

MTS General Terms & Conditions of Purchase - Supplement 1 (Government Contracts Flow-Down Provisions)

Flow-Down Provisions.

When the Work furnished for this Purchase Order is in connection with a U.S. Government prime contract or subcontract, in addition to the MTS General Terms and Conditions of Purchase, the following supplemental provisions shall apply and are incorporated by reference, as required by the terms of the prime contract or by operation of law or regulation. All clauses incorporated herein are those in effect on the date of this PO and carry the same force and effect as if they were given in full text. In the event of a conflict between these FAR, DFARS or NFS provisions and the MTS General Terms and Conditions of Purchase, the FAR, DFARS or NFS provisions shall control.

In all clauses listed herein, the terms "Government", "Contracting Officer" and "Contractor" shall be revised to suitably identify the contracting parties herein and affect the proper intent of the provision except where further clarified or modified below. The Seller shall include in each lower-tier subcontract the appropriate flow-down clauses as required by the FAR, DFARS, NFS or other Federal regulations.

Section A is applicable for all Purchase Orders in support of a U.S. Government contract or subcontract (Section A and A.1 through A.11, depending on the size and type of order). Section B also applies if this Purchase Order is in support of a Department of Defense (DOD) contract, depending on the size and type of order. Section C also applies if this Purchase Order is in support of a NASA contract, depending on the size and type of order.

A. FAR Clauses for Purchase Orders in Support of U.S. Government Contract:

- 52.203-3, Gratuities
- 52.203-15, Whistleblower Protections Under the American Recover 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 Personal
- 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
- 52.204-25, Prohibition on Contracting for Certain Telecommunications and Video Surveillance Services or Equipment
- 52.208-8, Required Sources for Helium and Helium Usage Data (Applies only if this PO involves a major helium requirement)
- 52.211-5, Material Requirements
- 52.211-15, Defense Priority and Allocation Requirements
- 52.219-28, Post-Award Small Business Program Representation
- 52.222-1, Notice to the Government of Labor Disputes
- 52.222-4, Contract Work Hours and Safety Standards Act - Overtime
- 52.222-19, Child Labor-Cooperation with Authorities and Remedies
- 52.222-21, Prohibition of Segregated Facilities
- 52.222-26, Equal Opportunity
- 52.222-50, Combating Trafficking in Persons
- 52.223-7, Notice of Radioactive Materials (Applies only if this PO is for radioactive material meeting the criteria outlined in the clause.)
- 52.223-11, Ozone Depleting Substances
- 52.224-2, Privacy Act
- 52.224-3, Privacy Training
- 52.225-1, Buy American Act-Supplies

- 52.225-5, Trade Agreements
- 52.225-13, Restrictions on Certain Foreign Purchases
- 52.227-10, Filing of Patent Applications-Classified Subject Matter
- 52.227-11, Patent Rights - Ownership by the Contractor
- 52.227-14, Rights in Data -General
- 52.227-19, Commercial Computer Software License
- 52.228-5, Insurance - Work on a Government Installation
- 52.232-39, Unenforceability of Unauthorized Obligations
- 52.232-40, Providing Accelerated Payments to Small Business Subcontractors (PCD 20-03A)
- 52.234-1, Industrial Resources Developed Under Title III, Defense Production Act
- 52.236-13, Accident Prevention
- 52.242-15, Stop Work Order
- 52.243-1, Changes - Fixed Price
- 52.244-6, Subcontracts for Commercial Items (PCD 20-03A)
- 52.245-1, Government Property
- 52.246-2, Inspection of Supplies - Fixed Price
- 52.246-11, Higher-Level Contract Quality Requirement
- 52.246-16, Responsibility for Supplies
- 52.246-23, Limitation of Liability
- 52.246-24, Limitation of Liability-High-Value Items
- 52.247-63, Preference for U.S. Flag Carriers
- 52.247-64, Preference for Privately Owned U.S. Flag Commercial Vessels
- 52.249-1 Termination for Convenience of the Government (Fixed-Price) (Short Form)
- 52.252-2, Clauses Incorporated by Reference
- 52.253-1, Computer Generated Forms

A.1 FAR Clauses Included Unless Exemption or Threshold Applies.

