

## OECO FAR/DFARS Flow-Down Clauses

### Non-Commercial Items – Firm Fixed Price Supplier Orders under \$650,000

The clauses in Section 52 of the Federal Acquisition Regulations (FAR) and the Defense Supplement to the Federal Acquisition Regulations (DFARS) set out below are each incorporated by reference and made part of this Order in addition to Buyer's" Global Standard Purchasing Conditions clauses. These FAR and DFARS clauses are available at [www.acquisition.gov](http://www.acquisition.gov) and by acceptance of this Order, Seller acknowledges and agrees to such incorporation by reference.

1. In these FAR/DFARS clauses, the term "Contractor" or equivalent phrases shall mean Supplier, the term "Contract" shall mean this Order, and the term "Government Contracting Officer" or equivalent phrases, shall mean "Buyer" as applicable, except in those clauses where the terms should retain their original meaning due to authority only vested in the U.S. Government, in which case Buyer retains such rights as are needed to perform this clause under its contract with Buyer's customer. These FAR and DFARS clauses apply to Supplier in a manner which reflects the position of Supplier as a subcontractor to Buyer, to ensure Supplier's obligations to Buyer and to the U.S. Government, and to enable Buyer to meet its obligations under its contract or subcontract with Buyer's customer.
2. These provisions do not establish privity between Supplier and Buyer's customer.
3. The version date of the FAR and DFARS provisions below shall apply; if no version date is provided, version shall be the version of the date of this Order unless otherwise specified in the Order.
4. Notwithstanding any FAR/DFARS provision below, the Contracts Disputes Act shall not apply to this Order. Any reference to a "Disputes" clause shall mean the "Disputes" clause of this Order.
5. Under any referenced FAR 52.227 or DFARS 252.227 provision below, the rights granted are vested in the U.S. Government, except that Seller grants Buyer an irrevocable, nonexclusive royalty-free worldwide license to sell and use Seller's technical data and computer software delivered in the performance of this Order, to the extent needed to fulfil Buyer's obligations under the Prime Contract or higher tier U.S. Government subcontract under which this order is issued. Seller shall identify and assert prior to Order award any Seller's rights in technical data and software delivered with other than unlimited rights as required by the applicable FAR or DFARS provision, and all technical data and software submissions shall be to Buyer.



6. Pending resolution of any dispute arising under this Order, which incorporates FAR or DFARS clauses, Supplier will proceed diligently as directed by Buyer with the performance of this Order. Notwithstanding any choice of law provision, any provision in this Order that is: (i) incorporated in full text or by reference below to FAR or DFARS, or (ii) that is substantially based on any FAR or DFARS provision below or on any agency regulation interpreting such FAR or DFARS provisions, shall be construed and interpreted according to the federal common law of government contracts as enunciated and applied by federal judicial bodies, boards of contracts appeals, and quasi-judicial agencies of the United States Government.

By accepting this order, Seller certifies the representations and certifications submitted to Buyer previously or with Seller’s quote/proposal for this order (as applicable) remain valid from the date of submission until the conclusion of this order. Seller agrees to provide immediate written notice to Buyer if any of the Seller's certifications and representations change at any time from the date of Seller’s acceptance of this order through Seller’s performance and closeout of this order; such notice shall not constitute a waiver of Seller’s obligations to perform as previously certified. Further, Seller indemnifies and holds Buyer harmless from any damages arising from any failure of Seller to comply with the FAR and DFARS provisions listed below, to the extent applicable. Seller shall flow-down these FAR/DFARS provisions to its suppliers, to the extent required by the applicable FAR/DFARS provision.

**A. INCORPORATION OF FAR AND DFARS CLAUSES**

The FAR and DFARS 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 this Order. The definitions in FAR 2-101 shall apply to these clauses.

7.

