

Precision Advanced Manufacturing FLOW DOWN CLAUSES

These Government Contract Flowdown Provisions are applicable to all Purchase Orders supporting a U.S. Government contract or subcontract, and are in addition to PAM Standard Terms and Conditions (PAM STC). The Federal Acquisition Regulation (FAR), NASA FAR Supplement (NFS) or other agency FAR supplements identified herein are incorporated by reference with the same force and effect as if set forth in full text. Whenever necessary to make the context of the clauses applicable to this Order, the term “Contractor” shall mean SELLER, the term “Contract”, “Order” or “Agreement” shall mean this Purchase Order, the term “Subcontractor” shall mean a lower tier supplier to SELLER, and the terms “Government,” “Contracting Officer” and equivalent phrases shall mean BUYER, except the terms “Government” and “Contracting Officer” do not change: (a) in the phrases “Government Property,” “Government-Furnished Property,” and “Government-Owned Property,” (b) in the patent clauses incorporated herein, (c) when a right, act, authorization or obligation can be granted or performed only by the Government or the Contracting Officer or their duly authorized representative, (d) when title to property is to be transferred directly to the Government, (e) when access to proprietary financial information or other proprietary data is required except as specifically stated or modified herein. Any reference to a “Disputes” clause shall mean the “Disputes” clause of this Order.

The SELLER agrees to flow-down all applicable Federal Acquisition Regulations (FAR), NASA Federal Supplement (NFS), or other agency clauses to its lower-tier suppliers. The SELLER further agrees that all notifications and other communications required by these clauses shall be made to BUYER’s Authorized Representative, unless this Purchase Order specifically provides otherwise.

The effective version of each provision listed below shall be the latest version published on the date this Purchase Order is issued. If the substance of any of the clauses listed below is different from the substance of the clause actually incorporated in the Prime Contract or higher tier subcontract referenced herein, including any clause modified by amendment to the Prime Contract or higher tier subcontract, the substance of the clause incorporated in said contract shall apply instead. If, during the performance of the Order, SELLER discovers any conflict, error, ambiguity or discrepancy within this Section or between this Section and any other part of the Order, SELLER shall promptly report it to BUYER’s Authorized Representative in writing, who shall issue appropriate clarifying guidance to SELLER. Although BUYER has made every effort to include every potentially applicable clause in this document, any clauses the inclusion of which in this Purchase Order is mandatory under a statute or regulation, shall be considered to be included by operation of law, even if it has been omitted from this Order.

SELLER agrees that upon the request of BUYER it will execute 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 Contract (or higher tier subcontract) and provisions of amendment 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 may be made pursuant to the “Changes” clause of this Order.

The following Clauses apply to all Purchase Orders/Contracts		
52.202-1	Definitions	Nov 2013
52.203-3	Gratuities	Apr 1984
52.209-10	Prohibition on Contracting with Inverted Domestic Corporations	May 2012
52.211-5	Material Requirements	Aug 2000
52.111-1	Notice to the Government of Labor Disputes	Feb 1997
52.222-21	Prohibition of Segregated Facilities	Feb 1999
52.222-26	Equal Opportunity	Mar 2007
52.222-50	Combatting Trafficking in Persons	Feb 2009
52.225-13	Restrictions on Certain Foreign Purchases	Jun 2008
52.232-39	Unenforceability of Unauthorized Obligations	Jul 2013
52.233-1	Disputes (Alternate I) (Dec 1991)	Jul 2002
52.233-4	Applicable Law For Breach of Contract Claim	Oct 2004
52.245-1	Government Property	Apr 2012
52.245-9	Use and Charges	Apr 2012

The following Department of Labor Regulation, Title 41 of the Code of Federal Regulations - Equal Opportunity Clause is incorporated into this Purchase Order as indicated:

60-1.4(a) The Seller shall abide by the requirements of 41 CFR 60-1.4(a). This regulation applies to all Purchase Orders regardless of value of the Purchase Order, and Seller shall flow this clause to all lower tier suppliers. This regulation prohibits discrimination against all individuals based on their race, color, religion, sex, sexual orientation, gender identity, or national origin. This regulation requires that contractors and subcontractors take affirmative action to employ and advance in employment individuals without regard to race, color, religion, sex, sexual orientation, gender identity, or national origin.

60-300.5(a) The Seller shall abide by the requirements of 41 CFR 60-300.5(a). This regulation applies for contracts, subcontracts or purchase orders of \$100,000 or more, and Seller shall flow this clause to its lower tier suppliers accordingly. This regulation prohibits discrimination against qualified protected veterans, and requires affirmative action by covered prime contractors and subcontractors to employ and advance in employment qualified protected veterans.

