ADDITIONAL TERMS AND CONDITIONS FOR GOVERNMENT CONTRACTS

The Federal Acquisition Regulation (FAR) and Defense Federal Acquisition Regulation Supplement (DFARS) clauses referenced below are incorporated by reference into Buyer's Terms and Conditions of Purchase, with the same force and effect as if they were given in full text, and are applicable, including any notes following the clause citation, during the performance of the contract between Buyer and Seller (the "Contract") unless made inapplicable by their respective notes, if any.

Where necessary to make the context of these clauses applicable to this purchase contract, the term "Contractor" shall mean "Seller", the term "Contract" shall mean this "Purchase Contract", and the terms "Government", "Contracting Officer", and equivalent phrases shall include "Buyer".

All referenced FAR and DFARS paragraph numbers refer to current paragraphs and revisions in effect as of the date of the Government prime contract referenced in this Purchase Contract, or are revised versions published by the U.S. Government. Copies of FAR and DFARS may be obtained on the internet at https://www.acquisition.gov/.

52.203-2 Certificate of Independent Price Determination
52.203-11 Certification and Disclosure Regarding Payments to Influence Certain Federal Transactions
52.203-15 Whistleblower Protections Under the American Recovery and Reinvestment Act of 2009
52.203-19 Prohibition on Requiring Certain Internal Confidentiality Agreements or Statements
52.204-2 Security Requirements
52.204-9 Personal Identity Verification of Contractor Personnel
52.204-14 Service Contract Reporting Requirements
52.204-15 Service Contract Reporting Requirements for Indefinite-Delivery Contracts
52.204-21 Basic Safeguarding of Covered Contractor Information Systems
52.204-23 Prohibition on Contracting for Hardware, Software, and Services Developed or Provided by Kaspersky Lab and Other Covered Entities
52.204-24 Representation Regarding Certain Telecommunications and Video Surveillance Services or Equipment
52.204-25 Prohibition on Contracting for Certain Telecommunications and Video Surveillance Services or Equipment
52.204-26 Covered Telecommunications Equipment or Services-Representation
52.204-27 Prohibition on a ByteDance Covered Application
52.204-28 Federal Acquisition Supply Chain Security Act Orders-Federal Supply Schedules, Governmentwide Acquisition Contracts, and Multi-Agency Contracts
52.204-29 Federal Acquisition Supply Chain Security Act Orders-Representations and Disclosures
52.204-30 Federal Acquisition Supply Chain Security Act Orders-Prohibition
52.209-6 Protecting the Government's Interest When Subcontracting with Contractors Debarred, Suspended, Proposed for Debarment, or Voluntarily Excluded
52.211-15 Defense Priority and Allocation Requirements
52.212-5 Contract Terms and Conditions Required To Implement Statutes or Executive Orders—Commercial Products and Commercial Services
52.214-28 Subcontractor Certified Cost or Pricing Data Modifications Sealed Bidding
52.215-23 Limitations on Pass-Through Charges
52.219-8 Utilization of Small Business Concerns
52.222-1 Notice to the Government of Labor Disputes
52.222-3 Convict Labor
52.222-8 Payrolls and Basic Records
52.222-11 Subcontracts (Labor Standards)
52.222-19 Child Labor – Cooperation with Authorities and Remedies
52.222-21 Prohibition of Segregated Facilities
52.222-26 Equal Opportunity
52.222-34 Project Labor Agreement
52.222-41 Service Contract Labor Standards
52.222-48 Exemption from Application of the Service Contract Labor Standards to Contracts for Maintenance, Calibration, or Repair of Certain Equipment Certification
52.222-50 Combating Trafficking in Persons
52.222-51 Exemption from Application of the Service Contract Labor Standards to Contracts for Maintenance, Calibration, or Repair of Certain Equipment Requirements
52.222-52 Exemption from Application of the Service Contract Labor Standards to Contracts for Certain Services Certification
52.222-53 Exemption from Application of the Service Contract Labor Standards to Contracts for Certain Services Requirements
52.222-54 Employment Eligibility Verification
52.222-55 Minimum Wages for Contractor Workers Under Executive Order 14026
52.222-56 Certification Regarding Trafficking in Persons Compliance Plan
52.222-62 Paid Sick Leave Under Executive Order 13706
52.222-90 Addressing DEI Discrimination by Federal Contractors
52.223-3 Hazardous Material Identification and Material Safety Data
52.223-7 Notice of Radioactive Materials
52.224-1 Privacy Act Notification
52.224-2 Privacy Act
52.224-3 Privacy Training
52.225-1 Buy American—Supplies
52.225-2 Buy American Certificate
52.225-3 Buy American –Free Trade Agreements – Israeli Trade Act
52.225-4 Buy American Free Trade Agreements – Israeli Trade Act Certificate
52.225-5 Trade Agreements
52.225-6 Trade Agreements Certificate
52.225-7 Waiver of Buy American Statute for Civil Aircraft and Related Articles
52.225-8 Duty-Free Entry
52.225-9 Buy American–Construction Materials
52.225-10 Notice of Buy American Requirement—Construction Materials
52.225-11 Buy American—Construction Materials under Trade Agreements
52.225-12 Notice of Buy American Requirement—Construction Materials Under Trade Agreements
52.225-13 Restrictions on Certain Foreign Purchases
52.225-19 Contractor Personnel in a Designated Operational Area or Supporting a Diplomatic or Consular Mission Outside the United States
52.225-21 Required Use of American Iron, Steel, and Manufactured Goods Buy American Statute Construction Materials
52.225-22 Notice of Required Use of American Iron, Steel, and Manufactured Goods Buy American Statute Construction Materials
52.225-23 Required Use of American Iron, Steel, and Manufactured Goods Buy American Statute Construction Materials Under Trade Agreements
52.225-24 Notice of Required Use of American Iron, Steel, and Manufactured Goods Buy American Statute Construction Materials Under Trade Agreement
52.225-25 Prohibition on Contracting with Entities Engaging in Sanctioned Activities Relating to Iran – Representation and Certifications
52.226-7 Drug-Free Workplace