- 52.204-10, Reporting Executive Compensation and First Tier Subcontracts Awards
- 52.215-15, Pension Adjustments and Asset Reversions
- 52.215-18, Reversion or Adjustment of Plans for Post-Retirement Benefits (PRB) Other Than Pensions
- 52.215-19, Notification of Ownership Changes
- 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
- 52.219-16, Liquidated Damages - Subcontracting Plan
- 52.225-8, Duty Free Entry

A.2 Purchase Orders of \$3,500 or More Also Include:

- 52.222-54, Employment Eligibility Verification

A.3 Purchase Orders of \$10,000 or More Also Include:

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

52.223-18, Encouraging Contractor Policies to Ban Text Messaging While Driving

A.4 Purchase Orders of \$15,000 or More Also Include:

52.222-36, Equal Opportunity for Workers with Disabilities

A.5 Purchase Orders of \$30,000 or More Also Include:

52.226-6, Promoting Excess Food Donation to Nonprofit Organizations (Applies only if this PO is for food.)

A.6 Purchase Orders of \$35,000 or More Also Include:

52.209-6, Protecting the Government's Interest When Subcontracting with Contractor's Debarred, Suspended or Proposed for Debarment

A.7 Purchase Orders of \$150,000 or More Also Include:

52.203-7, Anti-Kickback Procedures

52.203-8, Cancellation, Rescission, Recovery of Funds For Illegal or Improper Activity

52.203-10, Price or Fee Adjustment for Illegal or Improper Activity

52.203-12, Limitation of Payments to Influence Certain Federal Transactions

52.222-35, Equal Opportunity for Veterans

52.222-37, Employment Reports on Veterans

A.8 Purchase Orders of \$250,000 or More Also Include:

52.203-6, Restrictions of Subcontractor Sales to the Government

52.203-17, Contractor Employee Whistleblower Rights and Requirement To Inform Employees of Whistleblower Rights

52.215-2, Audit and Records – Negotiation

52.215-14, Integrity of Unit Prices

52.227-1, Authorization and Consent (Alternate I if applicable in accordance with FAR 27.201-2(a)(s))

52.227-2, Notice and Assistance Regarding Patent and Copyright Infringement

52.248-1, Value Engineering

A.9 Purchase Orders of \$6,000,000 or More Also Include:

52.203-13, Contractor Code of Business Ethics and Conduct

52.203-14, Display of Hotline Posters

A.10 Certifications:

The Seller, by signing this Purchase Order, hereby certifies compliance with the following clauses:

52.203-11, Certification and Disclosure Regarding Payments to Influence Certain Federal Transactions (POs over \$150,000)

52.209-5, Certification Regarding Responsibility Matters

52.222-22, Previous Contracts and Compliance Reports

52.222-25, Affirmative Action Compliance

A.11 If Purchase Order is for Commercial Items, Only the Following FAR Clauses Apply, Unless Additional FAR Clauses Are Required by Higher Level Prime Contract or Subcontract:

52.203-13, Contractor Code of Business Ethics and Conduct (Applies if PO exceeds \$6,000,000 and has a performance period of more than 120 days)

52.203-19, Prohibition on Requiring Certain Internal Confidentiality Agreements or Statements

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

52.204-25, Prohibition on Contracting for Certain Telecommunications and Video Surveillance Services or Equipment

52.219-8, Utilization of Small Business Concerns (Included unless exemption or threshold applies)

52.222-21, Prohibition of Segregated Facilities

52.222-26, Equal Opportunity

52.222-35, Equal Opportunity for Veterans (Applies if PO exceeds \$150,000.)

52.222-36, Equal Opportunity for Workers with Disabilities

52.222-37, Employment Reports on Veterans

52.222-40, Notification of Employee Rights Under the National Labor Relations Act (Applies if PO exceeds \$10,000, will be performed wholly or partially in the United States, and no exemption is applicable)

52.222-50, Combating Trafficking in Persons

52.224-3, Privacy Training (Applies if subcontractor will: have access to a system of records; create, collect, use, process, store, maintain, disseminate, disclose, dispose, or otherwise handle personally identifiable information; or design, develop, maintain, or operate a system of records)

52.232-40, Providing Accelerated Payments to Small Business Subcontractors (Applies if PO involves a small business concern) (PCD 20-03A)

52.247-64, Preference for Privately Owned U.S.-Flag Commercial Vessels

B. DFARS Clauses for POs in Support of U.S. Government Contracts for DOD:

252.203-7000, Requirements Relating to Compensation of Former DoD Officials

252.203-7002, Requirement to Inform Employees of Whistleblower Rights

252.203-7003, Agency Office of the Inspector General

252.204-7000, Disclosure of Information

252.204-7008, Requirements for Contracts Involving Export Controlled Items

252.204-7010, Requirement for Contractor To Notify DoD if the Contractor's Activities are Subject to Reporting Under the U.S.-International Atomic Energy Agency Additional Protocol

252.204-7012, Safeguarding Covered Defense Information and Cyber Incident Reporting (Applies if PO will involve covered defense information.)