60-741.5(a) The Seller shall abide by the requirements of 41 CFR 60-741.5(a). This regulation applies for contracts, subcontracts or purchase orders of \$10,000 or more, except that subpart C of Part 40-741 (regarding affirmative action plans) only applies to contracts, subcontracts or purchase orders of \$50,000 or more. Seller shall flow this clause to its lower tier suppliers accordingly. This regulation prohibits discrimination against qualified individuals on the basis of disability, and requires affirmative action by covered prime contractors and subcontractors to employ and advance in employment qualified individuals with disabilities.

The following Clauses apply as appropriate

52.204-2	Security Requirements (applicable if this Order requires access to classified information)	Aug 1996
52.204-9	Personal Identity Verification of Contractor Personnel (applicable if Order requires physical access to federally controlled facility or federal information system)	Jan 2011
52.216-7	Allowable Cost and Payment (applicable to cost reimbursement and time and material other than a contract for a commercial item)	Jun 2013
52.216-8	Fixed Fee (applicable to cost-plus-fixed-fee Orders, excluding construction)	Jun 2013
52.223-5	Pollution Prevention and Right to Know Information (applicable to Orders for performance in whole or in part, on a federal facility)	May 2011 Alt I & Alt II
52.223-7	Notice of Radioactive Materials (applies to Orders for radioactive materials, that meet the criteria in paragraph(a) of the clause)	Jan 1997
52.223-10	Waste Reduction Program (applies to Orders for operations or support services at government owned or operated facilities)	May 2011
52.223-11	Ozone-Depleting Substances (applies to Orders for ozone-depleting substances or supplies that may contain ozone-depleting substances)	May 2001
52.223-15	Energy Efficiency in Energy Consuming Products (applies to Orders for energy consuming products)	Dec 2007
52.223-19	Compliance with Environmental Management Systems (applies to Orders for performance at government facilities in the U.S.)	May 2011
52.225-8	Duty Free Entry	Oct 2010
52.227-11	Patent Rights –Ownership By The Contractor as modified by NFS 1852. 227-11 (in accordance with the prime contract)	Dec 2007
52.227-14	Rights in Data-General as modified by NFS1852.227-14 Alternate II and Alternate III (in accordance with the prime contract)	Dec 2007
52.227-16	Additional Data Requirements	Jun 1987
52.227-93	Applicability of Rights in Data – Special Works (applicable to any data requested by the Government for any legitimate government use)	Mar 2008
52.237-2	Protection of Government Buildings, Equipment, and Vegetation (applies to Orders performed on government installations)	Apr 1984
52.239-1	Privacy or Security Safeguards (applies to Orders which require security of information technology and/or for the design, development, or operation of a system of records using commercial information technology services or support services)	Aug 1996
52.242-1	Notice of Intent to Disallow Costs (applies to cost reimbursement and fixed price incentive Orders)	Apr 1984
52.243-2	Changes – Cost Reimbursement (Alternate II) (Apr 1984) applies to cost reimbursement Orders)	Aug 1987
52.247-63	Preference for U.S.-Flag Air Carriers	Jun 2003
1852.211-70	Packaging, Handling and Transportation	Sep 2005

