

## PURCHASE ORDER ACQUISITION REGULATION FLOWDOWN REQUIREMENTS

### INCORPORATION OF FEDERAL ACQUISITION REGULATIONS (FAR) AND AGENCY FAR SUPPLEMENT

For purchase orders in support of U.S. Government contracts, the FAR and FAR Supplement 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 the purchase order. Full text of FAR clauses is available at FAR | Acquisition.GOV. Full text of DFARS clauses is available at DPC | Defense Acquisition Regulations System | DFARS/PGI (osd.mil). In interpreting and applying FAR and DFARS clauses, and as context requires, the terms “Contractor” and “Offeror” shall mean Seller, the term “Contract” shall mean this subcontract, and the term “Government,” “Contracting Officer” and equivalent phrases shall mean Buyer. The Contracts Disputes Act shall have no application to the purchase order, and nothing in the purchase order grants Seller a direct claim or cause of action against the U.S. Government. Seller shall include in each lower-tier subcontract the appropriate flow down clauses as required by the FAR and FAR Supplement clauses included below.

#### FAR CLAUSES:

52.202-1 – DEFINITIONS (JUN 2020)

52.203-6 – RESTRICTIONS ON SUBCONTRACTOR SALES TO THE GOVERNMENT (JUN 2020)

52.203-7 – ANTI-KICKBACK PROCEDURES (JUN 2020) (If order exceeds \$150,000. Paragraph (c)(1) does not apply.)

52.203-12 – LIMITATION ON PAYMENTS TO INFLUENCE CERTAIN FEDERAL TRANSACTIONS (JUN 2020) (If order exceeds \$150,000)

52.203-13 – CONTRACTOR CODE OF BUSINESS ETHICS AND CONDUCT (NOV 2021) (if order exceeds \$7.5M and performance period is 120 days or more)

52.203-14 – DISPLAY OF HOTLINE POSTER(S) (NOV 2021) (if order exceeds \$6M and is not for commercial products or commercial services)

52.203-17 – CONTRACTOR EMPLOYEE WHISTLEBLOWER RIGHTS AND REQUIREMENT TO INFORM EMPLOYEES OF WHISTLEBLOWER RIGHTS (NOV 2023)

52.203-19 – PROHIBITION ON REQUIRING CERTAIN INTERNAL CONFIDENTIALITY AGREEMENTS OR STATEMENTS (JAN 2017)

52.204-2 – SECURITY REQUIREMENTS (MAR 2021) (If order involves access to classified information)

52.204-21 – BASIC SAFEGUARDING OF COVERED CONTRACTOR INFORMATION SYSTEMS (NOV 2021) (Not applicable if order is for commercially available off-the-shelf items)

52.204-23 – PROHIBITION ON CONTRACTING FOR HARDWARE, SOFTWARE, AND SERVICES DEVELOPED OR PROVIDED BY KASPERSKY LAB AND OTHER COVERED ENTITIES (DEC 2023) (In paragraph (e)(2)(i), replace “Within 3 business days” with “Within 1 business day”)

52.204-25 – PROHIBITION ON CONTRACTING FOR CERTAIN TELECOMMUNICATIONS AND VIDEO SURVEILLANCE SERVICES OR EQUIPMENT (NOV 2021) (Not including paragraph (b)(2))

52.204-27 – PROHIBITION ON A BYTEDANCE COVERED APPLICATION (JUN 2023)

52.209-6 – PROTECTING THE GOVERNMENTS INTEREST WHEN SUBCONTRACTING WITH CONTRACTORS DEBARRED, SUSPENDED OR PROPOSED FOR DEBARMENT (NOV 2021) (If order exceeds \$45,000, except commercially available off-the-shelf items)

52.211-5 – MATERIAL REQUIREMENTS (AUG 2000)

