



## **FAR AND DFARS FLOW DOWNS ELECTRO-MINIATURES CORP.**

### **1. GENERAL PROVISIONS**

The Federal Acquisition Regulation (FAR) and Defense Federal Acquisition Regulation Supplement (DFARS) clauses 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.

If the goods or services being purchased meets the FAR Part 2 definition of Commercial item or service, then only part 3 will apply and if the goods are a Commercial Off the Shelf (COTS) item, then only part 4 will apply.

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/>.

### **2. FAR REQUIREMENTS**

|           |                                                                                                             |
|-----------|-------------------------------------------------------------------------------------------------------------|
| 52.202-1  | Definitions                                                                                                 |
| 52.203-3  | Gratuities.                                                                                                 |
| 52.203-5  | Covenant Against Contingent Fees.                                                                           |
| 52.203-6  | Restrictions on Subcontractor Sales to the Government (over the Simplified Acquisition Threshold).          |
| 52.203-7  | Anti-Kickback Procedures (over \$200,000).                                                                  |
| 52.203-11 | Certification and Disclosure Regarding Payments to Influence Certain Federal Transactions (over \$200,000). |
| 52.203-12 | Limitation on Payments to Influence Certain Federal Transactions (over \$200,000).                          |

|           |                                                                                                                                                             |
|-----------|-------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 52.203-13 | Contractor Code of Business Ethics and Conduct (over \$7,500,000).                                                                                          |
| 52.203-14 | Display of Hotline Poster(s) (over \$7,500,000).                                                                                                            |
| 52.203-15 | Whistleblower Protections Under the American Recovery and Reinvestment Act of 2009 (if the Contract is funded in whole or in part with Recovery Act Funds). |
| 52.203-17 | Contractor Employee Whistleblower Rights and Requirement To Inform Employees of Whistleblower Rights (not applicable to DoD, NASA, and the Coast Guard).    |
| 52.203-19 | Prohibition on Requiring Certain Internal Confidentiality Agreements or Statements.                                                                         |
| 52.204-21 | Basic Safeguarding of Covered Contractor Information Systems (applicable only if DFARS 252.204-2012 is not applicable).                                     |
| 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.                                                     |
| 52.204-27 | Prohibition on a ByteDance Covered Application.                                                                                                             |
| 52.209-6  | Protecting the Government's Interest When Subcontracting with Contractors Debarred, Suspended, or Proposed for Debarment (over \$45,000).                   |
| 52.211-5  | Material Requirements.                                                                                                                                      |
| 52.211-15 | Defense Priority and Allocation Requirements (applicable if a rated order).                                                                                 |
| 52.219-8  | Utilization of Small Business Concerns (over Simplified Acquisition Threshold).                                                                             |
| 52.219-9  | Small Business Subcontracting Plan (over \$900,000, unless a small business).                                                                               |
| 52.222-20 | Contracts for Materials, Supplies, Articles, and Equipment (over \$20,000).                                                                                 |

|           |                                                                                                                 |
|-----------|-----------------------------------------------------------------------------------------------------------------|
| 52.222-21 | Prohibition of Segregated Facilities.                                                                           |
| 52.222-26 | Equal Opportunity.                                                                                              |
| 52.222-35 | Equal Opportunity for Veterans (over \$200,000).                                                                |
| 52.222-36 | Equal Opportunity for Workers with Disabilities (over \$20,000).                                                |
| 52.222-37 | Employment Reports on Veterans (over \$200,000).                                                                |
| 52.222-40 | Notification of Employee Rights Under the National Labor Relations Act (over Simplified Acquisition Threshold). |
| 52.222-50 | Combating Trafficking in Persons (over \$700,000).                                                              |
| 52.222-54 | Employment Eligibility Verification (over \$150,000).                                                           |
| 52.223-11 | Ozone-Depleting Substances and High Global Warming Potential Hydrofluorocarbons.                                |
| 52.225-1  | Buy American-Supplies (over \$50,000 unless otherwise excepted).                                                |
| 52.225-5  | Trade Agreements (over \$174,000 unless otherwise excepted).                                                    |
| 52.225-8  | Duty Free Entry (over Simplified Acquisition Threshold and DFARS 252.225-7013 does not apply).                  |
| 52.225-13 | Restrictions on Certain Foreign Purchases.                                                                      |
| 52.226-7  | Drug Free Workplace (over Simplified Acquisition Threshold).                                                    |
| 52.226-8  | Encouraging Contractor Policies to Ban Text Messaging While Driving.                                            |
| 52.227-14 | Rights in Data-General (unless the DFARS clause is included).                                                   |
| 52.242-15 | Stop Work Order.                                                                                                |
| 52.243-6  | Change Order Accounting.                                                                                        |