1852.223-70	Safety and Health	Apr 2002
1852.223-74	Drug and Alcohol Free Workforce	Mar 1996
1852.225-70	Export Licenses	Feb 2000
1852.225-71	Restriction on Funding Activity With China	Feb 2012
1852.225-74	Notification Prior to Acquiring Information Technology Systems From Entities Owned, Directed or Subsidized by the People's Republic of China	Jun 2013
1852.227-72	Designation of New Technology Representative and Patent Representative	Jul 1997
1852.228-76	Cross Waiver of Liability for International Space Station (ISS) Activities	Oct 2012
1852.228-78	Cross Waiver of Liability for Science or Space Exploration Activities Unrelated to the ISS	Oct 2012
1852.237-72	Access to Sensitive Information	Jun 2005
1852.237-73	Release of Sensitive Information	Jun 2005
1852.245-74	Identification and Marking of Government Equipment	Jan 2011
The Following Clauses Apply If the Purchase Order/Contract Exceeds Micro-Purchase Threshold		
52.222-3	Convict Labor	Jun 2003
52.222-54	Employment Eligibility Verification	Aug 2013
52.223-6	Drug Free Workplace	May 2001
52.223-18	Encouraging Contractor Policies to Ban Text Messaging While Driving	Aug 2011
52.225-1	Buy American Act – Supplies	Feb 2009
The Following Clauses Apply If the Purchase Order/Contract Exceeds \$10,000 or as indicated		
52.222-40	Notification of Employee Rights Under the National Labor Relations Act (applicable to Orders performed wholly or partially in the U.S.)	Dec 2010
52.222-36	Affirmative Actions for Workers With Disabilities (applicable if Order exceeds \$15,000)	Oct 2010
52.204-10	Reporting Executive Compensation And First Tier Subcontractor Awards (applicable if Order exceeds \$25,000)	Jul 2013
52.209-6	Protecting The Government's Interest When Subcontracting With Contractors Debarred, Suspended Or Proposed For Debarment. (applicable if order exceeds \$30,000)	Aug 2013
The Following Clauses Apply If the Purchase Order/Contract Exceeds \$150,000		
52.203-5	Covenant Against Contingent Fees	Apr 1984
52.203-6	Restrictions On Subcontractor Sales To The Government	Sep 2006
52.203-7	Anti-Kickback Procedures	Oct 2010
52.203-8	Cancellation, Rescission, and Recovery of Funds for Illegal or Improper Activity (for other than commercial items that exceed the simplified acquisition threshold)	Jan 1997
52.203-10	Price or Fee Adjustment for Illegal or Improper Activity (for other than commercial items that exceed the simplified acquisition threshold)	Jan 1997
52.203-11	Certification And Disclosure Regarding Payments To Influence Certain Federal Transactions	Sep 2007
52.203-12	Limitation On Payments To Influence Certain Federal Transactions	Oct 2010
52.203-16	Preventing Personal Conflicts Of Interest	Dec 2011
52.204-4	Printed or Copied Double-sided on Postconsumer Fiber Content Paper	May 2011
52.215-2	Audit and Records –Negotiations	Oct 2010
52.215-14	Integrity of Unit Prices (excluding paragraph (b))	Oct 2010
52.215-23	Limitations on Pass-Through Charges (applicable to cost-reimbursement Orders)	Oct 2009
52.222-35	Equal Opportunity for Veterans	Sep 2010
52.222-37	Employment Reports on Veterans	Sep 2010
52.227-1	Authorization and Consent	Dec 2007
52.227-2	Notice and Assistance Regarding Patent and Copyright Infringement	Dec 2007
52.242-13	Bankruptcy	Jul 1995
52.244-2	Subcontracts [para (d) Professional and Consultant Costs as defined in FAR 31.205-33 and paragraph (j) None]	Oct 2010
52.246-25	Limitation of Liability – Services	Feb 1997

52.222-38	Compliance With Veterans' Employment Reporting Requirements (not applicable for commercial item)	Sep 2010
The Following Clauses Apply If the Purchase Order/Contract Exceeds \$750,000		
52.215-13	Subcontractor Certified Cost or Pricing Data – Modifications (applies to modifications unless exempt under FAR 15.403)	Aug 2011
52.242-3	Penalties for Unallowable Costs (not applicable to Orders for fixed price without cost incentive or fixed price for commercial items)	May 2001
52.243-7	Notification of Changes (applies to Orders exceeding \$1,000,000). [Paragraph (b) within 5 calendar days and Paragraph (d) within 15 calendar days]	Apr 1984
The Following Clauses Apply If the Purchase Order/Contract Exceeds \$5,000,000		
52.203-13	Contractor Code of Business Ethics and Conduct (applicable if Orders period of performance is more than 120 days and exceeds \$5,000,000)	Apr 2010
52.203-14	Display of Hotline Posters (applicable if Order exceeds \$5,500,000, exclude commercial items or work performed outside of U.S.)	Dec 2007
Property Clause Applicability On-Site and Off-Site (FAR 52.245-96) - Requirements for control and accountability of Government Furnished and/or acquired Government property located at government controlled /managed premises (on-site) and at Contractor controlled and managed premises (off-site);		
Clause applicable to on-site and off-site		
52.245-1	Government Property	
52.245-9	Use and Charges	
1852.245-70	Contractor Request for Government Provided Equipment	
1852.245-72	Liability for Government Property Furnished for Repair or Other Services	
1852.245-74	Identification and Marking of Government Equipment	
1852.245-75	Property Management Changes	
1852.245-78	Physical Inventory of Capital Personal Property	
1852.245-79	Records and Disposition Reports for Government Property with Historic or Significant Real Value	
1852.245-83	Real Property Management Requirements	
Clause applicable only to off-site locations		
1852.245-73	Financial Reporting of NASA Property in the Custody of Contractors	
1852.245-76	List of Government Property Furnished Pursuant to FAR 52.245-1	
Clause applicable only to on-site locations		
52.245-2	Government Property Installation Operation Services	
52.245-93	Reports of Contractor Acquired Government Property	
1852.245-71	Installation Accountable Government Property	
1852.245-77	List of Government Property Furnished Pursuant to FAR 52.245-2	
1852.245-82	Occupancy Management Requirements	