- 52.211-15 – DEFENSE PRIORITY AND ALLOCATION REQUIREMENTS (APR 2008) (Applies if the order has a DPAS rating)
- 52.215-2 – AUDIT AND RECORDS – NEGOTIATION (JUN 2020) (If order exceeds \$250,000 and is not fixed-price, is fixed-price with the requirement for certified cost or pricing data, or is an order that requires the submission of cost, funding, or performance reports)
- 52.215-10 – PRICE REDUCTION FOR DEFECTIVE CERTIFIED COST OR PRICING DATA (AUG 2011) (If order requires the submission of certified cost or pricing data. Rights and obligations under this clause shall survive completion of the work and final payment under the order.)
- 52.215-11 – PRICE REDUCTION FOR DEFECTIVE CERTIFIED COST OR PRICING DATA - MODIFICATIONS (JUN 2020) (If modification requires the submission of certified cost or pricing data. Rights and obligations under this clause shall survive completion of the work and final payment under the order.)
- 52.215-12 – SUBCONTRACTOR CERTIFIED COST OR PRICING DATA (JUN 2020) (If order requires the submission of certified cost or pricing data)
- 52.215-13 – SUBCONTRACTOR CERTIFIED COST OR PRICING DATA – MODIFICATIONS (JUN 2020) (If order requires the submission of certified cost or pricing data)
- 52.215-14 – INTEGRITY OF UNIT PRICES (NOV 2021) (if order exceeds \$250,000. Paragraph (b) does not apply.)
- 52.215-15 – PENSION ADJUSTMENTS AND ASSET REVERSIONS (OCT 2010) (If order requires the submission of certified cost or pricing data)
- 52.215-18 – REVERSION OR ADJUSTMENT OF PLANS FOR POSTRETIREMENT BENEFITS (PRB) OTHER THAN PENSIONS (JUL 2005) (If order requires the submission of certified cost or pricing data)
- 52.215-19 – NOTIFICATION OF OWNERSHIP CHANGES (OCT 1997) (If order requires the submission of 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 (NOV 2021)
- 52.215-23 – LIMITATIONS ON PASS-THROUGH CHARGES (JUN 2020) (If order exceeds \$350,000 and is cost-reimbursement or fixed-price with the requirement to submit certified cost or pricing data)
- 52.222-4 – CONTRACT WORK HOURS AND SAFETY STANDARDS – OVERTIME COMPENSATION (MAY 2018)
- 52.222-21 – PROHIBITION OF SEGREGATED FACILITIES (APR 2015)
- 52.222-26 – EQUAL OPPORTUNITY (SEP 2016)
- 52.222-35 – EQUAL OPPORTUNITY FOR VETERANS (JUN 2020) (If order valued at \$150,000 or more)
- 52.222-36 – AFFIRMATIVE ACTION FOR WORKERS WITH DISABILITIES (JUN 2020) (If order exceeds \$15,000)
- 52.222-37 – EMPLOYMENT REPORTS ON VETERANS (JUN 2020) (If order valued at \$150,000 or more)
- 52.222-40 – NOTIFICATION OF EMPLOYEE RIGHTS UNDER THE NATIONAL LABOR RELATIONS ACT (DEC 2010) (If order exceeds \$10,000 and will be performed wholly or partially in the U.S.)
- 52.222-50 – COMBATING TRAFFICKING IN PERSONS (NOV 2021)
- 52.222-54 – EMPLOYMENT ELIGIBILITY VERIFICATION (OCT 2015) (If order exceeds \$3500 for non-COTS services that include work performed in the U.S.)
- 52.223-3 – HAZARDOUS MATERIAL IDENTIFICATION AND MATERIAL SAFETY DATA (FEB 2023)
- 52.225-8 – DUTY-FREE ENTRY (OCT 2010) (If any foreign supplies over \$15,000 will be imported into the U.S.)

