

The following updates reflect changes to various provisions and clauses of U.S. Government acquisition regulations, including the Federal Acquisition Regulations (FAR) and the Department of Defense FAR Supplement (DFARS). By this reference, said updates are incorporated in and made an integral part of the General Terms and Conditions (TC) documents identified below.

**A. Update to TC-001 (04/09), GENERAL TERMS AND CONDITIONS OF PURCHASE**

**1. The following clauses are DELETED from Section 19(e):**

- 6. Notification of Employee Rights Concerning Payment of Union Dues or Fees 52.222-39
- 12. Requirements Regarding Potential Access to Export-Controlled Items 252.204-7009
- 29. Restriction on Acquisition of Certain Articles Containing Specialty Metals 252.225-7029

**2. The following clauses are REPLACED in Section 19(e):**

- 8. Employment Eligibility Verification (This clause is applicable to Purchase Orders (i) for construction or commercial or noncommercial services (except commercial services that are part of a purchase of a COTS item, or an item that would be a COTS item, but for minor modifications, performed by the COTS provider, and that are normally provided for that COTS item); (ii) has a value more than \$3,000; and (iii) includes work performed in the United States.) 52.222-54
- 14. Excessive Pass-Through Charges – Identification of Subcontract Effort. (MAY 2008) (excluding Paragraph (c)(1) which is deleted from this provision) (Applicable to solicitations for Purchase Orders issued under DoD solicitations issued after May 12, 2008, and before October 14, 2009, except solicitations for FFP Purchase Orders and FP Purchase Orders with economic price adjustment.) 252.215-7003
- 16. Excessive Pass-Through Charges. (MAY 2008) (Include Alternate 1 if it is included in the prime contract) (Applicable to Purchase Orders under DoD contracts awarded after May 12, 2008, and before October 14, 2009, except FFP Purchase Orders and FP Purchase Orders with economic price adjustment.) 252.215-7004 & Alternate 1
- 20. Preference for Domestic Specialty Metals (DEVIATION No. 2008-O0002) and Alternate 1 (DEVIATION No. 2008-O0002) (These deviations apply to Purchase Orders under prime contracts awarded after January 28, 2008 and before July 29, 2009.) 252.225-7014 (Dev. No. 2008-O0002) & Alt 1 (Dev. No. 2008-O0002)

**3. The following clauses are ADDED to Section 19(e):**

- 25. Limitations on Pass-Through Charges – Identification of Subcontract Effort (excluding Paragraph (c)(1), which is deleted from this provision) (Applicable to solicitations for cost–reimbursement Purchase Orders that exceed the simplified acquisition threshold issued under non-DoD Government solicitations issued after October 13, 2009, and to DoD solicitations issued after such date for Purchase Orders that exceed the threshold for obtaining cost or pricing data, except solicitations for FFP Purchase Orders and FP Purchase Orders with economic price adjustment.) 52.215-22
- 26. Limitations on Pass-Through Charges (Include Alternate 1 if it is included in the prime contract) (Applicable to cost–reimbursement Purchase Orders that exceed the simplified acquisition threshold issued under non-DoD Government contracts awarded after October 13, 2009, and to Purchase Orders that exceed the threshold for obtaining cost or pricing data, issued under DoD contracts awarded after October 13, 2009, except FFP Purchase Orders and FP Purchase Orders with economic price adjustment.) 52.215-23 & Alternate 1
- 27. Subcontracts for Commercial items Alternate 1 52.244-6 Alt 1 (excluding (e), which is deleted from this clause)
- 28. Restriction on Acquisition of Certain Articles Containing Specialty Metals (excluding Paragraph (d) which is deleted from this clause) (This clause applies to Purchase Orders under prime contracts awarded after July 28, 2009.) 252.225-7009
- 29. Commercial Derivative Military Article – Specialty Metals Compliance Certificate (This clause applies to Purchase Orders under prime contracts awarded after July 28, 2009.) 252.225-7010
- 30. Notification of Employee Rights Under Federal Labor Laws (The employee notice clause specified in 29 CFR Part 471, Appendix A to Subpart A, applies to Purchase Orders issued under prime contracts resulting from solicitations issued after June 20, 2010, except for Purchase Orders of \$10,000 or less.) 29 CFR Part 471, Appendix A to Subpart A

