TERMS AND CONDITIONS OF PURCHASE

FAR and DFAR Requirements for Suppliers

Rev. B

(06/05/2020)

FEDERAL ACQUISITION REGULATION (FAR), DEPARTMENT OF DEFENSE (DoD) FAR SUPPLEMENT (DFARS).

The following clauses set forth in the FAR and DFARS as in effect on the date of this purchase order, unless otherwise noted, are incorporated herein by reference. The listed FAR and DFARS clauses are incorporated herein as if set forth in full text. Where necessary to make the clauses applicable to this purchase order, “Contractor” shall mean “Buyer,” “Contracting Officer” shall mean “Buyer,” and the “Government” shall mean “Buyer” or the “Government” whenever appearing in the clauses, unless otherwise noted. However, the words “Government” and “Contracting Officer” do not change: (1) when a right, act, authorization or obligation can be granted or performed only by the Government or the Prime Contracting Officer or duly authorized representative and (2) when title to property is to be transferred directly to the Government. Seller shall include the following clauses in its lower-tier purchase orders as required.

All Orders:

52.203-3 Gratuities
52.203-10 Price or Fee Adjustment for Illegal or Improper Activity
52.203-16 Preventing Personal Conflicts of Interest
52.203-18 Prohibition on Contracting with Entities that Require Certain Internal Confidentiality Agreements or Statements - Representation
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
52.204-14 Service Contract Reporting Requirements
52.204-15 Service Contract Reporting Requirements for Indefinite-Delivery Contracts
52.204-19 Incorporation by Reference of Representations and Certifications
52.204-21 Basic Safeguarding of Covered Contractor Information System
52.204-23 Prohibition on Contracting for Hardware, Software, and Services Developed or Provided by Kaspersky Lab and Other Covered Entities
52.204-24 Representation Regarding Certain Telecommunications and Video Surveillance Services or Equipment
52.204-25 Prohibition on Contracting for Certain Telecommunications and Video Surveillance Services or Equipment
52.207-4 Economic Purchase Quantity – Supplies
52.207-5 Option to Purchase Equipment
52.208-8 Required Sources for Helium and Helium Usage Data
52.209-5 Certification Regarding Responsibility Matters
52.211-5 Material Requirements
52.211-15 Defense Priority and Allocation Requirements
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
52.215-15 Pension Adjustment and Asset Reversions
52.215-16 Facilities Capital Cost of Money
52.215-17 Waiver of Facilities Capital Cost of Money
52.215-18 Reversions or Adjustment of Plans for Postretirement Benefits (PRB) Other Than Pensions
52.215-19 Notification of Ownership Changes
52.215-20 Requirements for Certified Cost or Pricing Data and Data Other Than Certified Cost or Pricing Data
52.215-21 Requirements for Certified Cost or Pricing Data and Data Other Than Certified Cost or Pricing Data - Modifications
52.222-1 Notice to the Government of Labor Disputes
52.222-4 Contract Work Hours and Safety Standards Act—Overtime Compensation
52.222-21 Prohibition of Segregated Facilities
52.222-26 Equal Opportunity
52.222-41 Service Contract Labor Standards
52.222-50 Combating Trafficking in Persons
52.222-55 Minimum Wages under Executive Order 13658
52.222-62 Paid Sick Leave Under Executive Order 13706
52.223-3 Hazardous Material Identification and Material Safety Data (Alt I applies if this order is for other than DoD)
52.223-5 Pollution Prevention and Right-to-Know Information
52.223-6 Drug-Free Workplace
52.223-7 Notice of Radioactive Materials (subsection (a) shall read “15 days”)
52.223-11 Ozone-Depleting Substances and High Global Warming Potential Hydrofluorocarbons
52.224-2 Privacy Act
52.224-3 Privacy Training
52.225-1 Buy American Act - Supplies
52.225-3 Buy American Act - Free Trade Agreements - Israeli Trade Act
52.225-5 Trade Agreements
52.225-6 Trade Agreements –Certificate
52.225-8 Duty-Free Entry
52.225-13 Restrictions on Certain Foreign Purchases
52.225-26 Contractors Performing Private Security Functions Outside the United States
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 (references to “Government”, "Contracting Officer" and "Contractor" as contained in this clause remain unchanged)
52.227-13 Patent Rights—Ownership by the Government
52.227-14 Rights in Data - General
52.227-16 Additional Data Requirements
52.227-19 Commercial Computer Software License
52.228-3 Workers’ Compensation Insurance
52.228-5 Insurance –Work on a Government Installation
52.229-3 Federal, State, and Local Taxes
52.232-40 Providing Accelerated Payments to Small Business Subcontractors
52.233-3 Protest After Award
52.234-1 Industrial Resources Developed Under Defense Production Act Title III
52.236-13 Accident Prevention
52.237-2 Protection of Government Buildings, Equipment, and Vegetation
52.239-1 Privacy or Security Safeguards
52.242-13 Bankruptcy
52.242-15 Stop-Work Order
52.243-6 Change Order Accounting
52.244-2 Subcontracts
52.244-6 Subcontracts for Commercial Items
52.245-1, Alt. I Government Property (except in clauses (e)(1), (e)(2)(ii), (e)(3)(i), (f)(1)(ii), the term "Government" shall remain)
Use and Charges
Inspection of Supplies—Fixed-Price
Inspection of Services—Fixed-Price
Responsibility for Supplies