- 52.225-13 – RESTRICTIONS ON CERTAIN FOREIGN PURCHASES (FEB 2021)
  - 52.226-8 – ENCOURAGING CONTRACTOR POLICIES TO BAN TEXT MESSAGING WHILE DRIVING (MAY 2024)
  - 52.227-1 – AUTHORIZATION AND CONSENT (JUN 2020) (If order exceeds \$350,000.)
  - 52.227-2 – NOTICE AND ASSISTANCE REGARDING PATENT AND COPYRIGHT INFRINGEMENT (JUN 2020) (If order exceeds \$350,000.)
  - 52.227-9 – REFUND OF ROYALTIES (APR 1984) (If royalties over \$250 are included in price)
  - 52.227-10 – FILING OF PATENT APPLICATIONS – CLASSIFIED SUBJECT MATTER (DEC 2007) (If order involves access to classified information)
  - 52.227-11 – PATENT RIGHTS – OWNERSHIP BY THE CONTRACTOR (MAY 2014) (If subcontractor is a small business)
  - 52.232-40 – PROVIDING ACCELERATED PAYMENTS TO SMALL BUSINESS SUBCONTRACTORS (MAR 2023) (If subcontractor is a small business)
  - 52.234-1 – INDUSTRIAL RESOURCES DEVELOPED UNDER TITLE III, DEFENSE PRODUCTION ACT (SEP 2016)
  - 52.236-13 – ACCIDENT PREVENTION (NOV 1991)
  - 52.242-15 – STOP-WORK ORDER (AUG 1989)
  - 52.244-6 – SUBCONTRACTS FOR COMMERCIAL ITEMS (AUG 2020)
  - 52.245-1 – GOVERNMENT PROPERTY (SEP 2021) (If order will involve the use of U.S. government property)
  - 52.246-11 – HIGHER LEVEL CONTRACT QUALITY REQUIREMENT (DEC 2014) (Paragraph (a) is modified to add the quality requirements indicated on the order, and if none indicated on the order, it shall be the Seller’s responsibility to confirm whether any higher-level quality requirements apply to the order)
  - 52.246-26 – REPORTING OF NONCONFORMING ITEMS (NOV 2021) (Seller shall provide copies of reports required by this clause to Buyer, in addition to the Government and/or GIDEP. Clause is not applicable to orders for commercial products or commercial services.)
  - 52.247-63 – PREFERENCE FOR U.S.-FLAG AIR CARRIERS (JUN 2003) (If order involves international air transportation)
  - 52.247-64 – PREFERENCE FOR PRIVATELY OWNED U.S.-FLAG COMMERCIAL VESSELS (NOV 2021)
  - 52.248-1 – VALUE ENGINEERING (JUN 2020) (If order is \$350,000 or more)
  - 52.249-2 – TERMINATION FOR THE CONVENIENCE OF THE GOVERNMENT (FIXED-PRICE) (APR 2012) (Clause is applicable when Buyer’s customer terminates Buyer’s contract, in whole or in part, for convenience)
- DFARS CLAUSES:**
- 252.203-7002 – REQUIREMENT TO INFORM EMPLOYEES OF WHISTLE BLOWER RIGHTS (DEC 2022)
  - 252.203-7003 – AGENCY OFFICE OF THE INSPECTOR GENERAL (AUG 2019) (if order exceeds \$6M and performance period is 120 days or more)
  - 252.203-7004 – DISPLAY OF HOTLINE POSTERS (JAN 2023) (If order exceeds \$6M and is not for a commercial product or commercial service)
  - 252.204-7000 – DISCLOSURE OF INFORMATION (OCT 2016)
  - 252.204-7012 – SAFEGUARDING COVERED DEFENSE INFORMATION AND CYBER INCIDENT REPORTING (MAY 2024) (Seller shall provide a copy to Buyer of any report submitted under paragraph (c))
  - 252.204-7015 – NOTICE OF AUTHORIZED DISCLOSURE OF INFORMATION FOR LITIGATION SUPPORT (JAN 2023)