- B. Update to TC-002 (04/09), GENERAL TERMS AND CONDITIONS OF PURCHASE – Supplement 1, Government Contract Provisions from the Federal Acquisition Regulation**
- 1. The following clauses are REPLACED in Paragraph 2.A.:**
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| 11. Employment Eligibility Verification (This clause is applicable to Purchase Orders (i) for construction or commercial or noncommercial services (except commercial services that are part of a purchase of a COTS item, or an item that would be a COTS item, but for minor modifications, performed by the COTS provider, and that are normally provided for that COTS item); (ii) has a value more than \$3,000; and (iii) includes work performed in the United States. | 52.222-54      |
| 34. Government Property (Applicable to Purchase Orders issued under contracts containing FAR 52.245-1 without Alternate I, other than fixed-price Purchase Orders that are not awarded on the basis of adequate price competition or the submission of cost or pricing data.)   | 52.245-1       |
| 35. Government Property (Alternate I – Applicable to Purchase Orders issued under contracts containing FAR 52.245-1 with Alternate I, or to Purchase Orders issued under contracts containing FAR 52.245-1 without Alternate I, which are fixed-price Purchase Orders that are not awarded on the basis of adequate price competition or the submission of cost or pricing data.)   | 52.245-1 Alt I |
- 2. The following clause is DELETED from Paragraph 2.C.:**
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| 10. Notification of Employee Rights Concerning Payment of Union Dues or Fees | 52.222-39 |
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- 3. The following clauses are ADDED to Paragraph 2.A.:**
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| 44. Update of Information Regarding Responsibility (Applicable if required by FAR 52.209-7 Information Regarding Responsibility Matters) | 52.209-8   |
| 45. Workers' Compensation Insurance (Defense Base Act)   | 52.228-3   |
| 46. Workers' Compensation and War-Hazard Insurance Overseas  | 52.228-4   |
| 47. Subcontracts for Commercial Items Alternate 1  | 52.244-6 Alt. 1 (excluding (e), which is deleted from this clause) |
- 4. The following clause is ADDED to Paragraph 2.B.:**
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| 5. Notification of Employee Rights Under Federal Labor Laws (The employee notice clause specified in 29 CFR Part 471, Appendix A to Subpart A, applies to Purchase Orders issued | 29 CFR Part 471, Appendix A to Subpart A |
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- under prime contracts resulting from solicitations issued after June 20, 2010.)
- C. Update to TC-003 (04/09), GENERAL TERMS AND CONDITIONS OF PURCHASE – Supplement 2, Government Contract Provisions from the Department of Defense FAR Supplement**
- 1. The following clauses are DELETED:**
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| 3. Requirements Regarding Potential Access to Export-Controlled Items   | 252.204-7009 |
| 70. Reporting of Commercially Available Off-the-Shelf Items that Contain Specialty Metals and are Incorporated into Noncommercial End Items | 252.225-7029 |
- 2. The following clauses are REPLACED:**
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| 8. Excessive Pass-Through Charges – Identification of Subcontract Effort. (APR 2007) (excluding Paragraph (c)(1), which is deleted from this provision) (Applicable to solicitations for Purchase Orders issued under DoD solicitations issued after April 25, 2007, and before May 13, 2008, except solicitations for FFP Purchase Orders to be awarded on the basis of adequate price competition and FP Purchase Orders with economic price adjustment to be awarded on the basis of adequate price competition.) (The term "Offeror" shall mean "Seller".) | 252.215-7003               |
| 9. Excessive Pass-Through Charges – Identification of Subcontract Effort. (MAY 2008) (excluding Paragraph (c)(1), which is deleted from this provision) (Applicable to solicitations for Purchase Orders issued under DoD solicitations issued after May 12, 2008, and before October 14, 2009, except solicitations for FFP Purchase Orders awarded on the basis of adequate price competition and FP Purchase Orders with economic price adjustment awarded on the basis of adequate price competition.) (The term "Offeror" shall mean "Seller".)           | 252.215-7003               |
| 10. Excessive Pass-Through Charges (APR 2007) (Applicable to Purchase Orders under DoD contracts awarded after April 25, 2007, and before May 13, 2008, except FFP Purchase Orders awarded on the basis of adequate price competition and FP Purchase Orders with economic price adjustment awarded on the basis of adequate price competition.)   | 252.215-7004               |
| 11. Excessive Pass-Through Charges (MAY 2008) (Include Alternate 1 if it is included in the prime contract) (Applicable to Purchase Orders under DoD contracts awarded after May 12, 2008, and before October 14,  | 252.215-7004 & Alternate 1 |

