

## INCORPORATION OF FAR and DFARS CLAUSES

The following terms and conditions apply for purchase orders, subcontracts, or other applicable agreements issued in support of a US Government contract:

The Federal Acquisition Regulation (FAR) and Defense Federal Acquisition Regulation Supplement (DFARS) clauses referenced below are incorporated herein by reference, with the same force and effect as if they were given in full text, and are applicable, including any notes following the clause citation, to this Contract. Seller agrees to flow down all applicable FAR and DFARS clauses to its lowest tier suppliers/subcontractors.

## DEFINITIONS

1. "Commercial Item" means a commercial item as defined in FAR 2.101.
2. "Contract" means this Purchase Order (PO).
3. Substitute "Buyer" for "Government" or "United States".
4. "Contracting Officer" shall mean the Buyer or Contract Specialist/Administrator.
5. "Contractor" or "Offeror" means the Seller, acting as (first tier) subcontractor to Buyer.
6. "Prime Contract" means the contract between Buyer and the US Government or between Buyer and its higher-tier contractor who has a contract with the US Government.
7. "Subcontract" means any contract placed by the Buyer or lower-tier subcontractors under a US Government Prime Contract.

## DEBARMENT OR SUSPENSION

Seller, by signing any Purchase Order into which these terms and conditions are incorporated, certifies that, as of the date of award, seller, or its principals, is not currently debarred, suspended, or proposed for debarment by the Federal Government.

## AMENDMENTS REQUIRED BY THE PRIME CONTRACT

Seller agrees that upon the request of Buyer it will negotiate in good faith with Buyer relative to amendments to this Contract to incorporate additional provisions herein or to change provisions hereof, as Buyer may reasonably deem necessary in order to comply with the provisions of the applicable Prime Contract or with the provisions of amendments to such Prime Contract. If any such amendment to this Contract causes an increase or decrease in the cost of, or the time required for, performance of any part of the Work under this Contract, an equitable adjustment shall be made pursuant to the "Changes" clause of this Contract.

## EQUAL OPPORTUNITY

If the Purchase Order exceeds \$10,000, 41 CFR 60-741.5(a) is hereby incorporated. **This contractor and subcontractor shall abide by the requirements of 41 CFR 60-741.5(a). This regulation prohibits discrimination against qualified individuals on the basis of disability, and requires affirmative action by covered prime contractors and subcontractors to employ and advance in employment qualified individuals with disabilities.**

If the Purchase Order value is \$100,000 or more, 41 CFR 60-300.5(a) is hereby incorporated. **This contractor and subcontractor shall abide by the requirements of 41 CFR 60-300.5(a). This regulation prohibits discrimination against qualified protected veterans, and requires affirmative action by covered prime contractors and subcontractors to employ and advance in employment qualified protected veterans.**

## PRESERVATION OF THE US GOVERNMENT'S RIGHTS

If Buyer furnishes designs, drawings, special tooling, equipment, engineering data, or other technical or proprietary information (Furnished Items) to which the US Government owns or has the right to authorize the use of, nothing herein shall be construed to mean that Buyer, acting on its own behalf, may modify or limit any rights the Government may have to authorize the Contractor's use of such Furnished Items in support of other US Government prime contracts.

## FEDERAL FUNDING ACCOUNTABILITY AND TRANSPARENCY ACT (FFATA)

In situations in which Buyer is a prime contractor to the U.S. Government, Buyer may be required to comply with the Federal Funding Accountability and Transparency Act (FFATA) as required in FAR 52.204-10 – Reporting Executive Compensation and First-Tier Subcontract Awards. In such situations, Seller shall provide the executive compensation information requested and required by the Buyer to comply with FAR 52.204-10.

Seller acknowledges that Section 2(d) of the Federal Funding Accountability and Transparency Act of 2006 (Pub. L. No. 109-282), as amended by section 6202 of the Government Funding Transparency Act of 2008 (Pub. L. 110-252), requires all reported information be made public by the Government.

