

Clause(s):

CUSTOM CO ADDED TERMS AND CONDITIONS

In the case of a conflict between the terms and conditions of the contractor's agreement and the terms and conditions of this purchase order, all applicable federal statutes and regulations shall govern.

FAR 52.212-4 CONTRACT TERMS AND CONDITIONS – COMMERCIAL ITEMS (JAN 2017)

This clause is incorporated by reference. The full text of the clause is available at:

<https://www.acquisition.gov/FAR/>.

FAR 52.212-5 CONTRACT TERMS AND CONDITIONS REQUIRED TO IMPLEMENT STATUTES OR EXECUTIVE ORDERS – COMMERCIAL ITEMS (JAN 2018)

(a) The Contractor shall comply with the following Federal Acquisition Regulation (FAR) clauses, which are incorporated in this contract by reference, to implement provisions of law or Executive orders applicable to acquisitions of commercial items:

- 52.203-19 Prohibition on Requiring Certain Internal Confidentiality Agreements or Statements (JAN 2017)
- 52.209-10 Prohibition on Contracting with Inverted Domestic Corporations (NOV 2015)
- 52.233-3 Protest After Award (AUG 1996)
- 52.233-4 Applicable Law for Breach of Contract Claim (OCT 2004)

(b) The Contractor shall comply with the FAR clauses in this paragraph (b) that the Contracting Officer has indicated as being incorporated in this contract by reference to implement provisions of law or Executive orders applicable to acquisitions of commercial items:

- 52.203-6 Restrictions on Subcontractor Sales to the Government (SEPT 2006)
 - Alternate I (OCT 1995)
- 52.203-13 Contractor Code of Business Ethics and Conduct (OCT 2015)
- 52.203-15 Whistleblower Protections under the American Recovery and Reinvestment Act of 2009 (JUNE 2010)
- 52.204-10 Reporting Executive Compensation and First-Tier Subcontract Awards (OCT 2016)
- [Reserved]
- 52.204-14 Service Contract Reporting Requirements (OCT 2016)
- 52.204-15 Service Contract Reporting Requirements for Indefinite-Delivery Contracts (OCT 2016)
- 52.209-6 Protecting the Government's Interest When Subcontracting with Contractors Debarred, Suspended, or Proposed for Debarment (OCT 2015)
- 52.209-9 Updates of Publicly Available Information Regarding Responsibility Matters (JUL 2013)

- [Reserved]
- 52.219-3 Notice of Total HUBZone Set-Aside (NOV 2011)
 - Alternate I (NOV 2011)
- 52.219-4 Notice of Price Evaluation Preference for HUBZone Small Business Concerns (OCT 2014)
 - Alternate I (JAN 2011)
- [Reserved]
- 52.219-6 Notice of Total Small Business Set-Aside (NOV 2011)
 - Alternate I (NOV 2011)
 - Alternate II (NOV 2011)
- 52.219-7 Notice of Partial Small Business Set-Aside (JUN 2003)
 - Alternate I (OCT 1995)
 - Alternate II (MAR 2004)
- 52.219-8 Utilization of Small Business Concerns (NOV 2016)
- 52.219-9 Small Business Subcontracting Plan (JAN 2017)
 - Alternate I (NOV 2016)
 - Alternate II (NOV 2016)
 - Alternate III (NOV 2016)
 - Alternate IV (NOV 2016)
- 52.219-13 Notice of Set-Aside of Orders (NOV 2011)
- 52.219-14 Limitations on Subcontracting (JAN 2017)
- 52.219-16 Liquidated Damages – Subcontracting Plan (JAN 1999)
- 52.219-27 Notice of Service-Disabled Veteran-Owned Small Business Set-Aside (NOV 2011)
- 52.219-28 Post Award Small Business Program Rerepresentation (JUL 2013)
- 52.219-29 Notice of Set-Aside for, or Sole Source Award to, Economically Disadvantaged Women-Owned Small Business Concerns Eligible Under the Women-Owned Small Business Program (DEC 2015)
- 52.219-30 Notice of Set-Aside for, or Sole Source Award to, Women-Owned Small Business Concerns Eligible Under the Women-Owned Small Business Program (DEC 2015)
- 52.222-3 Convict Labor (JUN 2003)