Preference for U.S. Flag Air Carriers
Preference for Privately Owned U.S. Flag Commercial Vessels
Requirements Relating To Compensation Of Former DOD Officials
Requirements to Inform Employees of Whistleblower Rights
Disclosure of Information
Control of Government Personnel Work Product
Compliance with Safeguarding Covered Defense Information Controls
Limitations on the Use Or Disclosure of Third-Party Contractor Reported Cyber Incident Information
Safeguarding Covered Defense Information and Cyber Incident Reporting
Limitations on the Use or Disclosure of Information by Litigation Support Contractors
Notice of Authorized Disclosure of Information for Litigation Support
Intent to Furnish Precious Metals as Government-Furnished Material
Organizational Conflict of Interest-Major Defense Acquisition Program
Item Identification and Valuation
Passive Radio Frequency Identification
Reporting of Government-Furnished Equipment in the DoD Item Unique Identification
Requirements for Certified Cost or Pricing Data and Data Other Than Certified Cost or Pricing Data.
Small Business Subcontracting Plan (Test Program)
Restrictions on Employment of Personnel
Compliance With Local Labor Laws (Overseas)
Restrictions on the Use of Mandatory Arbitration Agreements
Hazard Warning Labels
Safety Precautions for Ammunition and Explosives
Change in Place of Performance—Ammunition and Explosives
Prohibition on Storage and Disposal of Toxic and Hazardous Materials
Safeguarding Sensitive Conventional Arms, Ammunition, and Explosives
Prohibition of Hexavalent Chromium
Buy American Act and Balance of Payments Program
Qualifying Country Sources as Subcontractors
Prohibition on Acquisition of United States Munitions List Items from Communist Chinese Military Companies
Restriction on Acquisition of Specialty Metals
Preference for Domestic Specialty Metals
Preference for certain domestic commodities
Duty-Free Entry
Restriction on Acquisition of Hand or Measuring Tools
Restriction on Acquisition of Ball and Roller Bearings
Trade Agreements
Restrictions on Acquisition of Forgings
Exclusionary Policies and Practices of Foreign Governments
Restriction on Acquisition of Carbon Alloy and Armor Steel Plate
Waiver Of United Kingdom Levies
Buy American Act- Free Trade Agreements - Balance of Payments Program
Defense Contractors Performing Private Security Functions Outside the United States
252.225-7040 Contractor Personnel Authorized to Accompany U.S. Armed Forces Deployed Outside the United States
252.225-7043 Antiterrorism/Force Protection Policy for Defense Contractors Outside the United States
252.225-7048 Export-Controlled Items
252.225-7047 Exports By Approved Community Members in Performance of the Contract
252.225-7051 Prohibition on Acquisition of Certain Foreign Commercial Satellite Services
252.227-7013 Rights in Technical Data - Noncommercial Items (the term "Government" shall remain throughout this clause, the term "Contracting Officer" shall mean both "Contracting Officer and Buyer")
252.227-7014 Rights in Noncommercial Computer Software and Noncommercial Computer Software Documentation (the term "Government" shall remain throughout this clause, the term "Contracting Officer" shall mean both "Contracting Officer and Buyer")
252.227-7015 Technical Data—Commercial Items
252.227-7016 Rights in Bid or Proposal Information
252.227-7017 Identification and Assertion of Use, Release, or Disclosure Restrictions
252.227-7018 Rights in Noncommercial Technical Data and Computer Software - Small Business Innovation Research (SBIR) Program
252.227-7019 Validation of Asserted Restrictions - Computer Software
252.227-7020 Limitations on the Use or Disclosure of Government Furnished Information Marked with Restrictive Legends
252.227-7025 Deferred Delivery of Technical Data or Computer Software
252.227-7026 Deferred Ordering of Technical Data or Computer Software
252.227-7027 Technical Data or Computer Software Previously Delivered to the Government
252.227-7028 Technical Data - Withholding of Payment
252.227-7037 Validation of Restrictive Markings of Technical Data (the terms throughout this clause shall remain unchanged)
252.227-7038 Patent Rights—Ownership by the Contractor
252.227-7039 Patents—Reporting of Subject Inventions
252.228-7001 Ground and Flight Risk
252.228-7005 Accident Reporting and Investigation Involving Aircraft, Missiles and Space Launch Vehicles (the term "Government" shall mean "Government and Buyer")
252.229-7014 Taxes—Foreign Contracts in Afghanistan
252.231-7000 Supplemental Cost Principles
252.234-7002 Earned Value Management System
252.234-7004 Cost and Software Data Reporting System
252.235-7003 Frequency Authorization
252.237-7023 Continuation of Essential Contractor Services
252.239-7010 Cloud Computing Services
252.239-7016 Telecommunications Security Equipment, Devices, Techniques and Services
252.239-7018 Supply Chain Risk
252.243-7001 Pricing of Contract Modifications
252.244-7000 Subcontracts for Commercial Items
252.244-7001 Contractor Purchasing System Administration-Basic
252.246-7001 Warranty of Data
252.246-7003 All I
252.246-7007 Contractor Counterfeit Electronic Part Detection and Avoidance System
252.246-7008 Sources of Electronic Parts
252.247-7023 Transportation of Supplies by Sea
252.247-7024 Notification of Transportation of Supplies by Sea