## FLOWDOWN

Seller shall include in each lower-tier subcontract the appropriate flow down clauses as required by FAR and DFARS.

### FAR

- 52.202-1 Definitions
- 52.203-5 Covenant Against Contingent Fees
- 52.203-8 Cancellation, Rescission and Recovery of Funds for Illegal or Improper Activity
- 52.203-10 Price or Fee Adjustment for Illegal or Improper Activity
- 52.203-19 Prohibition on Requiring Certain Internal Confidentiality Agreements or Statements
- 52.204-2 Security Requirements
- 52.204-9 Personal Identity Verification of Contractor Personnel
- 52.204-21 Basic Safeguarding of Covered Contractor Information Systems
- 52.211-15 Defense Priority Allocation Requirement (If rating is indicated)
- 52.219-8 Utilization of Small Business Concerns
- 52.222-21 Prohibition of Segregated Facilities
- 52.222-26 Equal Opportunity
- 52.222-36 Equal Opportunity for Workers With Disabilities
- 52.222-50 Combating Trafficking in Persons
- 52.222-54 Employment Eligibility Verification (except COTS items)
- 52.222-55 Minimum Wages Under Executive Order 13658 (if Service Contract Act applies)
- 52.222-62 Paid Sick Leave Under Executive Order 13706
- 52.223-6 Drug Free Workplace
- 52.223-7 Notice of Radioactive Materials
- 52.223-18 Contractor Policy to Ban Text Messaging While Driving
- 52.224-2 Privacy Act
- 52.224-3 Privacy Training
- 52.225-1 Buy American Act-Supplies
- 52.225-8 Duty Free Entry
- 52.225-13 Restrictions on Certain Foreign Purchases
- 52.227-3 Patent Indemnity
- 52.227-9 Refund of Royalties
- 52.227-10 Filing of Patent Applications-Classified Subject Matter
- 52.227-11 Patent Rights-- Ownership by the Contractor
- 52.227-13 Patent Rights -- Ownership by the Government
- 52.227-14 Rights in Data-General
- 52.227-17 Rights in Data -- Special Works
- 52.227-18 Rights in Data -- Existing works
- 52.227-19 Commercial Computer Software License
- 52.228-5 Insurance -- Work on a Government Installation
- 52.229-3 Federal, State, and Local Taxes
- 52.232-11 Extras
- 52.232-40 Providing Accelerated Payments to Small Business Subcontractors
- 52.242-13 Bankruptcy
- 52.242-15 Stop Work Order
- 52.243-1 Changes-Fixed Price  
(In paragraph [c], "30" is changed to "15".)
- 52.244-6 Subcontracts for Commercial Items
- 52.245-1 Government Property  
(Applicable if Government property is furnished in the performance of this Contract.)
- 52.245-9 Use and Charges
- 52.246-1 Contractor Inspection Requirements
- 52.246-2 Inspection of Supplies - Fixed Price
- 52.246-4 Inspection of Services -- Fixed Price
- 52.246-7 Inspection of Research and Development -- Fixed Price
- 52.247-64 Preference for Privately Owned U.S.-Flag Commercial Vessels
- 52.248-1 Value Engineering
- 52.249-2 Termination for Convenience of the Government (Fixed Price)  
(paragraph [c] is deleted; in para. [e] "1 year" is changed to "6 months"; in para. [1] "90 days" is changed to "45 days")
- 52.249-4 Termination for the Convenience of the Government (Service) (Short Form)

**POs Greater Than \$10,000**

- 52.222-20 Walsh-Healy Public Contracts Act
- 52.222-36 Affirmative Action for Workers with Disabilities
- 52.222-40 Notification of Employee Rights Under the National Labor Relations Act

**POs Greater than \$30,000**

- 52.204-10 Reporting Executive compensation and First-Tier Subcontract Awards

**POs Greater than \$35,000**

- 52.209-6 Protecting The Government's Interest When Subcontracting With Contractor Debarred, Suspended Or Proposed For Debarment (if applicable, it will be listed within the Order)

