

Government Clauses – Fixed Priced, Labor Hour and Time and Material Orders for Commercial or COTS Supplies and Services

PURCH-2001

These terms apply to orders for items or services that have been confirmed by Buyer to meet the definition presented in FAR 2.101 of “Commercial” or “COTS”. The listed FAR and DFARS clauses are incorporated herein as if set forth in full text. Clauses shall be interpreted to reflect the relationship between the Buyer and Seller. Where necessary to derive proper meaning from these clauses, “Contractor” means “Seller,” “Contracting Officer” means “Buyer,” “Contract” means this Order and “Government” means “Buyer or the Government.” 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 contract Contracting Officer or duly authorized representative, and (2) when title to property is to be transferred directly to the government.

Seller agrees that upon the request of Buyer it will negotiate in good faith with Buyer relative to amendments to this Order 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 Contractor with the provisions of amendments to such Prime Contract. If any such amendment to this Order causes an increase or decrease in the cost of, or the time required for, performance of any part of the Work under this Order, an equitable adjustment shall be made pursuant to the "Changes" clause of this Contract.

<u>FAR Clauses Applicable to All Orders:</u>					
52.203-3	Gratuities	52.222-36	Affirmative Action for Workers with Disabilities	52.222-40	Notification of Employee Rights under the National Labor Relations Act
52.203-13	Contractor Code of Business Ethics and Conduct	52.222-41	Service Contract Act (applicable only T&M or FP/LOE subcontracts for services)	52.222-50	Combating Trafficking in Persons
52.203-15	Whistleblower Protections Under the American Recovery and Reinvestment Act of 2009 (applicable if Order indicates funding in whole or in part with Recovery Act funds)	52.222-50	Combating Trafficking in Persons	<u>FAR Clauses Applicable If This Order Exceeds \$25,000</u>	
		52.222-51	Exemption from Application of Service Contract Act for Maintenance, Calibration, or Repair or Certain Equipment – Requirements	52.204-10	Reporting Executive Compensation and First-Tier Subcontract Awards
52.203-18	Prohibition on Contracting with Entities that Require Certain Internal Confidentiality Agreements or Statements—Representation	52.222-53	Exemption from Application of Service Contract Act for Certain Services – Requirements	52.209-6	Protecting the Government’s Interest When Subcontracting with Contractors Debarred, Suspended, or Proposed for Debarment. (Applies to orders over \$35,000 except for COTS items)
52.203-19	Prohibition on Requiring Certain Internal Confidentiality Agreements or Statements	52.222-55	Minimum Wages Under Executive order 13658 (applies when this Order is subject to 52.222-41)	52.233-4	Applicable Law for Breach of Contract Claim
52.204-19	Incorporation by Reference of Representations and Certifications	52.222-62	Paid Sick Leave (Executive Order 13706)	<u>FAR Clauses Applicable If This Order Exceeds \$150,000</u>	
52.204-21	Basic Safeguarding of Covered Contractor Information Systems	52.223-4	Applicable Law for Breach of Contract Claim	52.203-6	Restrictions on Subcontractor Sales to the Government, with Alternate 1
52.204-23	Prohibition on Contracting for Hardware, Software, and Services Developed or Provided by Kaspersky Lab Covered Entities.	52.223-7	Notice of Radioactive Materials (In paragraph (a), insert "thirty (30)" in the blank.)	52.203-7	Anti-Kickback Procedures (Seller shall immediately notify Buyer of any alleged violations involving any of Buyer’s or Seller’s employees)
52.204-25	Prohibition on Contracting for Certain Telecommunications and Video Surveillance Services or Equipment	52.223-18	Contractor Policy to Ban Text Messaging while	52.203-12	Limitation on Payments to Influence Certain Federal Transactions
52.204-27	Prohibition on a ByteDance Covered Application		52.233-11 Ozone-depleting Substances (Applies if Work was manufactured or contains ozone-depleting substances)	52.203-16	Preventing Personal Conflicts of Interest for Contractor Employees Performing Acquisition Functions
52.209-10	Prohibition on Contracting with Inverted Domestic Corporation	52.225-1	Buy American Act – Supplies (Applies if Work contains other than domestic components)	52.219-8	Utilization of Small Business Concerns
52.211-15	Defense Priority and Allocation Requirements Driving (applies to orders over \$3,000)	52.225-5	Trade Agreements (Applies in the Work contains other than U.S. made or designated country end products as specified in the clause)	52.222-35	Equal Opportunity for Veterans,
52.212-5	Contract Terms and Conditions Required to Implement Statutes or Executive Orders – Commercial Items (the mandatory clauses of paragraph (e)(1) are incorporated by reference in this term sheet, as well as those clauses necessary for the Buyer to fulfil its prime contract obligations)	52.225-13	Restrictions on Certain Foreign Purchases	52.222-37	Employment Reports on Special Disabled Veterans, Veterans of the Vietnam Era, and Other Eligible Veterans
52.212-3 Alt 1	Offeror Representations and Certifications – Commercial Items (By accepting Order, Seller certifies that it has completed the annual representations and certifications electronically at the ORCA website or SAM.gov and shall comply with the notification requirements in 52.212-3(b))	52.225-26	Contractors Performing Private Security Functions Outside the United States	52.233-3	Protest After Award
		52.227-9	Refund of Royalties (Applicable only if price includes payment of royalties)	52.244-5	Competition in Subcontracting
		52.227-19	Commercial Computer Software-Restricted Rights (applies only if existing software is to be delivered)	<u>FAR Clauses Applicable If This Order Exceeds \$500,000</u>	
		52.232-40	Providing Accelerated Payments to Small Business Subcontractors	52.222-59	Compliance with Labor Laws (Executive Order 13673)
		52.236-13	Accident Prevention	52.222-60	Paycheck Transparency (Executive Order 13673)
		52.244-6	Subcontracts for Commercial Items	<u>FAR Clauses Applicable If This Order Exceeds \$750,000</u>	
		52.245-1	Government Property, Alt 1.	52.215-23	Limitation on Pass-Through Charges (Applies if the prime contract to which this Order relates is with the Department of Defense. Does not apply to those Orders that meet the criteria of 15.408(n)(2)(i)(B)(2).)
		52.247-64	Preference for Privately-owned US Flag Comm. Vessels	<u>FAR Clauses Applicable If This Order Exceeds \$5,500,000, and a term of 120 days or more</u>	
52.222-17	Nondisplacement of Qualified Workers (applicable when required in accordance with paragraph (l))	<u>FAR Clauses Applicable If This Order Exceeds \$10,000</u>			
		52.222-21	Prohibition of Segregated Facilities	52.203-13	Contractor Code of Business Ethics and Conduct
52.222-26	Equal Opportunity	52.222-36	Affirmative Action for Workers with Disabilities (Applies to orders over \$15,000)		

