site acquisition purchase agreements, and real estate exchanges.

58. All conveyance documents or proposed deed covenants or proposed Memorandums of Agreement for disposal or lease of properties eligible for listing on the National Register of Historic Places.

59. Retention of proceeds from sale of property related to waste prevention and recycling programs.

60. Tax issues regarding Federal purchases.

61. All memoranda of agreement, memoranda of understanding, or similar agreement between GSA and the U.S. Small Business Administration regarding the delegation of SBA's contract execution functions under Section 8(a) of the Small Business Act.

62. Delegations of Authority to other Federal agencies.

Appendix B - PBS

This Appendix provides guidance on Public Buildings Service (PBS) matters required to undergo legal review and supersedes any prior issuances on the subject. These matters are in addition to those described elsewhere in this GSA Legal Review Order.

Overview and Policy

Agency counsel in the Office of the General Counsel (OGC) serve an important and valuable role in ensuring that PBS activities are conducted in a manner consistent with applicable law and regulation. Agency counsel also serve as trusted advisors whose advice and opinion on business, as well as legal, matters often contributes toward the accomplishment of PBS mission objectives.

The most effective way to ensure legal reviews are accomplished expeditiously is for agency counsel and PBS personnel to work together on a regular and continuous basis. The GSA Legal Review Order provides specific time periods for legal review of matters; generally three (3) business days, excluding the day of receipt, for routine matters. Alternative time periods for legal review, such as ones tied to milestones in a project schedule, may be used so long as such alternative time periods are agreed upon in advance of project launch by OGC project counsel and PBS.

In order to facilitate the timely and effective legal review of PBS matters, agency counsel should be included as full and integral members of PBS project teams. This practice is mandated for all matters required by the GSA Legal Review Order to undergo legal review, and is strongly encouraged for other PBS matters which would benefit from the participation and inclusion of counsel.

PBS Matters Required to Undergo Legal Review

1. Acquisition Plans:

   Prior review of all Acquisition Plans

   a. for any acquisition (e.g. task orders under existing contract or establishment of a blanket purchase agreement (BPA)) where the estimated total aggregate value of the contract(s) to be awarded is greater than $10 million requires prior approval.

b. where best value[1] will be used and the estimated total aggregate value of the contract(s) to be awarded is greater than $10 million or

c. for leasing, all transactions:
    i. with a Total Contract Value more than $10 million; or

    ii. all sole source actions above the simplified acquisition threshold (SAT).

2. Source Selection Plans, Technical Evaluation Plans, or Other Plans ("Selection Plans"):

   Pre-execution review of all such Selection Plans, including amendments,

   a. for any acquisition where the estimated total aggregate value of the contract(s) to be awarded is greater than $10 million requires pre-execution review;

   b. where best value will be used and the estimated total aggregate value of the contract(s) to be awarded is greater than $10 million;

   c. for leasing, all transactions above the SAT.

3. Solicitations:

   a. Pre-issuance review of all solicitations where legal review of the Acquisition Plan and/or Selection Plan pertaining to the solicitation was required.

   b. Pre-issuance review of all other solicitations (e.g. sealed bid); solicitations where award is to be made to the lowest priced, technically acceptable proposal; blanket purchase agreements (BPAs); and task or delivery orders placed under an existing contract with an estimated total aggregate value of $20 million or more.

   c. Pre-issuance review of all construction, repair or alteration solicitations for prospectus-level projects.

   d. Amendments:

      i. Pre-issuance review of all solicitation amendments where the underlying solicitation was not subject to legal review and the

[1] For purposes of Appendix B, the term "best value" means any one or a combination of source selection approaches permitted under FAR Part 15. Thus, the term includes, but is not limited to best value tradeoff, lowest price technically acceptable, and high technical/fair and reasonable price.

content of the proposed amendment, if included in the original solicitation, would have resulted in pre-issuance legal review.

ii. Pre-issuance review of all solicitation amendments proposing to cancel a procurement (excludes solicitations and leases below the SAT and micropurchases).

iii. Pre-issuance review of all solicitation amendments where the underlying solicitation was the subject of pre-issuance legal review and the proposed amendment:

1. would be issued following the receipt of final proposal revisions (best and final offers);

2. would make changes to minimum requirements of the solicitation, including the addition of scope; or

3. would make other changes to the solicitation having a substantive impact on the competition, including the addition or deletion of, or changes to, evaluation factors or the basis for award.

4. Source Selection Reports, Technical Evaluation Reports, or Other Similar Acquisition Reports ("Selection Reports")

   Pre-execution review of such Selection Reports, including Source Selection Evaluation Board reports, Source Selection Authority decisions, Price Negotiation Memoranda, and Contracting Officer Findings and Determinations, where the underlying solicitation was the subject of legal review.