- 52.222-19 Child Labor – Cooperation with Authorities and Remedies (JAN 2018)
- 52.222-21 Prohibition of Segregated Facilities (APR 2015)
- 52.222-26 Equal Opportunity (SEPT 2016)
- 52.222-35 Equal Opportunity for Veterans (OCT 2015)
- 52.222-36 Equal Opportunity for Workers with Disabilities (JUL 2014)
- 52.222-37 Employment Reports on Veterans (FEB 2016)
- 52.222-40 Notification of Employee Rights Under the National Labor Relations Act (DEC 2010)
- 52.222-50 Combating Trafficking in Persons (MAR 2015)
 - Alternate I (MAR 2015)
- 52.222-54 Employment Eligibility Verification (OCT 2015)
- 52.223-9 Estimate of Percentage of Recovered Material Content for EPA-Designated Products (MAY 2008)
 - Alternate I (MAY 2008)
- 52.223-11 Ozone-Depleting Substances and High Global Warming Potential Hydrofluorocarbons (JUN 2016)
- 52.223-12 Maintenance, Service, Repair or Disposal of Refrigeration Equipment and Air Conditioners (JUN 2016)
- 52.223-13 Acquisition of EPEAT®-Registered Imaging Equipment (JUNE 2014)
 - Alternate I (OCT 2015)
- 52.223-14 Acquisition of EPEAT®-Registered Televisions (JUNE 2014)
 - Alternate I (JUNE 2014)
- 52.223-15 Energy Efficiency in Energy-Consuming Products (DEC 2007)
- 52.223-16 Acquisition of EPEAT®-Registered Personal Computer Products (OCT 2015)
 - Alternate I (JUNE 2014)
- 52.223-18 Encouraging Contractor Policies to Ban Text Messaging While Driving (AUG 2011)
- 52.223-20 Aerosols (JUN 2016)
- 52.223-21 Foams (JUN 2016)
- 52.224-3 Privacy Training (JAN 2017)
 - Alternate 1 (JAN 2017)

- 52.225-1 Buy American – Supplies (MAY 2014)
- 52.225-3 Buy American – Free Trade Agreements – Israeli Trade Act (MAY 2014)
 - Alternate I (MAY 2014)
 - Alternate II (MAY 2014)
 - Alternate III (MAY 2014)
- 52.225-5 Trade Agreements (OCT 2016)
- 52.225-13 Restrictions on Certain Foreign Purchases (JUN 2008)
- 52.225-26 Contractors Performing Private Security Functions Outside the United States (OCT 2016)
- 52.226-4 Notice of Disaster or Emergency Area Set-Aside (NOV 2007)
- 52.226-5 Restrictions on Subcontracting Outside Disaster or Emergency Area (NOV 2007)
- 52.232-29 Terms for Financing of Purchases of Commercial Items (FEB 2002)
- 52.232-30 Installment Payments for Commercial Items (JAN 2017)
- 52.232-33 Payment by Electronic Funds Transfer—System for Award Management (JUL 2013)
- 52.232-34 Payment by Electronic Funds Transfer—Other than System for Award Management (JUL 2013)
- 52.232-36 Payment by Third Party (MAY 2014)
- 52.239-1 Privacy or Security Safeguards (AUG 1996)
- 52.242-5 Payments to Small Business Subcontractors (JAN 2017)
- 52.247-64 Preference for Privately Owned U.S.-Flag Commercial Vessels (FEB 2006)
 - Alternate I (APR 2003)

(c) The Contractor shall comply with the FAR clauses in this paragraph (c), applicable to commercial services, that the Contracting Officer has indicated as being incorporated in this contract by reference to implement provisions of law or Executive orders applicable to acquisitions of commercial items:

- 52.222-17 Nondisplacement of Qualified Workers (MAY 2014)
- 52.222-41 Service Contract Labor Standards (MAY 2014)
- 52.222-42 Statement of Equivalent Rates for Federal Hires (MAY 2014)
- 52.222-43 Fair Labor Standards Act and Service Contract Labor Standards—Price Adjustment (Multiple Year and Option Contracts) (MAY 2014)
- 52.222-44 Fair Labor Standards Act and Service Contract Act—Price Adjustment (MAY 2014)

- 52.222-51 Exemption from Application of the Service Contract Labor Standards to Contracts for Maintenance, Calibration, or Repair of Certain Equipment—Requirements (MAY 2014)
- 52.222-53 Exemption from Application of the Service Contract Labor Standards to Contracts for Certain Services—Requirements (MAY 2014)
- 52.222-55 Minimum Wages Under Executive Order 13658 (DEC 2015)
- 52.222-62 Paid Sick Leave Under Executive Order 13706 (JAN 2017)
- 52.226-6 Promoting Excess Food Donation to Nonprofit Organizations (MAY 2014)
- 52.237-11 Accepting and Dispensing of \$1 Coin (SEPT 2008)

(d) *Comptroller General Examination of Record.* The Contractor shall comply with the provisions of this paragraph (d) if this contract was awarded using other than sealed bid, is in excess of the simplified acquisition threshold, and does not contain the clause at [52.215-2](#), Audit and Records-Negotiation.

