

9.405-2 Restrictions on subcontracting.

(a) When a contractor debarred, suspended, proposed for *debarment*, or voluntarily excluded, is proposed as a subcontractor for any subcontract subject to Government consent (see [subpart 44.2](#)), *contracting officers shall not consent to subcontracts* with such contractors unless the *agency head* states *in writing* the compelling reasons for this approval action. (See [9.405](#) concerning declarations of ineligibility affecting sub-contracting.)

(b) The Government suspends or debars contractors to protect the Government's interests. Contractors are prohibited from entering into any subcontract in excess of \$35,000, other than a subcontract for a commercially available off-the-shelf item, with a contractor that has been debarred, suspended, proposed for *debarment*, or voluntarily excluded, unless there is a compelling reason to do so. If a contractor intends to enter into a subcontract in excess of \$35,000, other than a subcontract for a commercially available off-the-shelf item, with a party that is debarred, suspended, proposed for *debarment*, or voluntarily excluded, as evidenced by the party's having an active exclusion record in SAM (see [9.404](#)), a corporate officer or designee of the contractor is required by operation of the clause at [52.209-6](#), Protecting the Government's Interest when Subcontracting with Contractors Debarred, Suspended, Proposed for *Debarment*, or Voluntarily Excluded, to notify the *contracting officer, in writing*, before entering into such subcontract. For contracts for the *acquisition of commercial products*, the notification requirement applies only for first-tier subcontracts. For all other contracts, the notification requirement applies to subcontracts at any tier. The notice *must* provide the following:

- (1) The name of the subcontractor;
- (2) The contractor's knowledge of the reasons for the subcontractor having an active exclusion record in SAM;
- (3) The compelling reason(s) for doing business with the subcontractor notwithstanding its having an active exclusion record in SAM; and
- (4) The systems and procedures the contractor has established to ensure that it is fully protecting the Government's interests when dealing with such subcontractor in view of the specific basis for the party's *debarment, suspension, proposed debarment*, or voluntary exclusion.

(c) The contractor's compliance with the requirements of [52.209-6](#) will be reviewed during Contractor Purchasing System Reviews (see [subpart 44.3](#)).

Parent topic: [9.405 Effect of listing.](#)