5. Awards:

   As noted above, agency counsel should be included as integral members of PBS project teams such that pre-award review of key documents would normally be accomplished as part of counsel's routine participation on the project team. Regardless, legal review is required for proposed contract awards (including BPA orders, multiple award schedule orders, and task/delivery orders):

   a. based on receipt of initial proposals where the contract value is greater than $10 million;

   b. based on Justifications for Other Than Full and Open Competition for contracts and leases (including exercise of contract options) above the SAT;

c. based on exemptions to "fair opportunity" requirements (FAR Part 16) where the aggregate total value of the task order is above $10 million;

d. based on limited sources justifications (FAR Part 8) for contracts above the SAT;

e. involving energy savings performance contracts or utility energy service contracts (excludes awards for public utility services under 40 U.S.C. § 501);

f. for the lead design/architect/engineer firm(s) to develop the design and specifications for prospectus-level projects; and/or

g. where the underlying solicitation was the subject of legal review.

6. Contract Modifications:

   Pre-issuance review of proposed contract modifications:

   a. In general:

      i. where the proposed modification includes any potential settlement of claims/disputes with the contractor; or

      ii. where the proposed modification, if issued as a stand-alone solicitation/contract, would be subject to legal review as otherwise provided herein.

   b. For leases (and in addition to the matters described in subparagraph "a"):

      i. for below-prospectus level leases, where proposed changes (e.g. increase in rent and/or amount of square footage) would potentially result in the lease exceeding the prospectus threshold;

      ii. for prospectus level leases, increases in rent (excluding operating cost adjustments, tax escalations or other routine payments previously provided for under the lease), the amount of square footage, or lease term;

      iii. where a change to any of the standard General Clauses is proposed.

7. Other:

   a. All proposed denials of permits for use of space under the Cooperative Use Act;

b. All conveyance instruments related to acquisitions, exchanges or disposals of property, including but not limited to deeds, easements, ground leases, licenses, and purchase and sale agreements (excluding no-cost "occasional use" licenses or permits issued under the Cooperative Use Act, and licenses or permits below the SAT);
c. Interagency Acquisitions, including Reimbursable Work Authorizations (RWAs), at dollar thresholds and other terms and conditions specified by PBS and/or agency policy;
d. Legislative proposals;
e. Financial reprogramming and fund transfer requests;
f. All memoranda of agreement, memoranda of understanding, or similar agreement for signature by the Commissioner or Deputy Commissioner with any party, person, or entity external to GSA, including other federal agencies; and
g. Notices, demands, compliance orders or other requests from federal, state or local regulatory agencies.

/S/_____ 9/29/2026_____
Paul Ingrassia Date
Acting General Counsel

/S/_____ 9/24/2026_____
Michael Gelber Date
Acting Commissioner
Public Buildings Service

Appendix C - FAS

This Appendix provides guidance on Federal Acquisition Service (FAS) matters required to undergo legal review and supersedes any prior issuances on the subject. These matters are in addition to those described elsewhere in this GSA Legal Review Order, including Appendix A, which are likewise subject to requirements for legal review.

1. Other than Full and Open Competition Acquisitions:

   All other than full and open competition acquisitions under FAR Part 6, or sole source justifications under FAR Subpart 8.4 (Federal Supply Schedules) with an aggregate value (including all option periods) exceeding $10M. All exceptions to fair opportunity under FAR Subpart 16.5 which have an aggregate value (including all option periods) exceeding $10M.

2. Solicitations:

   Pre-issuance review of contracts, Blanket Purchase Agreements (BPAs) or Task or Delivery Orders placed under existing contracts (including Task/Delivery Orders against multiple award schedule contracts) with an aggregate value (including all option periods) exceeding $20M, excluding solicitations for multiple award schedule contracts.

3. Pre-Award Review:

   Pre-award review of:

   a. contracts, BPAs, or Task/Delivery Orders placed under existing contracts (including: Task/Delivery Orders against multiple award schedule contracts);

   b. with an aggregate value (including all option periods) exceeding $20M; and

   c. excluding the award of multiple award schedule contracts.

4. BPAs:

   Regardless of dollar value, all Government-wide BPA competitions.

5. Modifications/Changes:

   Pre-issuance review of proposed contract modifications

   a. In general:

i. where the proposed modification includes any potential settlement of claims/disputes with the contractor; or

ii. where the proposed modification, if issued as a stand-alone solicitation/contract, would be subject to legal review as otherwise provided herein.

b. Exclusions:

i. a modification to add incremental funding that was contemplated as part of the original award or is within the contract ceiling;

ii. a modification to deobligate funding;

iii. a modification for closeout;

iv. a modification to activate an optional/elective Contract Line Item Number (CLIN) where that optional/elective CLIN was evaluated as part of the original contract award;

v. a modification to exercise an extension of services where the authority (e.g., the clause) for such an extension was included in the original contract award.

6. Statements of Work Involving Construction:

Statements of work involving ancillary repair and alteration services.

/S/_____ 9/29/2026_____
Paul Ingrassia Date
Acting General Counsel

/S/_____ 9/22/2026_____
Laura Stanton Date
Acting Commissioner
Federal Acquisition Service