52.226-8 Encouraging Contractor Policies to Ban Text Messaging While Driving
52.227-1 Authorization and Consent
52.227-9 Refund of Royalties
52.227-20 Rights in Data SBIR Program
52.228-3 Worker's Compensation Insurance (Defense Base Act)
52.228-5 Insurance—Work on a Government Installation
52.232-40 Providing Accelerated Payments to Small Business Subcontractors
52.234-1 Industrial Resources Developed Under Title III, Defense Production Act
52.237-3 Continuity of Services
52.240-1 Prohibition on Unmanned Aircraft Systems Manufactured or Assembled by American Security Drone Act-Covered Foreign Entities
52.240-91 Security Prohibitions and Exclusions
52.240-93 Basic Safeguarding of Covered Contractor Information Systems
52.244-6 Subcontracts for Commercial Products and Commercial Services
52.245-1 Government Property
52.246-26 Reporting of Nonconforming Items
52.247-63 Preference for U.S.-Flag Air Carriers
52.247-64 Preference for Privately Owned U.S.-Flag Commercial Vessels
252.203-7003 Agency Office of the Inspector General
252.204-7000 Disclosure of Information
252.204-7009 Limitations on the Use or Disclosure of Third-Party Contractor Reported Cyber Incident Information
252.204-7012 Safeguarding Covered Defense Information and Cyber Incident Reporting
252.204-7014 Limitations on the Use or Disclosure of Information by Litigation Support Contractors
252.204-7015 Notice of Authorized Disclosure of Information for Litigation Support
252.204-7018 Prohibition on the Acquisition of Covered Defense Telecommunications Equipment or Services
252.204-7019 Notice of NIST SP 800-171 DoD Assessment Requirements
252.204-7020 NIST SP 800-171 DoD Assessment Requirements
252.204-7021 Cybersecurity Maturity Model Certification Requirements
252.211-7003 Item Unique Identification and Valuation
252.219-7004 Small Business Subcontracting Plan (Test Program
252.223-7001 Hazard Warning Labels
252.223-7002 Safety Precautions for Ammunition and Explosives
252.223-7003 Change in Place of Performance—Ammunition and Explosives
252.223-7007 Safeguarding Sensitive Conventional Arms, Ammunition, and Explosives
252.223-7008 Prohibition of Hexavalent Chromium
252.225-7000 Buy American–Balance of Payments Program Certificate)
252.225-7001 Buy American 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 Restriction on Acquisition of Certain Articles Containing Specialty Metals
252.225-7012 Preference for Certain Domestic Commodities
252.225-7013 Duty-Free Entry
252.225-7016 Restriction on Acquisition of Ball and Roller Bearings
252.225-7025 Restriction on Acquisition of Forgings
252.225-7047 Exports by Approved Community Members in Performance of the Contract
252.225-7048 Export-Controlled Items
252.225-7052 Restriction on the Acquisition of Certain Magnets, Tantalum, and Tungsten
252.225-7056 Prohibition Regarding Business Operations with the Maduro Regime
252.225-7060 Prohibition on Certain Procurements from the Xinjiang Uyghur Autonomous Region
252.226-7001 Utilization of Indian Organizations, Indian-Owned Economic Enterprises, and Native Hawaiian Small Business Concerns
252.227-7033 Rights in Shop Drawings
252.227-7037 Validation of Restrictive Markings on Technical Data
252.235-7003 Frequency Authorization—Basic
252.239-7010 Cloud Computing Services
252.243-7001 Pricing of Contract Modifications
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
252.246-7008 Sources of Electronic Parts
252.249-7002 Notification of Anticipated Contract Termination or Reduction

