

Terms & Conditions of Purchase

TC-03 (Government Contract Flowdown Provisions)

Applicable to all Purchase Orders Supporting a US Government Contract/Subcontract: The following clauses from the Federal Acquisition Regulations (FAR), the Department of Defense (DOD) FAR Supplement (DFARS), NASA FAR Supplement (NFS), and other focus areas referenced below are incorporated herein and made part of this PO with the same force and effect as if set forth in full text. The incorporated provisions are those in effect on the date of this PO, and are provided in addition to the terms contained in TC-01.

Unless otherwise noted, “Government” or “United States” means “Buyer and/or Government of the United States” as determined by the Buyer, “Contracting Officer” means “Buyer,” “Subcontract” means any contract placed by the Seller or lower tier Subcontractors under this PO, and “Commercial Item” means a commercial item as defined in FAR 2.101. In no event shall the Seller acquire any direct claim or direct course of action against the Government. The Contract Disputes Act shall have no application to this PO. Any reference to a “Disputes” clause shall mean the “Disputes” included in TC-01. The Seller shall include in each lower-tier subcontract the appropriate flow-down clauses as required by the FAR, DFARS, or NFS provisions.

Buyer has indicated that certain provisions and FAR/DFARS clauses are required to be included in Seller’s subcontracts with its lower tier subcontractors. That a clause or provision is not identified as a mandatory flow down, however, does not relieve Seller of its obligation to include the clause in lower tier subcontracts when required to satisfy Seller’s contractual obligations under this Order.

FAR Clauses / Provisions	
<i>* Denotes mandatory flow-down where applicable</i>	
52.202-1	Definitions
52.203-3	Gratuities
52.203-6*	Restrictions on Subcontractor Sales to the Government
52.203-7*	Anti-Kickback Procedures
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
52.203-12*	Limitation on Payments to Influence Certain Federal Transactions <i>(applies to POs over \$150,000)</i>
52.203-13*	Contractor Code of Business Ethics and Conduct <i>(applies to POs over \$5.5 million)</i>
52.203-14*	Display of Hotline Poster(s) <i>(applies to POs over \$5.5 million)</i>
52.203-15*	Whistleblower Protections Under the American Recovery & Reinvestment Act of 2009
52.203-16*	Preventing Personal Conflicts of Interest
52.203-19*	Prohibition on Requiring Certain Internal Confidentiality Agreements or Statements
52.204-2*	Security Requirements
52.204-4	Printed or Copied Double-Sided on Postconsumer Fiber Content Paper
52.204-9*	Personal Identity Verification of Contractor Personnel
52.204-10	Reporting Executive Compensation and First-Tier Subcontract Awards
52.204-21*	Basic Safeguarding of Covered Contractor Information Systems
52.209-6*	Protecting the Government’s Interest When Subcontracting with Contractors Debarred, Suspended, or Proposed for Debarment
52.211-5	Material Requirements
52.211-15*	Defense Priority and Allocation Requirement
52.215-2*	Audit and Records - Negotiation
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
52.215-14*	Integrity of Unit Prices and Alt I (Oct 1997)
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
52.215-21	Requirements for Certified Cost or Pricing Data and Data Other Than Certified Cost or Pricing Data - Modifications
52.215-22	Limitations on Pass-Through Charges – Identification of Subcontract Effort
52.215-23*	Limitations on Pass-Through Charges
52.219-8*	Utilization of Small Business Concerns
52.219-9*	Small Business Subcontracting Plan and Alt II (Nov 2016) <i>(applies to POs over \$700,000)</i>
52.222-1	Notice to the Government of Labor Disputes
52.222-4*	Contract Work Hours and Safety Standards – Overtime Compensation
52.222-19	Child Labor – Cooperation with Authorities and Remedies
52.222-20	Contracts for Materials, Supplies, Articles and Equipment Exceeding \$15,000
52.222-21*	Prohibition of Segregated Facilities
52.222-24	Preaward On-Site Equal Opportunity Compliance Evaluation <i>(applies to POs over \$10 million)</i>
52.222-26*	Equal Opportunity
52.222-35*	Equal Opportunity for Veterans <i>(applies to POs over \$150,000)</i>
52.222-36*	Equal Opportunity for Workers with Disabilities <i>(applies to POs over \$15,000)</i>
52.222-37*	Employment Reports on Veterans <i>(applies to POs over \$150,000)</i>
52.222-39	Notification of Employee Rights Concerning Payment of Union Dues or Fees <i>(applies to POs over \$150,000)</i>
52.222-40*	Notification of Employee Rights Under the NLRA <i>(applies to POs over \$10,000)</i>
52.222-50*	Combating Trafficking in Persons
52.222-54*	Employment Eligibility Verification
52.223-3	Hazardous Material Identification and Material Safety Data
52.223-5	Pollution Prevention and Right-to-Know Information <i>(applies only to work performed on a federal facility)</i>
52.223-7*	Notice of Radioactive Materials
52.223-9	Estimate of Percentage of Recovered Material Content for EPA Designated Items
52.223-11	Ozone-Depleting Substances and High Global Warming Potential Hydrofluorocarbons
52.223-12	Maintenance, Service, Repair or Disposal of Refrigeration Equipment and Air Conditioners