- 2009, except FFP Purchase Orders awarded on the basis of adequate price competition and FP Purchase Orders with economic price adjustment awarded on the basis of adequate price competition.)
- 23. Preference for Domestic Specialty Metals and Alternate 1 (Applicable to Purchase Orders under prime contracts awarded before July 29,2009) 252.225-7014 & Alternate 1
  - 26. Preference for Domestic Specialty Metals (DEVIATION No. 2008-O0002) and Alternate 1 (DEVIATION No. 2008-O0002) (These deviations apply to Purchase Orders under prime contracts awarded after January 28, 2008 and before July 29,2009.) 252.225-7014 (Dev. No. 2008-O0002) & Alt 1 (Dev. No. 2008-O0002)
3. **The following clauses are ADDED and shall apply to ALL ORDERS regardless of dollar value:**
- 68. Restriction on Acquisition of Certain Articles Containing Specialty Metals (excluding Paragraph (d) which is deleted from this clause) (This clause applies to Purchase Orders under prime contracts awarded after July 28, 2009.) 252.225-7009
  - 69. Commercial Derivative Military Article – Specialty Metals Compliance Certificate (This clause applies to Purchase Orders under prime contracts awarded after July 28, 2009.) 252.225-7010
4. **The following clause is ADDED and shall apply to ORDERS OVER \$1,000,000.**
- 71. Restricting the Use of Mandatory Arbitration Agreements. (Applicable to Purchase Orders issued under prime contracts awarded after June 17, 2010, except Purchase Orders for the acquisition of commercial items or commercially available off-the-shelf items.) 252.222-7006
5. **The following Certification is ADDED to page 3: CERTIFICATION Regarding Compliance with DFARS 252.222-7006 (applicable to Orders over \$1,000,000 issued after June 17, 2010, under DoD contracts):**  
By Seller's acceptance of this Purchase Order:
- (i) Seller certifies that it shall not enter into, and shall not take any action to enforce any provision of, any agreement with any of its employees or independent contractors performing work related to this Purchase Order, that requires, as a condition of employment, that the employee or independent contractor agree to resolve through arbitration any claim under Title VII of the Civil Rights Act of 1964, or any tort related to or arising out of a sexual assault or harassment, including assault and battery, intentional infliction of emotional distress, false imprisonment, or negligent hiring, supervision, or retention; and
- (ii) Seller certifies that it requires each of its lower tier subcontractors, which performs work under this Purchase Order and which is a "covered subcontractor" as defined in DFARS 252.222-7006, to agree not to enter into, and not take any action to enforce any provision of, any agreement with any of its employees or independent contractors performing work related to this Purchase Order, that requires, as a condition of employment, that the employee or independent contractor agree to resolve through arbitration any claim under Title VII of the Civil Rights Act of 1964, or any tort related to or arising out of a sexual assault or harassment, including assault and battery, intentional infliction of emotional distress, false imprisonment, or negligent hiring, supervision, or retention.
- D. **Update to TC-004 (01/09), INTERNATIONAL GENERAL TERMS AND CONDITIONS OF PURCHASE**
1. **The following clauses are DELETED from Part II A.:**
- 9. Requirements Regarding Potential Access to Export-Controlled Items 252.204-7009
  - 16. Reporting of Commercially Available Off-the-Shelf Items that Contain Specialty Metals and are Incorporated Into Noncommercial End Items 252.225-7029
2. **The following clause is ADDED to Part II A.:**
- 16. Subcontracts for Commercial Items Alternate 1 52.244-6 Alt 1 (excluding (e), which is deleted from this clause)
3. **The following clause is DELETED from Part II C.:**
- 5. Notification of Employee Rights Concerning Payment of Union Dues or Fees 52.222-39
4. **The following clauses are DELETED from Part III A.:**
- 14. Requirements Regarding Potential Access to Export-Controlled Items 252.204-7009
  - 23. Reporting of Commercially Available Off-the-Shelf Items that Contain Specialty Metals and are Incorporated Into Noncommercial End Items 252.225-7029
5. **The following clause is ADDED to Part II B.:**
- 4. Notification of Employee Rights Under Federal Labor Laws (The employee notice clause specified in 29 CFR Part 471, Appendix A to Subpart A, applies to Purchase Orders issued under prime contracts resulting from solicitations issued after June 20, 2010.) 29 CFR Part 471, Appendix A to Subpart A\*
6. **The following clauses are ADDED to Part III A.:**
- 38. Workers' Compensation Insurance (Defense Base Act) 52.228-3
  - 39. Workers' Compensation and War-Hazard Insurance Overseas 52.228-4