(1) The Comptroller General of the United States, or an authorized representative of the Comptroller General, shall have access to and right to examine any of the Contractor's directly pertinent records involving transactions related to this contract.

(2) The Contractor shall make available at its offices at all reasonable times the records, materials, and other evidence for examination, audit, or reproduction, until 3 years after final payment under this contract or for any shorter period specified in FAR [Subpart 4.7](#), Contractor Records Retention, of the other clauses of this contract. If this contract is completely or partially terminated, the records relating to the work terminated shall be made available for 3 years after any resulting final termination settlement. Records relating to appeals under the disputes clause or to litigation or the settlement of claims arising under or relating to this contract shall be made available until such appeals, litigation, or claims are finally resolved.

(3) As used in this clause, records include books, documents, accounting procedures and practices, and other data, regardless of type and regardless of form. This does not require the Contractor to create or maintain any record that the Contractor does not maintain in the ordinary course of business or pursuant to a provision of law.

(e)(1) Notwithstanding the requirements of the clauses in paragraphs (a), (b), (c), and (d) of this clause, the Contractor is not required to flow down any FAR clause, other than those in this paragraph (e)(1) in a subcontract for commercial items. Unless otherwise indicated below, the extent of the flow down shall be as required by the clause-

- (i) [52.203-13](#), Contractor Code of Business Ethics and Conduct (Oct 2015) ([41 U.S.C. 3509](#)).
- (ii) [52.203-19](#), Prohibition on Requiring Certain Internal Confidentiality Agreements or Statements (Jan 2017) (section 743 of Division E, Title VII, of the Consolidated and Further Continuing Appropriations Act, 2015 (Pub. L. 113- 235) and its successor provisions in subsequent appropriations acts (and as extended in continuing resolutions)).
- (iii) [52.219-8](#), Utilization of Small Business Concerns (Nov 2016) ([15 U.S.C. 637\(d\)\(2\)](#) and (3)), in all subcontracts that offer further subcontracting opportunities. If the subcontract (except subcontracts to

small business concerns) exceeds \$700,000 (\$1.5 million for construction of any public facility), the subcontractor must include [52.219-8](#) in lower tier subcontracts that offer subcontracting opportunities.

(iv) [52.222-17](#), Nondisplacement of Qualified Workers (May 2014) (E.O. 13495). Flow down required in accordance with paragraph (l) of FAR clause [52.222-17](#).

(v) [52.222-21](#), Prohibition of Segregated Facilities (Apr 2015)

(vi) [52.222-26](#), Equal Opportunity (Sept 2016) (E.O. 11246).

(vii) [52.222-35](#), Equal Opportunity for Veterans (Oct 2015) ([38 U.S.C. 4212](#)).

(viii) [52.222-36](#), Equal Opportunity for Workers with Disabilities (Jul 2014) ([29 U.S.C. 793](#)).

(ix) [52.222-37](#), Employment Reports on Veterans (Feb 2016) ([38 U.S.C. 4212](#))

(x) [52.222-40](#), Notification of Employee Rights Under the National Labor Relations Act (Dec 2010) (E.O. 13496). Flow down required in accordance with paragraph (f) of FAR clause [52.222-40](#).

(xi) [52.222-41](#), Service Contract Labor Standards (May 2014) ([41 U.S.C. chapter 67](#)).

(xii)

__ (A) [52.222-50](#), Combating Trafficking in Persons (Mar 2015) ([22 U.S.C. chapter 78](#) and E.O. 13627).

__ (B) Alternate I (Mar 2015) of [52.222-50](#) ([22 U.S.C. chapter 78](#) and E.O. 13627).

(xiii) [52.222-51](#), Exemption from Application of the Service Contract Labor Standards to Contracts for Maintenance, Calibration, or Repair of Certain Equipment-Requirements (May 2014) ([41 U.S.C. chapter 67](#)).