- 252.204-7018 – PROHIBITION ON THE ACQUISITION OF COVERED DEFENSE TELECOMMUNICATIONS EQUIPMENT OR SERVICES (JAN 2023)
- 252.204-7020 – NIST SP 800-171 DoD ASSESSMENT REQUIREMENTS (NOV 2023)
- 252.208-7000 – INTENT TO FURNISH PRECIOUS METALS AS GOVERNMENT-FURNISHED MATERIAL (DEC 1991) (If items will contain precious metals)
- 252.211-7003 – ITEM UNIQUE IDENTIFICATION AND VALUATION (JAN 2023) (If items are finished products valued at \$5000 or more)
- 252.215-7010 – REQUIREMENTS FOR CERTIFIED COST OR PRICING DATA AND DATA OTHER THAN CERTIFIED COST OR PRICING DATA (JUL 2019) (If order exceeds simplified acquisition threshold. Paragraphs (c) and (d) only apply to sole-source subcontracts or modifications above \$2M.)
- 252.219-7003 – SMALL BUSINESS SUBCONTRACTING PLAN (DoD CONTRACTS) (MAR 2016) ALT I (DEC 2019) (If order exceeds \$750,000)
- 252.222-7006 – RESTRICTION ON THE USE OF MANDATORY ARBITRATION AGREEMENTS (JAN 2023) (If order exceeds \$1M and is not for a commercial product/service)
- 252.223-7001 – HAZARD WARNING LABELS (DEC 1991)
- 252.223-7008 – PROHIBITION OF HEXAVALENT CHROMIUM (JAN 2023)
- 252.225-7007 – PROHIBITION ON ACQUISITION OF CERTAIN ITEMS FROM COMMUNIST CHINESE MILITARY COMPANIES (DEC 2018)
- 252.225-7009 – RESTRICTION OF ACQUISITION OF CERTAIN ARTICLES CONTAINING SPECIALTY METALS (JAN 2023) (except paragraphs (d) and (e)(1))
- 252.225-7012 – PREFERENCE FOR CERTAIN DOMESTIC COMMODITIES (APR 2022)
- 252.225-7013 – DUTY-FREE ENTRY (NOV 2023)
- 252.225-7015 – RESTRICTION ON ACQUISITION OF HAND OR MEASURING TOOLS (JUN 2005)
- 252.225-7016 – RESTRICTION ON ACQUISITION OF BALL AND ROLLER BEARINGS (JAN 2023) (If item contains ball or roller bearings and is not for a commercial product)
- 252.225-7019 – RESTRICTION ON ACQUISITION OF ANCHOR AND MOORING CHAIN (DEC 2009)
- 252.225-7025 – RESTRICTION ON ACQUISITION OF FORGINGS (DEC 2009)
- 252.225-7030 – RESTRICTION ON ACQUISITION OF CARBON, ALLY, AND ARMOR STEEL PLATE (DEC 2006)
- 252.225-7033 – WAIVER OF UNITED KINGDOM LEVIES (APR 2003) (If order exceeds \$1M and subcontractor is a U.K. firm)
- 252.225-7038 – RESTRICTION ON ACQUISITION OF AIR CIRCUIT BREAKERS (DEC 2018)
- 252.225-7048 – EXPORT-CONTROLLED ITEMS (JUN 2013)
- 252.225-7052 – RESTRICTION ON THE ACQUISITION OF CERTAIN MAGNETS, TANTALUM, AND TUNGSTEN (MAY 2024)
- 252.225-7056 – PROHIBITION REGARDING BUSINESS OPERATIONS WITH THE MADURO REGIME (JAN 2023)
- 252.225-7058 – POSTAWARD DISCLOSURE OF EMPLOYMENT OF INDIVIDUALS WHO WORK IN THE PEOPLE'S REPUBLIC OF CHINA (JAN 2023) (If order exceeds \$5M. Does not apply to orders for commercial products or commercial services.)
- 252.225-7060 – PROHIBITION ON CERTAIN PROCUREMENTS FROM THE XINJIANG UYGHUR AUTONOMOUS REGION (JUN 2023)
- 252.225-7972 – PROHIBITION ON THE PROCUREMENT OF FOREIGN-MADE UNMANNED AIRCRAFT SYSTEMS (MAY 2020 DEVIATION 2020-O0015)