252.204-7014, Limitation 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

252.204-7020, NIST SP 800-171 DoD Assessment Requirements.

252.208-7000, Intent to Furnish Precious Metals as Government Furnished Material

252.209-7004, Subcontracting with Firm Owned or Controlled by the Government of a Terrorist Country

252.209-7010, Critical Safety Items (Applies if PO includes one or more items designated by the design control activity as critical safety items.)

252.211-7003, Item Identification and Valuation (Applies if PO include any item(s) for which item unique identification is required.)

252.215-7008, Only One Offer

252.219-7003, Small Business Subcontracting Plan

252.219-7004, Small Business Subcontracting Plan (Test Program)

252.222-7000, Restrictions on Employment of Personnel

252.223-7001, Hazard Warning Labels

252.223-7002, Safety Precautions for Ammunition and Explosives (Applies if PO is for ammunition or explosives.)

252.223-7006, Prohibition on Storage, Treatment, and Disposal of Toxic or Hazardous Materials

252.223-7007, Safeguarding Sensitive Conventional Arms, Ammunition and Explosives

252.223-7008, Prohibition on Hexavalent Chromium

252.225-7001, Buy American Act and Balance of Payments Program

252.225-7002, Qualifying Country Sources as Subcontractors

252.225-7004, Reporting of Contract Performance Outside The United States and Canada, Submission After Award

252.225-7007, Prohibition on Acquisition of United States Munitions List Items From Communist Chinese Military Companies (Applies to if PO is for items covered by the United States Munitions List or the 600 series of the Commerce Control List.)

252.225-7008, Restriction on Acquisition of Specialty Metals

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

252.225-7015, Restriction on Acquisition of Hand or Measuring Tools

252.225-7016, Restriction on Acquisition of Ball and Roller Bearings (Applies only if PO is for non-commercial items.)

252.225-7021, Trade Agreements

252.225-7025, Restriction on Acquisition of Forgings (Applies only if PO is for forging items or other items that contain forging items.)

252.225-7036, Buy American - Free Trade - Balance of Payments Program

252.225-7039, Contractors performing Private Security Functions

252.225-7047, Exports by Approved Community Members in Performance of the Contract

252.225-7048, Export-Controlled Items

252.227-7013, Rights in Technical Data--Noncommercial Items

252.227-7014, Rights in Noncommercial Computer Software and Noncommercial Computer Software Documentation

252.227-7015, Technical Data--Commercial Items

252.227-7016, Rights in Bid or Proposal Information

252.227-7017, Identification and Assertion of Use, Release, or Disclosure Restrictions

252.227-7018, Rights in Noncommercial Technical Data and Computer Software - Small Business Innovative Research (SBIR) Program

252.227-7019, Validation of Asserted Restrictions - Computer Software

252.227-7025, Limitations on 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

252.227-7030, 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)

252.227-7039, Patents - Reporting of Subject Inventions

252.228-7001, Ground and Flight Risk

252.228-7005, Accident Reporting and Investigation Involving Aircraft, Missiles and Space Launch Vehicles

252.229-7011, Reporting of Foreign Taxes – U.S. Assistance Programs

252.232-7017, Accelerating Payments to Small Business Subcontractors—Prohibition on Fees and Consideration

252.235-7003, Frequency Authorization

252.237-7010, Prohibition on Interrogation of Detainees by Contractor Personnel (Applies only if terms of agreement require subcontractor personnel to interact with detainees in the course of their duties.)

252.237-7019, Training for Contractor Personnel Interacting with Detainees (Applies only if terms of agreement require subcontractor personnel to interact with detainees in the course of their duties.)

252.237-7023, Continuation of Essential Contractor Services (Applies if PO involves essential services.)

252.239-7018, Supply Chain Risk (Applies if PO is for information technology that is (a) a covered system, (b) part of a covered system, or (c) in support of a covered system.)

252.243-7001, Pricing of Contract Modifications

252.244-7000, Subcontracts for Commercial Items and Commercial Components

252.246-7003, Notification of Potential Safety Issues

252.246-7007, Contractor Counterfeit Electronic Part Detection and Avoidance System (Applies if PO is for electronic parts or assemblies containing electronic parts.)