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FAR Clauses Applicable If This Order Will Require Access to Classified

Information

52.204-2 Security Requirements

DFARS Clauses (applicable if issued under a DoD Prime Contract)

DFARS Clauses Applicable all Orders

252.203-7002 Requirement to Inform Employees of Whistleblower Rights.
 252.203-7003 Agency Office of the Inspector General (Applies when FAR 52.203-13 applies to this Order)
 252.204-7008 Compliance with Safeguarding Covered Defense Information Controls
 252.204-7009 Limitations on the Use or Disclosure of Third-Party Contractor Reported Cyber Incident Information
 252.204-7012 Safeguarding of Unclassified Controlled Technical Info. (Applicable if order is under Prime Contract issued after 18 November 2013)
 252.204-7020 NIST SP 800-171 DOD Assessment Requirement
 252.204-7021 Contractor Compliance with the Cybersecurity Maturity Model Certification Level Requirement
 252.211-7003 Item Identification and Valuation
 252.211-7007 Reporting of Government-Furnished Equipment in the DoD Item Unique Identification Registry
 252.215-7008 Only One Offer
 252.215-7010 Requirements for Certified Cost or Pricing Data and Data Other Than Certified Cost or Pricing Data
 252.223-7001 Hazard Warning Labels
 252.225-7001 Buy American Act and Balance of Payments Program
 252.225-7007 Prohibition on Acquisition of United States Munitions List Items from Communist Chinese Military Companies
 252.225-7009 Restrictions on Acquisition of Certain Articles Containing Specialty Metals (excludes paragraph (d) and includes paragraph (e); Seller must notify Buyer of applicability of this clause to facilitate completion of (c)(6))
 252.225-7021 Trade Agreements (Applies in lieu of 52.225-5)
 252.227-7015 Technical Data – Commercial Items
 252.227-7019 Validation of Asserted Restrictions – Comp. Software
 252.227-7019 Validation of Restrictive Markings on Technical Data
 252.244-7000 Subcontracts for Commercial Items
 252.246-7003 Notification of Potential Safety Issues
 252.246-7007 Contractor Counterfeit Electronic Part Detection and Avoidance System
 252.247-7023 Transportation of Supplies by Sea
 252.247-7024 Notification of Transportation of Supplies by Sea
 252.246-7008 Sources of Electronic Parts

DFARS Clauses Applicable If This Order Exceeds \$35,000.

252.209-7004 Subcontracting with Firms that are Owned or Controlled by the Government of a Terrorist Country

252.239-7017 Notice of Supply Chain Risk

252.239-7018 Supply Chain Risk

DFARS Clauses Applicable If This Order Exceeds \$500,000.

252.226-7001 Utilization of Indian Organizations and Indian-Owned Economic Enterprises, and Native Hawaiian Small Business Concerns

DFARS Clauses Applicable If This Order Exceeds \$700,000.

252.225-7004 Reporting of Intended Performance Outside the United States and Canada – Submission after Award) (applicable only if work performed in countries other than the U.S. or Canada)
 252.249-7002 Notification of Anticipated Contract Termination or Reduction (Delete paragraph (d)(1) and the first five words of paragraph (d)(2).)