252.226-7001 – UTILIZATION OF INDIAN ORGANIZATIONS, INDIAN-OWNED ECONOMIC ENTERPRISES AND NATIVE HAWAIIAN SMALL BUSINESS CONCERNS (JAN 2023) (If order exceeds \$500,000)

252.227-7013 – RIGHTS IN TECHNICAL DATA – OTHER THAN COMMERCIAL PRODUCTS AND COMMERCIAL SERVICES (MAR 2023), ALT II (MAR 2022)

252.227-7014 – RIGHTS IN OTHER THAN COMMERCIAL COMPUTER SOFTWARE AND OTHER THAN COMMERCIAL COMPUTER SOFTWARE DOCUMENTATION (MAR 2023)

252.227-7015 – TECHNICAL DATA - COMMERCIAL PRODUCTS AND COMMERCIAL SERVICES (MAR 2023), ALT I (MAR 2022)

252.227-7016 – RIGHTS IN BID OR PROPOSAL INFORMATION (JAN 2023)

252.227-7017 – IDENTIFICATION AND ASSERTION OF USE, RELEASE, OR DISCLOSURE RESTRICTIONS (JAN 2011)

252.227-7019 – VALIDATION OF ASSERTED RESTRICTIONS – COMPUTER SOFTWARE (JAN 2023)

252.227-7027 – DEFERRED ORDERING OF TECHNICAL DATA OR COMPUTER SOFTWARE (APR 1988)

252.227-7030 – TECHNICAL DATA – WITHHOLDING OF PAYMENT (MAR 2000)

252.227-7037 – VALIDATION OF RESTRICTIVE MARKINGS ON TECHNICAL DATA (JAN 2023)

252.227-7038 – PATENT RIGHTS – OWNERSHIP BY THE CONTRACTOR (LARGE BUSINESS) (JUN 2012) (If subcontractor is a large business)

252.227-7039 – PATENTS – REPORTING OF SUBJECT INVENTIONS (APR 1990)

252.228-7001 – GROUND AND FLIGHT RISK (JUN 2010) (Applies if order is in support of prime contract for the acquisition, development, production, modification, repair, flight or overhaul of whole aircraft)

252.232-7017 – ACCELERATING PAYMENTS TO SMALL BUSINESS SUBCONTRACTORS – PROHIBITION ON FEES AND CONSIDERATION (APR 2020) (Applies if Seller is a small business)

252.235-7003 – FREQUENCY AUTHORIZATION (MAR 2014)

252.244-7000 – SUBCONTRACTS FOR COMMERCIAL ITEMS (NOV 2023)

252.246-7001 – WARRANTY OF DATA (MAR 2014)

252.246-7003 – NOTIFICATION OF POTENTIAL SAFETY ISSUES (JAN 2023)

252.246-7007 – CONTRACTOR COUNTERFEIT ELECTRONIC PART DETECTION AND AVOIDANCE SYSTEM (JAN 2023) (If item contains electronic parts)

252.246-7008 – SOURCES OF ELECTRONIC PARTS (JAN 2023) (If item contains electronic parts)

252.247-7023 – TRANSPORTATION OF SUPPLIES BY SEA (JAN 2023)

252.249-7002 – NOTIFICATION OF ANTICIPATED CONTRACT TERMINATION OR REDUCTION (DEC 2022) (If order exceeds \$150,000)

#### **A. CERTIFICATIONS AND REPRESENTATIONS**

Seller acknowledges that Buyer will rely upon Seller’s certifications and representations, including representations as to business size and socio-economic status as applicable, contained in this clause and in any written offer, proposal or quote, or company profile submission, which results in award of a contract to Seller. By entering into such contract, Seller makes the certifications and representations set forth below. Seller shall immediately notify Buyer of any change of status regarding any certification or representation.

**1. FAR 52.203-11 Certification and Disclosure Regarding Payments to Influence Certain Federal Transactions (Applicable to solicitations and contracts above the threshold specified in FAR 3.808 on the date of subcontract award)**

(a) Definitions. As used in this provision--

"Lobbying contact" has the meaning provided at 2 U.S.C. 1602(8).