The following additional clauses apply to this Contract as defined by the respective FAR clause if the value of this Contract equals or exceeds $15,000 (for Commercial and Non-Commercial Products and Services):

52.222-40 Notification of Employee Rights Under the National Labor Relations Act

The following additional clauses apply to this Contract as defined by the respective FAR clause if the value of this Contract equals or exceeds $20,000 (for Commercial and Non-Commercial Products and Services):

52.222-36 Equal Opportunity for Workers with Disabilities

The following additional clauses apply to this Contract as defined by the respective FAR clause if the value of this Contract equals or exceeds $40,000 (for Commercial and Non-Commercial Products and Services):

52.204-22 Reporting Executive Compensation and First-Tier Subcontract Awards

The following additional clauses apply to this Contract as defined by the respective FAR clause if the value of this Contract equals or exceeds $150,000 (for Commercial and Non-Commercial Products and Services):

52.203-12 Limitation on Payments to Influence Certain Federal Transactions
52.203-17 Contractor Employee Whistleblower Rights and Requirement to Inform Employees of Whistleblower Rights
52.222-35 Equal Opportunity for Veterans
52.222-37 Employment Reports on Veterans
52.227-2 Notice and Assistance Regarding Patent and Copyright Infringement
52.248-1 Value Engineering

The following additional clauses apply to this Contract as defined by the respective FAR clause if the value of this Contract equals or exceeds $7,500,000 and the period of performance exceeds 120 days (for Commercial and Non-Commercial Products and Services):

52.203-13 Contractor Code of Business Ethics and Conduct
52.203-14 Display of Hotline Poster(s)

The following additional clauses apply to this Contract as defined by the respective FAR clause if the Contract is for a Non-Commercial Product or Service:

52.215-19 Notification of Ownership Changes
52.225-20 Prohibition on Conducting Restricted Business Operations in Sudan – Certification
52.227-10 Filing of Patent Applications Classified Subject Matter
52.227-11 Patent Rights Ownership by the Contractor
52.227-13 Patent Rights Ownership by the Government
52.227-14 Rights in Data – General
52.230-2 Cost Accounting Standards
52.230-3 Disclosure and Consistency of Cost Accounting Practices
52.239-1 Privacy or Security Safeguards
52.247-64 Preference for Privately Owned U S -Flag Commercial Vessels

The following additional clauses apply to this Contract as defined by the respective FAR clause if the Contract equals or exceeds $200,000 and is for a Non-Commercial Product or Service:

52.203-6 Restrictions on Subcontractor Sales to the Government
52.203-7 Anti-Kickback Procedures
52.203-16 Preventing Personal Conflicts of Interest
52.215-2 Audit and Records – Negotiation
52.215-14 Integrity of Unit Prices
52.222-4 Contract Work Hours and Safety Standards—Overtime Compensation
52.227-2 Notice and Assistance Regarding Patent and Copyright Infringement
52.248-1 Value Engineering

