

PURCHASE ORDER ACQUISITION REGULATION FLOWDOWN REQUIREMENTS

INCORPORATION OF FEDERAL ACQUISITION REGULATIONS (FAR), AGENCY FAR SUPPLEMENT, AND DEFENSE ACQUISITION REGULATION SYSTEM (DFARS) CLAUSES

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 \$6M and performance period is 120 days or more)

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)

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)

52.204-30 – FEDERAL ACQUISITION SUPPLY CHAIN SECURITY ACT ORDERS (ALT.I) (DEC 2023)

52.209-6 – PROTECTING THE GOVERNMENTS INTEREST WHEN SUBCONTRACTING WITH CONTRACTORS DEBARRED, SUSPENDED OR PROPOSED FOR DEBARMENT (NOV 2021) (If order exceeds \$35,000, except commercially available off-the-shelf items)

52.211-5 – MATERIAL REQUIREMENTS (AUG 2000)

52.219-8 – UTILIZATION OF SMALL BUSINESS CONCERNS (FEB 2024)

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.)
- 52.225-8 – 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 \$250,000.)
- 52.242-15 – STOP-WORK ORDER (AUG 1989)
- 52.247-64 – PREFERENCE FOR PRIVATELY OWNED U.S.-FLAG COMMERCIAL VESSELS (NOV 2021)
- 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)

AGENCY FAR SUPPLEMENT CLAUSES:

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 52.222-50** – 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-

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

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.

DFARS CLAUSES:

252.203-7002 – REQUIREMENT TO INFORM EMPLOYEES OF WHISTLE BLOWER RIGHTS (DEC 2022)

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)

252.223-7008 – 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))

- 252.225-7013 – DUTY-FREE ENTRY (NOV 2023)
- 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)
- 252.225-7025 – RESTRICTION ON ACQUISITION OF FORGINGS (DEC 2009)
- 252.225-7030 – RESTRICTION ON ACQUISITION OF CARBON, ALLY, AND ARMOR STEEL PLATE (DEC 2006)
- 252.225-7036 – BUY AMERICAN – FREE TRADE AGREEMENTS – BALANCE OF PAYMENTS PROGRAM – BASIC (FEB 2024) (Excluding Subcontracts for only COTS items)
- 252.225-7967 – PROHIBITION REGARDING RUSSIAN FOSSIL FUEL BUSINESS OPERATIONS (Deviation 2024-000006) (MAR 2024)
- 252.225-7048 – EXPORT-CONTROLLED ITEMS (JUN 2013)
- 252.225-7056 – PROHIBITION REGARDING BUSINESS OPERATIONS WITH THE MADURO REGIME (JAN 2023)
- 252.225-7060 – PROHIBITION ON CERTAIN PROCUREMENTS FROM THE XINJIANG UYGHUR AUTONOMOUS REGION (JUN 2023)
- 252.225-7061 – RESTRICTION ON THE ACQUISITION OF PERSONAL PROTECTIVE EQUIPMENT AND CERTAIN OTHER ITEMS FROM NON-ALLIE
- 252.226-7001 – UTILIZATION OF INDIAN ORGANIZATIONS, INDIAN-OWNED ECONOMIC ENTERPRISES AND NATIVE HAWAIIAN SMALL BUSINESS CONCERNS (JAN 2023) (If order exceeds \$500,000)
- 252.244-7000 – SUBCONTRACTS FOR COMMERCIAL ITEMS (NOV 2023)
- 252.246-7003 – NOTIFICATION OF POTENTIAL SAFETY ISSUES (JAN 2023)
- 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)

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.