|           |                                                                               |
|-----------|-------------------------------------------------------------------------------|
| 52.244-6  | Subcontracts for Commercial Products and Commercial Services.                 |
| 52.245-1  | Government Property.                                                          |
| 52.246-2  | Inspection Of Supplies – Fixed Price (over Simplified Acquisition Threshold). |
| 52.246-11 | Higher-level Contract Quality Requirement.                                    |
| 52.246-16 | Responsibility For Supplies (over Simplified Acquisition Threshold).          |
| 52.247-64 | Preference for Privately Owned U.S. Flag Commercial Vessels.                  |
| 52.249-2  | Termination for Convenience of the Government (Fixed-Price).                  |

## **2. DFARS REQUIREMENTS**

|              |                                                                                                                                   |
|--------------|-----------------------------------------------------------------------------------------------------------------------------------|
| 252.203-7000 | Requirements Relating to Compensation of Former DoD Officials.                                                                    |
| 252.203-7001 | Prohibition on Persons Convicted of Fraud or Other Defense Contract-Related Felonies (over the Simplified Acquisition Threshold). |
| 252.203-7002 | Requirement to Inform Employees of Whistleblower Rights.                                                                          |
| 252.203-7003 | Agency Office of the Inspector General (if FAR 52.203-13 is applicable).                                                          |
| 252.203-7004 | Display of Hotline Posters (over \$7,500,000).                                                                                    |
| 252.204-7000 | Disclosure of Information.                                                                                                        |
| 252.204-7012 | Safeguarding Covered Defense Information and Cyber Incident Reporting.                                                            |
| 252.204-7018 | Prohibition on the Acquisition of Covered Defense Telecommunications Equipment or Services.                                       |
| 252.204-7020 | NIST SP 800-171 DoD Assessment Requirements.                                                                                      |

|              |                                                                                                                                                                                              |
|--------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 252.204-7021 | Cybersecurity Maturity Model Certification Requirements.                                                                                                                                     |
| 252.208-7000 | Intent to Furnish Precious Metals as Government-Furnished Material (over the Simplified Acquisition Threshold).                                                                              |
| 252.209-7004 | Subcontracting with Firms that are Owned or Controlled by the Government of a Country that is a State Sponsor of Terrorism (over \$200,000).                                                 |
| 252.211-7003 | Item Unique Identification and Valuation.                                                                                                                                                    |
| 252.211-7008 | Use of Government-Assigned Serial Numbers.                                                                                                                                                   |
| 252.219-7003 | Small Business Subcontracting Plan (DoD Contracts).                                                                                                                                          |
| 252.223-7008 | Prohibition of Hexavalent Chromium.                                                                                                                                                          |
| 252.225-7001 | Buy American Act and Balance of Payments Program.                                                                                                                                            |
| 252.225-7002 | Qualifying County Sources as Subcontractors.                                                                                                                                                 |
| 252.225-7007 | Prohibition on Acquisition of Certain Items from Communist Chinese Military Companies (applicable if the item is on the U.S. Munitions List or the 600 series of the Commerce Control List). |
| 252.225-7008 | Restriction on Acquisition of Specialty Metals (over the Simplified Acquisition Threshold and the specialty metal is the end item).                                                          |
| 252.225-7009 | Restriction on Acquisition of Certain Articles Containing Specialty Metals (over the Simplified Acquisition Threshold and the item is a component of ... tank or automotive items).          |
| 252.225-7012 | Preference for Certain Domestic Commodities (over \$200,000).                                                                                                                                |
| 252.225-7013 | Duty Free Entry.                                                                                                                                                                             |
| 252.225-7016 | Restriction on Acquisition of Ball and Roller Bearings.                                                                                                                                      |
| 252.225-7021 | Trade Agreements.                                                                                                                                                                            |