FAR 52.203-6	Restrictions on Subcontractor Sales to the Government (Sep 2006) (Orders for \$150,000 or more) (No substitution for “Government”)
FAR 52.203-7	Anti-Kickback Procedures (Oct 2010) (Orders for \$150,000 or more) (Excluding (c)(1) and “Prime Contractor” shall mean Buyer; no substitutions for Contracting Officer; “Subcontractor” shall mean Supplier and Supplier’s suppliers)
FAR 52.203-8	Cancellation, Rescission and Recovery of Funds for Illegal or Improper Activity (Jan 1997) (Orders for \$150,000 or more)
FAR 52.203-12	Limitation on Payments to Influence Certain Federal Transactions (October 2010)

FAR 52.204-10	<i>Reporting Executive Compensation and First Tier Subcontract Awards (Aug 2012) (Orders above \$25,000) (Applies only if Buyer is prime contractor and only to the extent first tier subcontractor information is to be furnished)</i>
FAR 52.209-6	Protecting the Government's Interest When Subcontracting with Contractors Debarred, Suspended or Proposed for Debarment (Dec 2010) (Orders above \$30,000 for non-COTS items) (No substitution for "Government")
FAR 52.211-15	Defense Priority and Allocation Requirement (April 2008)
FAR 52.215-14	Integrity of Unit Prices (Oct 2010)
FAR 52.219-8	Utilization of Small Business Concerns (Dec 2010) (Orders for \$150,000 or more)
FAR 52.222-4	Contract Work Hours and Safety Standards Act— Overtime Compensation (July 2005) (Where required by FAR 22.305)
FAR 52.222-21	Prohibition of Segregated Facilities (Feb 1999)
FAR 52.222-26	Equal Opportunity (Mar 2007) (Unless exempt undr E.O. 11246)
FAR 52.222-35	Equal Opportunity for Veterans (Sep 2010) (Orders for \$100,000 or more or otherwise exempt by law)
FAR 52.222-36	Affirmative Action for Workers with Disabilities (Oct 2010) (Orders for \$15,000 or more)
FAR 52.222-37	Employment Reports on Veterans (Sep 2010) (Orders for \$100,000 or more or otherwise exempt by law)
FAR 52.222-40	Notification of Employee Rights Under the National Labor Relations Act (Dec 2010) (E.O. 13496). (Orders for \$10,000 or more unless exempt by law)
FAR 52.222-41	Service Contract Act of 1965, (Nov 2007) (Orders over \$2,500 for services subject to the Service Contract Act of 1965)
FAR 52.222-50	Combating Trafficking in Persons (Feb 2009)
FAR 52.222-51	Exemption from Application of the Service Contract Act to Contracts for Maintenance, Calibration, or Repair of Certain Equipment-- Requirements (Nov 2007)
FAR 52.222-53	Exemption from Application of the Service Contract Act to Contracts for Certain Services--Requirements (Feb 2009)
FAR 52.222-54	Employment Eligibility Verification (Jul 2012). (Orders above \$3,000 and non-COTS per FAR 2-101)
FAR 52.223-3	Hazardous Material Identification and Material Safety Data (Jan 1997)
FAR 52.223-7	Notice of Radioactive Materials (Jan 1997)

FAR 52.223-11	Ozone Depleting Substances (May 2001)
FAR 52.223-18	Encouraging Contractor Policies to Ban Text Messaging While Driving (Aug 2011) (Orders above \$3000)
FAR 52.225-1	Buy American Act – Supplies (Feb 2009)
FAR 52.225-13	Restrictions on Certain Foreign Purchases (Jan 2008)
FAR 52.227-1	Authorization and Consent (Dec 2007)
FAR 52.227-2	Notice and Assistance Regarding Patent and Copyright Infringement (Dec 2007)
FAR 52.234-1	Industrial Resources Developed Under Defense Production Act Title III. (Dec 1994)
FAR 52.245-1	Government Property (Apr 2012) (Applies only if Seller is furnished government property for performance)
FAR 52.242-15	Stop Work Order (Aug 1989)
FAR 52.243-1	Changes – Fixed Price (Aug 1987)
FAR 52.244-6	Subcontracts for Commercial Items (July 2013)
FAR 52.246-2	Inspection of Supplies – Fixed Price (August 1996)
FAR 52.247-63	Preference for U.S.-Flag Air Carriers. (Jun 2003)
FAR 52.247-64	Preference for Privately Owned U.S.-Flag Commercial Vessels. (Feb 2006)
FAR 52.248-1	Value Engineering (Oct 2010) (Orders for \$150,000 or more)
DFARS 252.203-7001	Prohibition on Persons Convicted of Fraud or Other Defense Related Felonies (Dec 2008)
DFARS 252.203-7002	Requirement to Inform Employees of Whistleblower Rights
DFARS 252.204-7000	Disclosure of Information (Dec 1991)
DFARS 252.204-7008	Export Controlled Items (Apr 2010)
DFARS 252.208-7000	Intent to Furnish Precious Metals as Government Furnished Material (Dec 1991)
DFARS 252.209-7004	Subcontracting with Firms that are Owned or Controlled by the Government of a Terrorist Country (Dec 2006)
DFARS 252.211-7003	Item Identification and Valuation (Jun 2011) (For items greater than \$5,000 per unit)
DFARS 252.223-7001	Hazard Warning Labels (Dec 1991)