**POs Greater than \$150,000**

- 52.203-3 Gratuities
- 52.203-6 Restrictions on Subcontractor Sales to the Government
- 52.203-7 Anti-Kickback Procedures
- 52.203-12 Limitation on Payments to Influence Certain Federal Transactions
- 52.203-16 Preventing Personal Conflicts of Interest
- 52.215-2 Audit and Records-Negotiation
- 52.215-14 Integrity of Unit Prices
- 52.222-4 Contract Work Hours and Safety Standards Act-Overtime Compensation
- 52.222-35 Equal Opportunity for Veterans
- 52.222-37 Employment Reports on Veterans
- 52.222-17 Nondisplacement of Qualified Workers
- 52.227-1 Authorization and Consent
- 52.227-2 Notice and Assistance Regarding Patent and Copyright Infringement
- 52.247-63 Preference for U.S. Flag Air Carriers  
(if international air transportation is involved)

**POs Greater than \$500,000**

- 52.222-60 Paycheck Transparency (Executive Order 13673)

**POs Greater Than \$700,000**

- 52.219-9 Small Business Subcontracting Plan (DEVIATION 2016-O0009) (If Seller is not a Small Business Concern)
- 52.219-16 Liquidated Damages – Subcontracting Plan (If Seller is not a Small Business Concern)

**POs Greater Than \$750,000 (unless exempt by law from any of the following)**

- 52.215-10 Price Reduction for Defective Certified Cost or Pricing Data
- 52.215-11 Price Reduction for Defective Certified Cost or Pricing Data-Modifications
- 52.215-12 Subcontractor Certified Cost or Pricing Data
- 52.215-13 Subcontractor Certified Cost or Pricing Data-Modifications
- 52.215-15 Pension Adjustments and Asset Reversions
- 52.215-18 Reversion or Adjustment of Plans for Postretirement Benefits (PRB) Other Than Pensions
- 52.215-19 Notification of Ownership Changes
- 52.215-23 Limitation on Pass-Through Charges
- 52.230-2 Cost Accounting Standards
- 52.230-3 Disclosure and Consistency of Cost Accounting Practices
- 52.230-4 Disclosure and Consistency of Cost Accounting Practices--Foreign Concerns
- 52.230-6 Administration of Cost Accounting Standards

**POs Greater than \$5,500,000**

- 52.203-13 Contractor Code of Business Ethics and Conduct
- 52.203-14 Display of Hotline Poster(s)

**POs Greater than \$10,000,000**

- 52.222-24 Pre-Award On-Site Equal Opportunity Compliance Evaluation

**DFARS**

- 252.203-7002 Requirement to Inform Employees of Whistleblower Rights
- 252.204-7000 Disclosure of Information
- 252.204-7012 Safeguarding Covered Defense Information and Cyber Incident Reporting
- 252.211-7003 Item Unique Identification and Valuation.
- 252.211-7008 Use of Government-Assigned Serial Numbers
- 252.215-7002 Cost Estimating System Requirements
- 252.215-7008 Only One Offer
- 252.223-7001 Hazard Warning Labels  
(If PO requires delivery of Hazardous materials)
- 252.223-7002 Safety Precautions for Ammunition and Explosives
- 252.223-7006 Alt 1 Prohibition on Storage and Disposal of Toxic and Hazardous Materials
- 252.223-7007 Safeguarding Sensitive Conventional Arms, Ammunition, and Explosives
- 252.223-7008 Prohibition of Hexavalent Chromium