The following additional clauses apply to this Contract as defined by the respective FAR clause if the Contract equals or exceeds $900,000 and is for a Non-Commercial Product or Service:

52.215-12 Subcontractor Certified Cost or Pricing Data
52.215-13 Subcontractor Certified Cost or Pricing Data – Modifications
52.219-9 Small Business Subcontracting Plan
52.219-16 Liquidated Damages—Subcontracting Plan
252.219-7003 Small Business Subcontracting Plan (DoD Contracts)—Basic

The following additional clauses apply to this Contract as defined by the respective FAR clause if the Contract is Fixed Price for Non-Commercial Products and Services:

52.246-2 Inspection of Supplies - Fixed Price
52.246-4 Inspection of Services - Fixed Price
52.246-7 Inspection of Research and Development – Fixed Price

The following additional clauses apply to this Contract as defined by the respective FAR clause if the Contract is Cost Type or Time and Material or Fixed Price Incentive for a Non-Commercial Products and Services:

52.246-3 Inspection of Supplies - Cost Reimbursement
52.246-5 Inspection of Services - Cost Reimbursement
52.246-6 Inspection of Time-And-Material and Labor-Hour
52.246-8 Inspection of Research and Development – Cost-Reimbursement
52.249-14 Excusable Delays

The following additional clauses apply to this Contract as defined by the respective DFARS clause if the value of this Contract equals or exceeds $150,000 (for Commercial and Non-Commercial Products and Services):

252.247-7023 Transportation of Supplies by Sea.

The following additional clauses apply to this Contract as defined by the respective FAR clause if the Contract equals or exceeds $7,500,000 and is for a Non-Commercial Product or Service:

252.203-7004 Display of Hotline Posters.

The following additional clauses apply to this Contract as defined by the respective DFARS clause if the Contract is for a Non-Commercial Product or Service:

252.203-7002 Requirement to Inform Employees of Whistleblower Rights.
252.215-7010 Requirements for Certified Cost or Pricing Data and Data Other Than Certified Cost or Pricing Data
252.227-7013 Rights in Technical Data–Noncommercial Items.
252.227-7014 Rights in Noncommercial Computer Software and Noncommercial Computer Software Documentation
252.227-7016 Rights in Bid or Proposal Information
252.227-7018 Rights in Noncommercial Technical Data and Computer Software– Small Business Innovation Research (SBIR) Program
252.227-7019 Validation of Asserted Restrictions–Computer Software
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
252.227-7027 Deferred Ordering of Technical Data or Computer Software
252.227-7028 Technical Data or Computer Software Previously Delivered to The Government
252.227-7037 Validation of Restrictive Markings on Technical Data
252.227-7038 Patent Rights–Ownership by the Contractor (Large Business).
252.228-7005 Mishap Reporting and Investigation Involving Aircraft, Missiles, and Space Launch Vehicles.

The following additional clauses apply to this Contract as defined by the respective DFARS clause if the Contract equals or exceeds $150,000 and is for a Non-Commercial Product or Service:

252.203-7001 Prohibition on Persons Convicted of Fraud or Other Defense-Contract-Related Felonies.

The following additional clauses apply to this Contract as defined by the respective DFARS clause if the Contract equals or exceeds $1,000,000 and is for a Non-Commercial Product or Service:

252.222-7006 Restrictions On the Use of Mandatory Arbitration Agreements

The following additional clauses apply to this Contract as defined by the respective DFARS clause if the Contract equals or exceeds $50,000,000 and is for a Non-Commercial Product or Service:

252.234-7004 Cost and Software Data Reporting System

The following additional clauses apply to this as defined by the respective DFARS clause if the Contract is for a Commercial Product or Service: 252.227-7015 Technical Data–Commercial Items.

CERTIFICATIONS AND REPRESENTATIONS
By submitting its offer, or providing quotations to Buyer or accepting any Contract, Contractor certifies to the representations

and certifications as set forth below. These certifications and representations shall apply whenever these terms and conditions are incorporated by reference in any Contract, agreement, request for quotation issued by Buyer. Contractor shall immediately notify Buyer of any change of status with regard to these certifications and representations.