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52.223-14*	Toxic Chemical Release Reporting (<i>applies to POs over \$100,000</i>)
52.223-15	Energy Efficiency in Energy-Consuming Products
52.223-17	Affirmative Procurement of EPA-Designated Items in Service and Construction Contracts
52.223-18*	Encouraging Contractor Policies to Ban Text Messaging While Driving
52.225-13*	Restrictions on Certain Foreign Purchases
52.227-1*	Authorization and Consent
52.227-2*	Notice and Assistance Regarding Patent and Copyright Infringement
52.227-9*	Refund of Royalties
52.227-10*	Filing of Patent Applications – Classified Subject Matter
52.228-3*	Workers' Compensation Insurance (Defense Base Act)
52.228-5*	Insurance – Work on Government Installation
52.230-2*	Cost Accounting Standards (<i>applies to POs over \$750,000 with CAS covered sellers, except paragraph (b)</i>)
52.230-3*	Disclosure and Consistency of Cost Accounting Practices (<i>^same as 52.230-2</i>)
52.230-6*	Administration of Cost Accounting Standards (<i>applies to POs over \$750,000 with CAS covered sellers</i>)
52.232-17	Interest
52.232-39	Unenforceability of Unauthorized Obligations
52.232-40*	Providing Accelerated Payments to Small Business Subcontractors
52.234-1*	Industrial Resources Developed Under Title III, Defense Production Act
52.236-13*	Accident Prevention
52.242-5	Payments to Small Business Subcontractors
52.242-14	Suspension of Work
52.243-7	Notification of Changes
52.244-6*	Subcontracts for Commercial Items
52.245-1	Government Property & Alt I (Aug 2010)
52.247-63*	Preference for U.S. Flag Air Carriers (<i>applies to POs that involve international air transportation</i>)
52.247-64*	Preference for Privately Owned U.S. Flag Commercial Vessels
52.248-1*	Value Engineering (<i>applies to Orders of \$150,000 or more except as specified in FAR 48.201(a)</i>) [<i>substitute "Buyer" for "Contracting Officer" and "Government" throughout, except where used in the term "Government costs" and in paragraph (m) where "Government" shall mean "Government and/or Buyer."</i>]
52.249-2	Termination for Convenience of the Government (Fixed-Price)
52.249-6	Termination (Cost-Reimbursement)