252.246-7008, Sources of Electronic Parts (Applies if PO is for electronic parts or assemblies containing electronic parts.)

252.247-7003, Pass-Through of Motor Carrier Fuel Surcharge Adjustment to the Cost Bearer (Applies only if PO is with motor carrier, broker, or freight forwarder.)

252.247-7022, Representation of Extent of Transportation by Sea

252.247-7023, Transportation of Supplies by Sea – Basic

B.1 Purchase Orders of \$250,000 or More Also Include:

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

252.223-7999, Ensuring Adequate COVID-19 Safety Protocols for Federal Contractors (PCD 2021-O0009) (Applies to POs for services and construction and only to the extent that Executive Order 14042 implementation is enforced)

252.215-7010, Requirements for Certified Cost or Pricing Data and Data Other Than Certified Cost or Pricing Data

252.249-7002, Notification of Anticipated Contract Termination or Reduction

B.2 Purchase Orders of \$500,000 or More Also Include:

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

B.3 Purchase Orders of \$1,000,000 or More Also Include:

252.222-7006, Restrictions on the Use of Mandatory Arbitration Agreements (Does not apply to PO for commercial items, including commercially available off-the-shelf items.)

B.4 Purchase Orders of \$1,500,000 or More Also Include:

252.211-7000, Acquisition Streamlining

B.5 Purchase Orders of \$6,000,000 or More Also Include:

252.203-7004, Display of Hotline Posters

B.6 Purchase Orders of \$50,000,000 or More Also Include:

252.234-7004, Cost and Software Data Reporting System

B.7 If Purchase Order is for Commercial Items, Only the Following DFARS Clauses Apply, Unless DFARS Clauses Are Required by Higher Level Prime Contract or Subcontract:

252.204-7014, Limitations on the Use or Disclosure of Information by Litigation Support Contractor

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

252.204-7020, NIST SP 800-171 DoD Assessment Requirements (Does not apply if PO is for COTS items)

252.204-7021, Cybersecurity Maturity Model Certification Requirements (Does not apply if PO is for COTS items)

252.211-7003 Item Unique Identification and Valuation (Applies only to POs requiring item unique identification)

252.223-7008, Prohibition of Hexavalent Chromium

C. NASA FAR Supplement clauses for POs in support of U.S. Government contracts for NASA:

FAR 52.223-99, Ensuring Adequate COVID-19 Safety Protocols for Federal Contractors (PCD 21-03) (Applies to POs of \$10,000 or more and only to the extent that Executive Order 14042 implementation is enforced)

1852.203-71 Requirement to Inform Employees of Whistleblower Rights

1852.204-76, Security Requirements for Unclassified Information Technology Resources (PCD 21-01)

1852.208-81, Restrictions on Printing and Duplicating

1852.211-70, Packaging, Handling, and Transportation

1852.223-70, Safety and Health Measures and Mishap Reporting

1852.223-71, Authorization for Radio Frequency Use

1852.223-72, Safety and Health (Short Form)

1852.223-74, Drug-and Alcohol-Free Workplace

1852.223-75, Major Breach of Safety or Security

1852.225-70, Export Licenses

1852.225-71, Restriction on Funding Activity with China (PCD 12-01A)

1852.227-11, Patent Rights - Ownership by the Contractor

1852.227-14, Rights in Data – General

1852.227-19, Commercial Computer Software--Restricted Rights

1852.227-70, New Technology-Other than a Small Business Firm or Nonprofit Organization

1852.227-71, Requests for Waiver of Rights to Inventions

1852.227-72, Designation of New Technology Representative and Patent Representative

1852.227-85, Invention Reporting and Rights—Foreign

1852.228-76, Cross-Waiver of Liability for International Space Station Activities

1852.228-78, Cross-Waiver of Liability for Science or Space Exploration Activities Unrelated to the International Space Station

1852.231-71, Determination of Compensation Reasonableness

1852.237-72, Access to Sensitive Information

1852.237-73, Release of Sensitive Information

1852.239-74, Information Technology System Supply Chain Risk Assessment (PCD 15-03D)

1852.245-74, Identification and Marking of Government Equipment

1852.246-71, Government Contract Quality Assurance Functions

1852.246.72, Material Inspection and Receiving Report

1852.246-73, Human Space Flight Item

1852.246-74, Contractor Counterfeit Electronic Part Detection and Avoidance

1852.247-71, Protection of Florida Manatee

C.1 Purchase Orders of \$100,000 or More Also Include:

1852.244-70, Geographic Participation in the Aerospace Program