(xiv) [52.222-53](#), Exemption from Application of the Service Contract Labor Standards to Contracts for Certain Services-Requirements (May 2014) ([41 U.S.C. chapter 67](#)).

(xv) [52.222-54](#), Employment Eligibility Verification (Oct 2015).

(xvi) [52.222-55](#), Minimum Wages Under Executive Order 13658 (Dec 2015).

(xix) [52.222-62](#), Paid Sick Leave Under Executive Order 13706 (JAN 2017) (E.O. 13706).

(xx) (A) [52.224-3](#), Privacy Training (JAN 2017) (5U.S.C. 552a).

(B) Alternate I (JAN 2017) of [52.224-3](#).

(xxi) [52.225-26](#), Contractors Performing Private Security Functions Outside the United States (OCT 2016) (Section 862, as amended, of the National Defense Authorization Act for Fiscal Year 2008; [10 U.S.C. 2302 Note](#)).

(xxii) [52.226-6](#), Promoting Excess Food Donation to Nonprofit Organizations (May 2014) ([42 U.S.C. 1792](#)). Flow down required in accordance with paragraph (e) of FAR clause [52.226-6](#).

(xxiii) [52.247-64](#), Preference for Privately Owned U.S.-Flag Commercial Vessels (Feb 2006) ([46 U.S.C. Appx. 1241\(b\)](#) and [10 U.S.C. 2631](#)). Flow down required in accordance with paragraph (d) of FAR clause [52.247-64](#).

(2) While not required, the contractor may include in its subcontracts for commercial items a minimal number of additional clauses necessary to satisfy its contractual obligations.

FAR 52.252-2 CLAUSES INCORPORATED BY REFERENCE (FEB 1998)

This contract incorporates one or more clauses by reference, with the same force and effect as if they were given in full text. Upon request, the Contracting Officer will make their full text available. Also, the full text of a clause may be accessed electronically at this address: <https://www.acquisition.gov/FAR/>.

FAR 52.232-39 UNENFORCEABILITY OF UNAUTHORIZED OBLIGATIONS (JUNE 2013)

This clause is incorporated by reference. The full text of the clause is available at: <https://www.acquisition.gov/FAR/>.

**FAR 52.232-40 PROVIDING ACCELERATED PAYMENTS TO SMALL BUSINESS
SUBCONTRACTORS (DEC 2013)**

This clause is incorporated by reference. The full text of the clause is available at:
<https://www.acquisition.gov/FAR/>.

**FAR 52.209-10 PROHIBITION ON CONTRACTING WITH INVERTED DOMESTIC CORPORATIONS
(NOV 2015)**

(a) Definitions. As used in this clause—

“Inverted domestic corporation” means a foreign incorporated entity that meets the definition of an inverted domestic corporation under 6 U.S.C. 395(b), applied in accordance with the rules and definitions of 6 U.S.C. 395(c).

“Subsidiary” means an entity in which more than 50 percent of the entity is owned—

(1) Directly by a parent corporation; or

(2) Through another subsidiary of a parent corporation.

(b) If the contractor reorganizes as an inverted domestic corporation or becomes a subsidiary of an inverted domestic corporation at any time during the period of performance of this contract, the Government may be prohibited from paying for Contractor activities performed after the date when it becomes an inverted domestic corporation or subsidiary. The Government may seek any available remedies in the event the Contractor fails to perform in accordance with the terms and conditions of the contract as a result of Government action under this clause.

(c) Exceptions to this prohibition are located at 9.108-2.

(d) In the event the Contractor becomes either an inverted domestic corporation, or a subsidiary of an inverted domestic corporation during contract performance, the Contractor shall give written notice to the Contracting Officer within five business days from the date of the inversion event.

**FAR 52.237-2 PROTECTION OF GOVERNMENT BUILDINGS, EQUIPMENT AND VEGETATION (APR
1984)**

The Contractor shall use reasonable care to avoid damaging existing buildings, equipment, and vegetation on the Government installation. If the Contractor's failure to use reasonable care causes damage to any of this property, the Contractor shall replace or repair the damage at no expense to the Government as the Contracting Officer directs. If the Contractor fails or refuses to make such repair or replacement, the Contractor shall be liable for the cost, which may be deducted from the contract price.