DFARS Clauses / Provisions	
<i>* Denotes mandatory flow-down where applicable</i>	
252.203-7001*	Prohibition on Persons Convicted of Fraud or Other Defense-Contract-Related Felonies
252.203-7002*	Requirement to Inform Employees of Whistleblower Rights
252.203-7003	Agency Office of the Inspector General
252.203-7004*	Display of Hotline Poster(s) (<i>applies to POs over \$5.5 million except for commercial items</i>)
252.204-7000*	Disclosure of Information
252.204-7012*	Safeguarding Covered Defense Information and Cyber-Incident Reporting (<i>applies when performance of this PO will involve "operationally critical support" or "covered defense information"</i>)
252.204-7015*	Notice of Authorized Disclosure of Information for Litigation Support
252.208-7000*	Intent to Furnish Precious Metals as Government-Furnished Material (<i>applies to all POs unless it is known that the item being purchased contains no precious metals</i>)
252.211-7000*	Acquisition Streamlining (<i>applies to POs over \$1.5 million</i>)
252.211-7003*	Item Unique Identification and Valuation
252.211-7006	Passive Radio Frequency Identification
252.211-7007	Reporting of Government-Furnished Property
252.215-7000	Pricing Adjustments
252.219-7003	Small Business Subcontracting Plan (DoD Contracts) (<i>supplements FAR 52.219-9 above</i>)
252.219-7004	Small Business Subcontracting Plan (Test Program) (<i>applies to subcontracts expected to exceed \$700,000 for subcontractors that participate in the Test Program described in DFARS 219.702-70</i>)
252.222-7006	Restrictions on Use of Mandatory Arbitration Agreements (<i>applies to Orders over \$1 million, except commercial items</i>)
252.223-7001	Hazard Warning Labels (<i>applies to any Order that requires delivery of hazardous materials</i>)
252.223-7006*	Prohibition on Storage, Treatment, and Disposal of Toxic or Hazardous Materials—Basic (<i>applies only when performing work on a DoD facility</i>)
252.223-7008*	Prohibition of Hexavalent Chromium (<i>applies to subcontracts for supplies, maintenance and repair services, or construction materials</i>)
252.225-7001	Buy American 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 (<i>Reporting obligation applies to Seller only for Orders over \$700,000 that could be performed in United States or Canada</i>)
252.225-7007*	Prohibition on Acquisition of United States Munitions List Items from Communist Chinese Military Companies (<i>applies to Orders for items covered by the United States Munitions List</i>)
252.225-7008	Restriction on Acquisition of Specialty Metals
252.225-7009*	Restriction on Acquisition of Certain Articles Containing Specialty Metals (<i>except paragraphs (d) and (e)(1); Sellers utilizing the minimal content exception in paragraph (c)(6) shall submit a "Good Faith Estimate" on Buyer designated form</i>)
252.225-7012	Preference for Certain Domestic Commodities

