

ATTACHMENT C

Standard Flowdowns for Commercial Goods and Services

The clauses in Part 52 of the Federal Acquisition Regulation (“FAR”) and Part 252 the Defense Federal Acquisition Regulation Supplement (“DFARS”) set out in this Attachment C are incorporated herein by this reference and made a part of the Agreement.

In all such clauses, the term “Contractor” shall mean “Seller,” the term “Contract” shall mean the “Agreement,” and the term “Government Contracting Officer” or equivalent phrases, shall mean “Buyer” as applicable; except that in those clauses conferring patent and data rights to the Government (or clauses relating to rights or obligations belonging solely to the Government), the term “Government” or “Contracting Officer” retains its literal meaning and is not to be construed as “Buyer”. It is intended that the FAR and DFARS clauses as listed herein shall apply to Seller in such manner as is necessary to reflect the position of Seller as a subcontractor to Buyer, to ensure Seller’s obligations to Buyer and to the Government, and to enable Buyer to meet its obligations under its prime contract or higher-tier subcontract.

The effective version of the clauses will be the same version as that which appears in Buyer’s prime contract, or higher-tier subcontract under which the Order is a lower-tier subcontract. In the event of a conflict between these FAR/DFARS clauses and the terms and conditions of the Agreement, the FAR/DFARS clauses shall control.

FAR Flow-Down Clauses – Commercial Item POs	
52.203-6	Restrictions on Subcontractor Sales to The Government (applies to subcontracts with a value above the simplified acquisition threshold as defined in FAR 2.101 (“SAT”) on the date of subcontract award (Alternate I – applies to subcontracts for the acquisitions of commercial items as defined in FAR 2.101))
52.203-7	Anti-Kickback Procedures (paragraph (c)(1) does not apply to subcontractors – remainder of clause applies to subcontracts exceeding \$150,000 in value)
52.203-12	Limitation on Payments to Influence Certain Federal Transactions (applies to subcontracts that exceed \$150,000 in value on the date of award and subcontractors to whom it applies must provide the declaration required at 52.203-11)
52.203-17	Contractor Employee Whistleblower Rights and Requirement to Inform Employees of Whistleblower Rights (applies to all subcontracts with a value above the SAT on the date of subcontract award)
52.209-6	Protecting the Government’s Interest When Subcontracting with Contractors Debarred, Suspended, Or Proposed for Debarment (applies to all subcontracts > \$35,000 except for commercially available off-the-shelf (COTS) items)
52.244-6	Subcontracts for Commercial Products and Commercial Services (all clauses listed in paragraph (c)(1) not separately listed in this Agreement are incorporated by reference in this Subcontract to the extent required by 52.244-6 and the requirements of each individual clause)
DFARS Flow-Down Clauses – Commercial Item POs	
252.203-7002	Requirement to Inform Employees of Whistleblower Rights
252.204-7000	Disclosure of Information
252.204-7004	Antiterrorism Awareness Training for Contractors (applies to all subcontracts when subcontractor performance requires routine physical access to a Federally-controlled facility or military installation)
252.204-7012	Safeguarding Covered Defense Information and Cyber Incident Reporting (applies to subcontracts for operationally critical support, <i>or for which subcontract performance will involve covered defense information</i> , including subcontracts for commercial products or commercial services)
252.204-7015	Notice of Authorized Disclosure of Information to 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
252.222-7006	Restrictions on the Use of Mandatory Arbitration Agreements
252.223-7008	Prohibition of Hexavalent Chromium (applies to all subcontracts that are for supplies, maintenance and repair services, or construction materials)
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 and Indian-Owned Economic Enterprises, and Native Hawaiian Small Business Concerns (applies to subcontracts with a value exceeding \$500,000)
252.227-7015	Technical Data - Commercial Products and Commercial Services (applies as described in paragraph (e)(2); references to "Government" shall mean "Government")
252.244-7000	Subcontracts for Commercial Products or Commercial Services

The Seller shall include the above-listed clauses as required, including the requirement to flow them down to lower-tier subcontractors, in all subcontracts awarded under this Agreement.