DFARS 252.204-7008 Compliance with Safeguarding Covered Defense Information Controls.
Definitions as used in this provision: Controlled technical information, covered contractor information system, covered defense information, cyber incident, information system, and technical information are defined in clause 252.204-7012, Safeguarding Covered Defense Information and Cyber Incident Reporting.

The security requirements required by contract clause DFARS 252.204-7012, shall be implemented for all covered defense information on all covered contractor information systems that support the performance of this contract. For covered contractor information systems that are not part of an information technology service or system operated on behalf of the Government (see 252.204-7012(b)(2))

- By submission of this offer, the Contractor represents that it will implement the security requirements specified by National Institute of Standards and Technology (NIST) Special Publication (SP) 800-171 Protecting Controlled Unclassified Information in Nonfederal Information Systems and Organizations (see http://dx.doi.org/10.6028/NIST.SP.800-171) that are in effect at the time the solicitation is issued or as authorized by the contracting officer not later than December 31, 2017.

52.209-2 Prohibition on Contracting with Inverted Domestic Corporations – Representation
The Contractor represents that it is not an inverted domestic corporation; and it is not a subsidiary of an inverted domestic corporation.

52.209-5 Certification Regarding Responsibility Matters. Applicable if the value of this contract exceeds the simplified acquisition threshold:

The Contractor certifies, to the best of its knowledge and belief, that the Contractor and/or any of its Principals:

- Are not presently debarred, suspended, proposed for debarment, or declared ineligible for the award of contracts by any Federal agency;
- Have not, within a three-year period preceding this offer, been convicted of or had a civil judgment rendered against them for: commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a public (Federal, State, or local) contract or subcontract; violation of Federal or State antitrust statutes relating to the submission of offers; or commission of embezzlement, theft, forgery, bribery, falsification or destruction of records, making false statements, tax evasion, violating Federal criminal tax laws, or receiving stolen property;
- Are not presently indicted for, or otherwise criminally or civilly charged by a governmental entity with, commission of any of the offenses noted in the second bullet point of this provision;
- Have not, within a three-year period preceding this offer, been notified of any delinquent Federal taxes in an amount that exceeds $15,000 for which the liability remains unsatisfied; and
- Has not, within a three-year period preceding this offer, had one or more contracts terminated for default by any Federal agency.

FAR 52.209-7 Information Regarding Responsibility Matters. Applicable if the value of this contract exceeds $750,000:

If the Contractor has current active Federal contracts and grants with total value greater than $10,000,000, the Contractor represents, by submission of this offer, that the information it has entered in the Federal Awardee Performance and Integrity Information System (FAPIIS) is current, accurate, and complete as of the date of submission of this offer with regard to the following information:

(1) Whether the Contractor, and/or any of its principals, has or has not, within the last five years, in connection with the award to or performance by the Contractor of a Federal contract or grant, been the subject of a proceeding, at the Federal or State level that resulted in any of the following dispositions:

(i) In a criminal proceeding, a conviction.

(ii) In a civil proceeding, a finding of fault and liability that results in the payment of a monetary fine, penalty, reimbursement, restitution, or damages of $5,000 or more.

(iii) In an administrative proceeding, a finding of fault and liability that results in–

(A) The payment of a monetary fine or penalty of $5,000 or more; or

(B) The payment of a reimbursement, restitution, or damages in excess of $100,000.

(iv) In a criminal, civil, or administrative proceeding, a disposition of the matter by consent or compromise with an acknowledgment of fault by the Contractor if the proceeding could have led to any of the outcomes specified in paragraphs (1)(i), (1)(ii), or (1)(iii) of this provision.

(2) If the Contractor has been involved in the last five years in any of the occurrences listed in (1) of this provision, whether the Contractor has provided the requested information with regard to each occurrence.

(3) The Contractor shall post the information in paragraphs (1)(i) through (1)(iv) of this provision in FAPIIS as required through maintaining an active registration in the System for Award Management, which can be accessed via https://www.sam.gov (see 52.204-7).