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DFARS Clauses / Provisions	
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252.225-7013*	Duty-Free Entry
252.225-7015	Restriction on Acquisition of Hand or Measuring Tools
252.225-7016*	Restriction on Acquisition of Ball and Roller Bearings <i>(commercial items and items not containing ball or roller bearings are exempt)</i>
252.225-7019*	Restriction on Acquisition of Anchor and Mooring Chain <i>(applies to items containing welded shipboard anchor and mooring chain, four inches or less in diameter)</i>
252.225-7021	Trade Agreements
252.225-7025*	Restriction on Acquisition of Forgings <i>(applies to forged items or items containing forged items)</i>
252.225-7030	Restriction on Acquisition of Carbon, Alloy, and Armor Steel Plate
252.225-7033*	Waiver of United Kingdom Levies <i>(applies to POs with UK firms exceeding \$1 million)</i>
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
252.226-7001*	Utilization of Indian Organizations, Indian-Owned Economic Enterprises, and Native Hawaiian Small Business Concerns <i>(applies to POs exceeding \$500,000)</i>
252.227-7013*	Rights in Technical Data - Noncommercial Items & Alt II (Mar 2011) <i>(applies only to technical data any portion of which was developed in any part at Government expense)</i>
252.227-7014*	Rights in Noncommercial Computer Software and Noncommercial Computer Software Documentation <i>(applies only to computer software or computer software documentation any portion of which was developed in any part at Government expense)</i>
252.227-7015*	Technical Data – Commercial Items & Alt. I (Dec 2011) <i>(applicable to POs calling for delivery of technical data for commercial items developed in any part at private expense)</i>
252.227-7016*	Rights in Bid or Proposal Information
252.227-7019*	Validation of Asserted Restrictions - Computer Software <i>(applies to POs that will be furnishing computer software during performance of PO)</i>
252.227-7025	Limitations on the Use or Disclosure of Government-Furnished Information Marked With Restrictive Legends
252.227-7026	Deferred Delivery of Technical Data or Computer Software <i>(applicable only to POs that require the delivery of technical data or computer software)</i>
252.227-7027	Deferred Ordering of Technical Data or Computer Software
252.227-7030	Technical Data – Withholding of Payment
252.227-7037*	Validation of Restrictive Markings on Technical Data
252.227-7038*	Patent Rights—Ownership by the Contractor (Large Business) <i>(applies to POs for experimental, developmental, or research work)</i>
252.227-7039	Patents – Reporting of Subject Inventions
252.231-7000	Supplemental Cost Principles
252.234-7004*	Cost and Software Data Reporting System – Basic <i>(applies to POs over \$50 million)</i>
252.235-7003*	Frequency Authorization – Basic <i>(applies to POs requiring radio frequency authorization)</i>
252.236-7013*	Requirement for Competition Opportunity for American Steel Producers, Fabricators, and Manufacturers <i>(applies only to steel being procured as a construction material with funds appropriated by Title I of the Military Construction and Veterans Affairs Appropriations Act, 2009 (Pub. L. 110-329, Division E))</i>
252.237-7010*	Prohibition on Interrogation of Detainees by Contractor Personnel <i>(applies only if subcontractor personnel may interact with detainees in the course of their duties)</i>
252.237-7019*	Training for Contractor Personnel Interacting with Detainees <i>(applies only if subcontractor personnel may interact with detainees in the course of their duties)</i>
252.239-7000	Protection Against Compromising Emanations
252.239-7016*	Telecommunications Security Equipment, Devices, Techniques, and Services <i>(applies to Orders that require securing telecommunications)</i>
252.243-7001	Pricing of Contract Modifications
252.243-7002	Requests for Equitable Adjustment
252.244-7000*	Subcontracts for Commercial Items and Commercial Components (DoD Contracts) <i>(supplements FAR 52.244-6)</i>
252.245-7001	Tagging, Labeling, and Marking of Government-Furnished Property
252.245-7002	Reporting Loss of Government Property <i>(Seller shall forward the information required by the Clause to Buyer)</i>
252.245-7003	Contractor Property Management System Administration
252.245-7004	Reporting, Reutilization, and Disposal <i>(Seller shall provide inventory disposal schedules to Buyer)</i>
252.246-7001	Warranty of Data – Basic
252.246-7003*	Notification of Potential Safety Issues <i>(applies to Orders that Items are identified as: (i) critical safety items; (ii) systems and subsystems, assemblies, and subassemblies integral to a system; or (iii) repair, maintenance, logistics support, or overhaul services for systems and subsystems, assemblies, subassemblies, and parts integral to a system)</i>
252.246-7007*	Contractor Counterfeit Electronic Part Detection and Avoidance System <i>(excluding the introductory text and including only paragraphs (a) through (e)) (applicable only where the Order requires delivery of electronic parts or assemblies containing electronic parts)</i>
252.246-7008*	Sources of Electronic Parts <i>(applies to Orders for electronic parts or assemblies containing electronic parts, unless Seller is the original manufacturer)</i>
252.247-7023*	Transportation of Supplies by Sea - Basic <i>(applies to Orders over the SAT; below the SAT only paragraphs (a) through (e), and paragraph (h), apply)</i>
252.247-7024*	Notification of Transportation of Supplies by Sea (applies to Orders for noncommercial items)
252.249-7002	Notification of Anticipated Contract Termination or Reduction <i>(applies to Orders at or above \$700,000; delete paragraph (d)(1) and the first five words of paragraph (d)(2))</i>