|              |                                                                                                                                       |
|--------------|---------------------------------------------------------------------------------------------------------------------------------------|
| 252.225-7025 | Restriction on Acquisition of Forgings.                                                                                               |
| 252.225-7036 | Buy American - Free Trade Agreements - Balance of Payments Program.                                                                   |
| 252.225-7048 | Export-Controlled Items.                                                                                                              |
| 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 (over \$500,000). |
| 252.226-7003 | Drug Free Work Force (over the Simplified Acquisition Threshold and classified information will be provided).                         |
| 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.                                                                                                      |
| 252.227-7019 | Validation of Asserted Restrictions—Computer Software.                                                                                |
| 252.227-7030 | Technical Data—Withholding of Payment.                                                                                                |
| 252.227-7037 | Validation of Restrictive Markings on Technical Data.                                                                                 |
| 252.243-7001 | Pricing of Contract Modifications.                                                                                                    |
| 252.244-7000 | Subcontracts for Commercial Items.                                                                                                    |
| 252.246-7007 | Contractor Counterfeit Electronic Part Detection and Avoidance System.                                                                |
| 252.246-7008 | Sources of Electronic Parts.                                                                                                          |

### **3. CLAUSES APPLICABLE TO COMMERICAL PURCHASES:**

#### **A. FAR:**

|          |              |
|----------|--------------|
| 52.202-1 | Definitions. |
|----------|--------------|

|           |                                                                                                                                                          |
|-----------|----------------------------------------------------------------------------------------------------------------------------------------------------------|
| 52.203-3  | Gratuities.                                                                                                                                              |
| 52.203-13 | Contractor Code of Business Ethics and Conduct (over \$7,500,000).                                                                                       |
| 52.203-19 | Prohibition on Requiring Certain Internal Confidentiality Agreements or Statements.                                                                      |
| 52.204-21 | Basic Safeguarding of Covered Contractor Information Systems (if provided Federal contracting information and the DFARS 252.204-7012 is not applicable). |
| 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.                                                  |
| 52.204-27 | Prohibition on a ByteDance Covered Application.                                                                                                          |
| 52.219-8  | Utilization of Small Business Concerns (over Simplified Acquisition Threshold and not a small business).                                                 |
| 52.222-21 | Prohibition of Segregated Facilities.                                                                                                                    |
| 52.222-26 | Equal Opportunity.                                                                                                                                       |
| 52.222-35 | Equal Opportunity for Veterans (over \$200,000).                                                                                                         |
| 52.222-36 | Equal Opportunity for Workers with Disabilities (over \$20,000).                                                                                         |
| 52.222-37 | Employment Reports on Veterans (over \$200,000).                                                                                                         |
| 52.222-40 | Notification of Employee Rights Under the National Labor Relations Act (over Simplified Acquisition Threshold).                                          |
| 52.222-50 | Combating Trafficking in Persons (over \$700,000).                                                                                                       |
| 52.222-54 | Employment Eligibility Verification (over \$150,000).                                                                                                    |
| 52.225-13 | Restrictions on Certain Foreign Purchases.                                                                                                               |

|           |                                                                      |
|-----------|----------------------------------------------------------------------|
| 52.226-8  | Encouraging Contractor Policies to Ban Text Messaging While Driving. |
| 52.244-6  | Subcontracts for Commercial Products and Commercial Services.        |
| 52.245-1  | Government Property.                                                 |
| 52.247-64 | Preference for Privately Owned U.S. Flag Commercial Vessels.         |