All Orders Greater than $3,500:

52.222-54 Employment Eligibility Verification
52.223-18 Contractor Policy to Ban Text Messaging While Driving
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<th>Order Threshold</th>
<th>FAR Clauses</th>
<th>Description</th>
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<td>52.222-40</td>
<td>Notification of Employee Rights Under the National Labor Relations Act</td>
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<td>52.222-20</td>
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<td>52.222-36</td>
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<td>52.204-10</td>
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<td>52.209-6</td>
<td>Protecting the Government's Interest When Subcontracting With Contractors Debarred, Suspended, or Proposed for Debarment</td>
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<td>52.203-8</td>
<td>Cancellation, Rescission, and Recovery of Funds for Illegal or Improper Activity</td>
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<td>52.203-12</td>
<td>Limitation on Payments to Influence Certain Federal Transactions</td>
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<td>252.203-7001</td>
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<td>252.215-2</td>
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<td>Integrity of Unit Prices (except for paragraph (b) of this clause)</td>
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<td>252.219-8</td>
<td>Utilization of Small Business Concerns</td>
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<td>252.222-4</td>
<td>Contract Work Hours and Safety Standards Act - Overtime Compensation</td>
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<td>252.222-17</td>
<td>Nondisplacement of Qualified Workers</td>
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<td>252.223-9</td>
<td>Estimate of Percentage of Recovered Material Content for EPA-Designated Items</td>
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<td>252.223-14</td>
<td>Toxic Chemical Release Reporting (except its subparagraph (e))</td>
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<td>252.227-1</td>
<td>Authorization and Consent</td>
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<td>Notice and Assistance Regarding Patent and Copyright Infringement</td>
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<td>Prohibition on Persons Convicted of Fraud or Other Defense-Contract-Related Felonies</td>
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<td>Subcontracting With Firms That Are Owned or Controlled by the Government of a Terrorist Country</td>
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<td>252.225-7006</td>
<td>Quarterly Reporting of Actual Contract Performance Outside the United States</td>
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<td>252.225-7012</td>
<td>Preference for Certain Domestic Commodities</td>
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<td>252.249-7002</td>
<td>Notification of Anticipated Contract Termination or Reduction</td>
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52.209-7 Information Regarding Responsibility Matters