252.225-7001 Buy American Act and Balance of Payments Program  
252.225-7002 Qualifying Country Sources as Subcontractors  
252.225-7007 Prohibition on Acquisition of United States Munitions List Items from Communist Chinese Military Companies  
252.225-7009 Restriction on Acquisition of Certain Articles Containing Specialty Metals  
(1) Modify paragraph (c)(6) of this clause as necessary to facilitate management of the minimal content exception;  
(2) Exclude paragraph (d) and (e)(1) of this clause  
252.225-7013 Duty-Free Entry  
252.225-7016 Restriction on Acquisition of Ball and Roller Bearings  
252.225-7019 Restriction on Acquisition of Anchor and Mooring Chain  
252.225-7025 Restriction on Acquisition of Forgings  
252.225-7038 Restriction on Acquisition of Air Circuit Breakers  
252.225-7043 Antiterrorism/Force Protection Policy for Defense Contractors Outside the United States  
252.225-7048 Export-Controlled Items  
252.227-7013 Rights in Technical Data—Noncommercial Items  
252.227-7014 Rights in Noncommercial Computer Software and Noncommercial Computer Software Documentation  
252.227-7015 Technical Data-Commercial Items  
252.227-7016 Rights in Bid and Proposal Information  
252.227-7018 Rights in Non-Commercial Technical Data and Computer Software--Small Business Innovation Research (SBIR) Program  
252.227-7019 Validation of Asserted Restrictions—Computer Software  
252.227-7025 Limitations on the Use and Disclosure of Government-Furnished Information Marked with Restrictive Legends  
252.227-7026 Deferred Delivery of Technical Data or Computer Software  
252.227-7027 Deferred Ordering of Technical Data or Computer Software  
252.227-7030 Technical Data-Withholding of Payment  
252.227-7033 Rights in Shop Drawings  
252.227-7037 Validation of Restrictive Markings on Technical Data  
252.227-7038 Patent Rights—Ownership by the Contractor (Large Business)  
252.228-7005 Accident Reporting and Investigation Involving Aircraft, Missiles and Space Launch Vehicles  
252.231-7000 Supplemental Cost Principles  
252.237-7023 Continuation of Essential Contractor Services  
252.239-7016 Telecommunications Security Equipment, Devices, Techniques, and Services  
252.239-7018 Supply Chain Risk  
252.244-7000 Subcontracts for Commercial Items  
252.246-7001 Warranty of Data  
252.246-7003 Notification of Potential Safety Issues  
252.246-7007 Contractor Counterfeit Electronic Part Detection and Avoidance System, Sections (a) through (e)  
252.246-7008 Sources of Electronic Parts (unless the vendor is the original manufacturer)  
252.247-7003 Pass-Through of Motor Carrier Fuel Surcharge Adjustment to the Cost Bearer  
252.247-7023 Transportation of Supplies by Sea (paragraphs (a) through (e) and (h))  
252.247-7024 Notification of Transportation of Supplies by Sea

**POs Greater than \$150,000**

252.203-7001 Prohibition of Persons Convicted of Fraud or Other Defense-Contract Related Felonies  
252.225-7012 Preference for Certain Domestic Commodities  
252.225-7015 Restriction on Acquisition of Hand or Measuring Tools  
252.247-7023 Transportation of Supplies by Sea  
252.249-7002 Notification of Anticipated Contract Termination or Reduction

**POs Greater Than \$500,000**

252.226-7001 Utilization of Indian Organizations, Indian-Owned Economic Enterprises, and Native Hawaiian Small

**POs Greater Than \$700,000**

252.219-7003 Small Business Subcontracting Plan (If Seller is not a Small Business Concern)  
252.225-7004 Report of Intended Performance Outside the United States and Canada—Submission after Award

**POs Greater Than \$1,000,000**

252.222-7006 Restrictions on the Use of Mandatory Arbitration Agreements  
252.225-7033 Waiver of United Kingdom Levies

**POs Greater Than \$1,500,000**

252.211-7000 Acquisition Streamlining

**POs Greater Than \$5,000,000**

252.203-7004 Display of Fraud Hotline Poster(s)

**POs Greater Than \$50,000,000**

252.234-7002 Earned Value Management System

**POs Greater Than \$55,000,000**

252.209-7009 Organizational Conflict of Interest – Major Defense Acquisition Program