INCORPORATION OF FAR and DFARS CLAUSES

The following terms and conditions apply to 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. The 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.

PROHIBITION ON CONTRACTING FOR CERTAIN TELECOMMUNICATIONS AND VIDEO SURVEILLANCE SERVICES OR EQUIPMENT (FAR 52.204-25).

Section 889(a)(1)(A) and Section 889(a)(1)(B) of the John S. McCain National Defense Authorization Act for Fiscal Year 2019 (Pub. L. 115-232) prohibits the Seller from providing to the Government or from using any equipment, system, or service that uses covered telecommunications equipment or services, as defined under FAR 52.204-25(a), as a substantial or essential component of any system, or as critical technology as part of any system, unless an exception at paragraph (c) of FAR 52.204-25 applies or the covered telecommunication equipment or services are covered by a waiver described in FAR 4.2104. This prohibition applies to the use of covered telecommunications equipment or services, regardless of whether that use is in performance of work under a Federal contract.

In the event the Seller identifies covered telecommunications equipment or services used as a substantial or essential component of any system, or as critical technology as part of any system, during contract performance, or the Seller is notified of such by a subcontractor at any tier or by any other source, the Seller shall report the information outlined in FAR 52.204-25(d)(2) to the Buyer within one business day from the date of such identification or notification.
DEBARMENT OR SUSPENSION (POs >$35,000)

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.

ANTI-LOBBYING (POs >$150,000)

Supplier also certifies that it is in full compliance with FAR 52.203-11 and 52.203-12 and certifies to the best of its knowledge and belief that no Federally appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any Federal Agency, a Member of Congress, an officer or employee of a Member of Congress on its behalf in connection with the awarding of this Order. Supplier certifies that it will notify Buyer immediately if its status changes during performance of this Order.

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.


FLOWDOWN

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

FAR

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52.244-6 Subcontracts for Commercial Items
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(Applicable if Government property is furnished in the performance of this Contract.
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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
52.222-40 Notification of Employee Rights Under the National Labor Relations Act

POs Greater than $15,000
52.222-20 Contracts for Materials, Supplies, Articles, and Equipment
52.222-36 Equal Opportunity for Workers with Disabilities

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,
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52.203-3 Gratuities
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POs Greater than $700,000
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POs Greater than $750,000 (unless exempt by law from any of the following)
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52.215-11 Price Reduction for Defective Certified Cost or Pricing Data-Modifications
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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

All POs
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
252.204-7018 Prohibition on the Acquisition of Covered Defense Telecommunications Equipment or Services.
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
252.225-7004 Report of Intended Performance Outside the United States and Canada - Submission after Award
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
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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 Business Concerns

**POs Greater than $700,000**
252.219-7003  Small Business Subcontracting Plan
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 $5,500,000**
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