The terms "agency," "influencing or attempting to influence," "officer or employee of an agency," "person," "reasonable compensation," and "regularly employed" are defined in the FAR clause of this solicitation entitled "Limitation on Payments to Influence Certain Federal Transactions" (52.203-12).

(b) Prohibition. The prohibition and exceptions contained in the FAR clause of this solicitation entitled "Limitation on Payments to Influence Certain Federal Transactions" (52.203-12) are hereby incorporated by reference in this provision.

(c) Certification. Seller hereby certifies to the best of its knowledge and belief that no Federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress on its behalf in connection with the awarding of this contract.

(d) Disclosure. If any registrants under the Lobbying Disclosure Act of 1995 have made a lobbying contact on behalf of the offeror with respect to this contract, Seller shall complete and submit, with its offer, OMB Standard Form LLL, Disclosure of Lobbying Activities, to provide the name of the registrants. Seller need not report regularly employed officers or employees of the offeror to whom payments of reasonable compensation were made.

(e) Penalty. Submission of this certification and disclosure is a prerequisite for making or entering into this contract imposed by 31 U.S.C. 1352. Any person who makes an expenditure prohibited under this provision or who fails to file or amend the disclosure required to be filed or amended by this provision, shall be subject to a civil penalty of not less than \$10,000, and not more than \$100,000, for each such failure.

**2. FAR 52.209-6 Protecting the Government's Interest When Subcontracting with Contractors Debarred, Suspended, or Proposed for Debarment**

(a)(1) Seller certifies, to the best of its knowledge and belief, that--

(i) Seller and/or any of its Principals--

(A) Are not presently debarred, suspended, proposed for debarment, or declared ineligible for the award of contracts by any Federal agency.

(2) Principal, for the purposes of this certification, means an officer, director, owner, partner, or a person having primary management or supervisory responsibilities within a business entity (e.g., general manager; plant manager; head of a division, or business segment; and

similar positions).

(b) Seller shall provide immediate written notice to Buyer if, at any time, Seller learns that its certification was erroneous when submitted or has become erroneous by reason of changed circumstances.

### **3. FAR 52.222-22 Previous Contracts and Compliance Reports**

(a) Seller represents that if Seller has participated in a previous contract or subcontract subject to the Equal Opportunity clause (FAR 52.222-26): (1) Seller has filed all required compliance reports and (2) that representations indicating submission of required compliance reports, signed by proposed subcontractors, will be obtained before subcontract awards.

(b) Paragraph (a) applies only to the extent (1) Seller performs work in the United States, or (2) recruits employees in the United States to Work on this Contract.

### **4. FAR 52.222-25 Affirmative Action Compliance**

(a) Seller represents: (1) that Seller has developed and has on file at each establishment, Affirmative Action programs required by the rules and regulations of the Secretary of Labor (41 CFR 60-1 and 60-2), or (2) that in the event such a program does not presently exist, Seller will develop and place in operation such a written Affirmative Action Compliance Program within one-hundred twenty (120) days from the award of this Contract.

(b) Paragraph (a) applies only to the extent (1) Seller performs work in the United States, or (2) recruits employees in the United States to Work on this Contract.

### **5. FAR 52.222-50 Combating Trafficking in Persons**

If this Order is for more than \$550,000 of supplies, other than commercially available off-the-shelf items, or services to be performed outside the United States, Seller certifies:

- (i) Seller has implemented a compliance plan to prevent any prohibited activities identified at paragraph (b) of FAR 52.222-50 and to monitor, detect, and terminate any agent, subcontract or subcontractor employee engaging in prohibited activities; and
- (ii) After having conducted due diligence, either-
  - (A) To the best of the Seller's knowledge and belief, neither it nor any of its agents, subcontractors, or their agents is engaged in any such activities; or
  - (B) If abuses relating to any of the prohibited activities identified in paragraph (b) of this clause have been found, the Seller has taken the appropriate remedial and referral actions.