**B. DFARS:**

|              |                                                                                                                                                                                              |
|--------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 252.203-7000 | Requirements Relating to Compensation of Former DoD Officials.                                                                                                                               |
| 252.203-7002 | Requirement to Inform Employees of Whistleblower Rights.                                                                                                                                     |
| 252.204-7012 | Safeguarding Covered Defense Information and Cyber Incident Reporting.                                                                                                                       |
| 252.204-7018 | Prohibition on the Acquisition of Covered Defense Telecommunications Equipment or Services.                                                                                                  |
| 252.204-7020 | NIST SP 800-171 DoD Assessment Requirements.                                                                                                                                                 |
| 252.204-7021 | Cybersecurity Maturity Model Certification Requirements (only applicable after DoD adds to Prime Contracts).                                                                                 |
| 252.211-7003 | Item Unique Identification and Valuation.                                                                                                                                                    |
| 252.211-7008 | Use of Government-Assigned Serial Numbers.                                                                                                                                                   |
| 252.225-7001 | Buy American Act and Balance of Payments Program.                                                                                                                                            |
| 252.225-7002 | Qualifying Country Sources as Subcontractors.                                                                                                                                                |
| 252.225-7007 | Prohibition on Acquisition of Certain Items from Communist Chinese Military Companies (applicable if the item is on the U.S. 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 (over \$200,000).                                                                         |
| 252.225-7013 | Duty Free Entry.                                                                                                                      |
| 252.225-7021 | Trade Agreements.                                                                                                                     |
| 252.225-7036 | Buy American - Free Trade Agreements - Balance of Payments Program.                                                                   |
| 252.225-7048 | Export-Controlled Items.                                                                                                              |
| 252.226-7001 | Utilization of Indian Organizations, Indian-Owned Economic Enterprises, and Native Hawaiian Small Business Concerns (over \$500,000). |
| 252.227-7015 | Technical Data-Commercial Items.                                                                                                      |
| 252.227-7030 | Technical Data–Withholding of Payment.                                                                                                |
| 252.227-7037 | Validation of Restrictive Markings on Technical Data.                                                                                 |
| 252.244-7000 | Subcontracts for Commercial Items.                                                                                                    |
| 252.246-7007 | Contractor Counterfeit Electronic Part Detection and Avoidance System.                                                                |
| 252.246-7008 | Source of Electronic Parts.                                                                                                           |

#### **4. CLAUSES APPLICABLE TO COMMERICAL OFF THE SHELF (COTS)**

##### **A. FAR:**

|           |                                                                                                                                   |
|-----------|-----------------------------------------------------------------------------------------------------------------------------------|
| 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.                           |
| 52.204-27 | Prohibition on a ByteDance Covered Application.                                                                                   |

|           |                                                                                                                     |
|-----------|---------------------------------------------------------------------------------------------------------------------|
| 52.222-21 | Prohibition of Segregated Facilities.                                                                               |
| 52.222-26 | Equal Opportunity.                                                                                                  |
| 52.222-35 | Equal Opportunity for Veterans (over \$200,000).                                                                    |
| 52.222-36 | Equal Opportunity for Workers with Disabilities (over \$20,000).                                                    |
| 52.222-37 | Employment Reports on Veterans (over \$200,000).                                                                    |
| 52.222-40 | Notification of Employee Rights Under the National Labor Relations Act (over the Simplified Acquisition Threshold). |
| 52.222-50 | Combating Trafficking in Persons.                                                                                   |

## **B. DFARS**

|              |                                                                                                                                                                                                  |
|--------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 252.203-7002 | Requirement to Inform Employees of Whistleblower Rights.                                                                                                                                         |
| 252.204-7012 | Safeguarding Covered Defense Information and Cyber Incident Reporting (only if the Seller will have access to CUI.)                                                                              |
| 252.204-7018 | Prohibition on the Acquisition of Covered Defense Telecommunications Equipment or Services.                                                                                                      |
| 252.225-7007 | Prohibition on the Acquisition of Certain Items from Communist Chinese Military Companies (applicable if the item is on the U.S. Munitions List or the 600 series of the Commerce Control List). |
| 252.225-7008 | Restriction on Acquisition of Specialty Metals (as modified in para. (e)).                                                                                                                       |
| 252.225-7048 | Export-Controlled Items.                                                                                                                                                                         |
| 252.226-7001 | Utilization of Indian Organizations, Indian-Owned Economic Enterprises, and Native Hawaiian Small Business Concerns (over \$500,000).                                                            |