## 7. The following clause is added to Part III B.:

4. Notification of Employee Rights Under 29 CFR Part Federal Labor Laws (The employee 471, Appendix notice clause specified in 29 CFR Part A to Subpart A\* 471, Appendix A to Subpart A, applies to Purchase Orders issued under prime contracts resulting from solicitations issued after June 20, 2010.)

## 8. The following clause is DELETED from Part III D.:

5. Notification of Employee Rights 52.222-39 Concerning Payment of Union Dues or Fees

## 9. The following Paragraph J. is ADDED to Part III:

## J. APPLICABLE TO ORDERS THAT HAVE A VALUE OF MORE THAN \$1,000,000:

1. Restricting the Use of Mandatory 252.222-7006\* Arbitration Agreements. (Applicable to Purchase Orders issued under prime contracts awarded after June 17, 2010, except Purchase Orders for the acquisition of commercial items or commercially available off-the-shelf items.)

## 10. The following Certification is ADDED as Paragraph K. to Part III:

- K. CERTIFICATION Regarding Compliance with DFARS 252.222-7006 (applicable to Orders over \$1,000,000 issued after June 17, 2010, under DoD contracts, provided that such certification shall not be required with respect to Seller's or Seller's subcontractor's agreements with employees or independent contractors that may not be enforced in a court of the United States):

By Seller's acceptance of this Purchase Order:

(i) Seller certifies that it shall not enter into, and shall not take any action to enforce any provision of, any agreement with any of its employees or independent contractors performing work related to this Purchase Order, that requires, as a condition of employment, that the employee or independent contractor agree to resolve through arbitration any claim under Title VII of the Civil Rights Act of 1964, or any tort related to or arising out of a sexual assault or harassment, including assault and battery, intentional infliction of emotional distress, false imprisonment, or negligent hiring, supervision, or retention; and

(ii) Seller certifies that it requires each of its lower tier subcontractors, which performs work under this Purchase Order and which is a "covered subcontractor" as defined in DFARS 252.222-7006, to agree not to enter into, and not take any action to enforce any provision of, any agreement with any of its employees or independent contractors performing work related to this Purchase Order, that requires, as a condition of employment, that the employee or independent contractor agree to resolve through arbitration any claim under Title VII of the Civil Rights Act of 1964, or any tort related to or arising out of a sexual assault or harassment, including assault and battery, intentional infliction of emotional distress, false imprisonment, or negligent hiring, supervision, or retention.

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