52.219-9 Small Business Subcontracting Plan

52.219-16 Liquidated Damages –Subcontracting Plan

252.219-7003 Small Business Subcontracting Plan (DoD Contracts)

252.219-16 Small Business Subcontracting Plan

252.219-26 Liquidated Damages –Subcontracting Plan

252.219-27 Liquidated Damages –Subcontracting Plan

252.219-28 Liquidated Damages –Subcontracting Plan

252.219-29 Liquidated Damages –Subcontracting Plan

52.214-25 Audit and Records - Sealed Bidding

52.214-26 Audit and Records - Sealed Bidding

52.214-27 Price Reduction for Defective Cost or Pricing Data - Modifications - Sealed Bidding

52.214-28 Price Reduction for Defective Cost or Pricing Data - Modifications - Sealed Bidding

52.214-29 Price Reduction for Defective Cost or Pricing Data - Modifications - Sealed Bidding

52.214-30 Price Reduction for Defective Cost or Pricing Data - Modifications - Sealed Bidding

52.215-10 Price Reduction for Defective Cost or Pricing Data

52.215-11 Price Reduction for Defective Cost or Pricing Data - Modifications

52.215-12 Subcontractor Cost or Pricing Data

52.215-13 Subcontractor Cost or Pricing Data - Modifications

52.215-14 Subcontractor Cost or Pricing Data - Modifications

52.215-15 Subcontractor Cost or Pricing Data - Modifications

52.215-16 Subcontractor Cost or Pricing Data - Modifications

52.215-17 Subcontractor Cost or Pricing Data - Modifications

52.215-18 Subcontractor Cost or Pricing Data - Modifications

52.215-19 Subcontractor Cost or Pricing Data - Modifications

52.215-20 Subcontractor Cost or Pricing Data - Modifications

52.215-21 Subcontractor Cost or Pricing Data - Modifications

52.215-22 Limitations on Pass-Through Charges - Identification of Subcontract Effort (DoD Only)

52.215-23 Limitations 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

52.230-5 Cost Accounting Standards - Educational Institution

52.230-6 Administration of Cost Accounting Standards

52.242-3 Penalties for Unallowable Costs

52.203-13 Contractor Code of Business Ethics and Conduct

52.203-14 Display of Hotline Poster(s)

252.203-7003 Agency Office of the Inspector General

252.203-7004 Display of Fraud Hotline Poster(s)

**NOTES**

**Note 1:** Unless the U.S. Government has either specifically identified technical data or computer software to be delivered under this Contract with less than Limited Rights (as defined in DFAR 252.227-7013), or has paid for the development of such software or technical data, it is understood and agreed by both Parties that this clause shall not be construed to mean that Seller will make available any drawings, manufacturing processes, software, inspection techniques or other items (collectively "technical data") which the Seller claims, and at Buyer's request can document, to have been developed at its own expense without the use of Government funds. Pursuant to DFAR 252.227-7013(k)(3), Seller reserves the right to deliver any such technical data developed by Seller at private expense directly to the U.S Government. Unless the delivery of technical data developed at private expense is otherwise provided for under the terms of the contract between Seller and Buyer, Buyer shall have the right at any time to request delivery of any such items for a fee and agree on application of distribution statement to be negotiated in good faith by Buyer and Seller.

**Note 2:** Where necessary to make 252.222-7006 applicable to this purchase order "Contractor" shall mean "Seller" in 252.222-7006(b)(1). Seller shall include 252.222-7006 in all Subcontracts with Covered subcontractors, as defined in 252.222-7006(a), at all tiers.

**Note 3:** ADDITIONAL TERMS AND CONDITIONS - Seller shall, upon the request of Buyer, review Buyer's request to accept additional clauses and conditions as Buyer may reasonably deem necessary in order to comply with the provisions of the applicable Prime Contract(s) or with the provisions of amendments to such Prime Contract(s). Acceptance of such clauses and conditions shall not be unreasonably withheld. Seller shall allow for the incorporation of any government mandatory flow down changes that are required by statute, regulation, executive order or prescription through the validity period of this agreement.

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