DFARS 252.223-7008	Prohibition of Hexavalent Chromium (May 2011)
DFARS 252.225-7007	Prohibition on Acquisition of United States Munitions List Items from Communist Chinese Military Companies. (Sep 2006)
DFARS 252.225-7009	Restriction on Acquisition of Certain Articles Containing Specialty Metals (March 2013)
DFARS 252.225-7013	Duty-Free Entry (Jun 2012)
DFARS 252.225-7012	Preference for Certain Domestic Commodities (Feb 2013)
DFARS 252.225-7016	Restriction on Acquisition of Ball and Roller Bearings (Jun 2011)
DFARS 252.225-7025	Restriction on Acquisition of Forgings. (Sep 2009)
DFARS 252.225-7048	Export-Controlled Items. (Jun 2013)
DFARS 252.227-7013	Rights in Technical Data – Non-commercial Items (Feb 2012) <i>(Except delete “[T]o the Contractor” from (b)(1)(vi); delete “contract or” and “thereunder” have from (b)(1)(ix); add “Buyer or” before “Government” in (c) and (i); change second and third occurrences of “Contracting Officer” to “Government” in (e)(4); add “And the Government” after “parties” in (h)(1); and change In (h)(2) “sixty (60)” to “fifty (50)” days. No substitutions for “Government” shall be made.)</i>
DFARS 252.227-7014	Rights in Noncommercial Computer Software and Noncommercial Computer Software Documentation (Feb 2012) <i>Except add “Buyer or” before “Government” in (b)(1)(i); delete “[T]o the Contractor” from (b)(1)(iii); delete “contract or” and “thereunder” from (b)(1)(vi); change the second and third occurrences of “Contracting Officer” to “Government” in (e)(4); add “And the Government” after “parties” in (h)(1); and change In (h)(2) “sixty (60)” to “fifty (50)” days. No substitutions for “Government” shall be made.</i>
DFARS 252.227-7016	Rights in Bid or Proposal Information (Jan 2011)
DFARS 252.227-7017	Identification and Assertion of Use, Release or Disclosure Restrictions (Jan 2011)

DFARS 252.227-7019	Validation of Asserted Restrictions – Computer Software
DFARS 252.227-7026	Deferred Delivery of Technical Data or Computer Software (April 1988)
DFARS 252.227-7027	Deferred Ordering of Technical Data or Computer Software (Apr 1988)
DFARS 252.227-7028	Technical Data or Computer Software Previously Delivered to the Government (Jun 1995)
DFARS 252- 227-7030	Technical Data – Withholding of Payment (Mar 2000)
DFARS 252.227-7037	Validation of Restrictive Markings on Technical Data. (Jun 2013)
DFARS 252.228-7005	Accident Reporting and Investigation Involving Aircraft, Missiles and Space Launch Vehicles (Dec 1991)
DFARS 252.231-7000	Supplemental Cost Principles (Dec 1991)
DFARS 252.243-7001	Pricing of Contract Modifications (Dec 1991)
DFARS 252.243-7002	Requests for Equitable Adjustment (Dec 2012)
DFARS 252.244-7000	Subcontracts for Commercial Items (Jun 2013)
DFARS 252.246-7003	Notification of Potential Safety Issues (Jan 2007)
DFARS 252.246-7007	Contractor Counterfeit Electronic Part Detection and Avoidance System (May 2014) (Applies only if electronic parts or assemblies containing electronic parts are furnished.)
DFARS 252.247-7023	Transportation of Supplies by Sea (May 2002)
DFARS 252.247-7024	Notification of Transportation of Supplies by Sea (Mar 2000)
DFARS 252.249-7002	Notification of Anticipated Contract Termination or Reduction (Oct 2010)

Version Date: October 16, 2014