

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):

- 3. Equal Opportunity 52.222-26
- 4. Equal Opportunity for Veterans 52.222-35
- 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 I 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 & Alt I
- 20. Preference for Domestic Specialty Metals (DEVIATION No. 2008-O0002) and Alternate I (DEVIATION No. 2008-O0002) (These deviations apply to Purchase Orders under prime 252.225-7014 (Dev. No. 2008-O0002) & Alt I (Dev. No. 2008-O0002)

contracts awarded after January 28, 2008 and before July 29, 2009.)

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

- 25. Protecting the Government's Interest When Subcontracting With Contractors Debarred, Suspended, or Proposed for Debarment (This clause is not applicable to Purchase Orders that are: (i) \$30,000 or less; (ii) for the acquisition of a commercially available off-the-shelf item; or (iii) issued under contracts for the acquisition of commercial items.) 52.209-6
- 26. 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, FP incentive Purchase Orders, and FP Purchase Orders with economic price adjustment.) 52.215-22
- 27. Limitations on Pass-Through Charges (Include Alternate I 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, FP incentive Purchase Orders, and FP Purchase Orders with economic price adjustment.) 52.215-23 & Alt I
- 28. Notification of Employee Rights Under the National Labor Relations Act (Applicable to Purchase Orders that exceed \$10,000 and are issued under prime contracts resulting from solicitations issued after December 12, 2010.) 52.222-40
- 29. Subcontracts for Commercial items Alternate I 52.244-6 Alt I (excluding (e), which is deleted from this clause)

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| <p>30. Restriction on Acquisition of Specialty Metals (Applicable to Purchase Orders for the delivery of specialty metals as end items.) 252.225-7008</p> <p>31. 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</p> <p>32. 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</p> <p>33. Reporting Executive Compensation and First-Tier Subcontract Awards (Applicable to first-tier Purchase Orders of \$25,000 or more, except Purchase Orders with Sellers which are exempt under Paragraph (d)(2). "Contractor" shall mean the Buyer in Paragraph (c). Seller shall report to Buyer the information required by Paragraph (c)(1) and the executive compensation information required by Paragraph (c)(3), unless Seller is exempt thereunder.) 52.204-10</p> | <p>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.)</p> <p>2. The following clause is DELETED from Paragraph 2.C.:</p> <p>10. Notification of Employee Rights Concerning Payment of Union Dues or Fees 52.222-39</p> <p>3. The following clauses are ADDED to Paragraph 2.A.:</p> <p>44. Update of Information Regarding Responsibility (Applicable if required by FAR 52.209-7 Information Regarding Responsibility Matters) 52.209-8</p> <p>45. Workers' Compensation Insurance (Defense Base Act) 52.228-3</p> <p>46. Workers' Compensation and War-Hazard Insurance Overseas 52.228-4</p> <p>47. Subcontracts for Commercial Items Alternate I 52.244-6 Alt I (excluding (e), which is deleted from this clause)</p> <p>48. 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, FP incentive Purchase Orders, and FP Purchase Orders with economic price adjustment, all of the foregoing awarded on the basis of adequate price competition.) 52.215-22</p> <p>49. Limitations on Pass-Through Charges (Include Alternate I 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, FP incentive Purchase Orders, and FP Purchase Orders with economic price adjustment, all of the foregoing awarded on the basis of adequate</p> |
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- 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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| <p>8. Equal Opportunity for Veterans 52.222-35</p> <p>9. Employment Reports on Veterans 52.222-37</p> <p>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</p> <p>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</p> <p>35. Government Property (Alternate I – Applicable to Purchase Orders issued under contracts containing FAR 52.245-1 with Alternate I, or to 52.245-1 Alt I</p> | <p>Equal Opportunity for Veterans 52.222-35</p> <p>Employment Reports on Veterans 52.222-37</p> <p>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</p> <p>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</p> <p>Government Property (Alternate I – Applicable to Purchase Orders issued under contracts containing FAR 52.245-1 with Alternate I, or to 52.245-1 Alt I</p> |
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- price competition.)
50. Contract Worker Hours and Safety Standards Act-Overtime 52.222-4
 51. Contractor Policy to Ban Text Messaging While Driving (Applicable to all Purchase Orders that exceed \$3,000) 52.223-18
4. **The following clauses are DELETED from Paragraph 2.B.:**
1. Walsh-Healy Public Contracts Act 52.222-20
 4. Affirmative Action for Workers with Disabilities 52.222-36
5. **The following clause is ADDED to Paragraph 2.B.:**
5. Notification of Employee Rights Under the National Labor Relations Act (Applicable to Purchase Orders issued under prime contracts resulting from solicitations issued after December 12, 2010.) 52.222-40
6. **The following new sections and clauses are ADDED immediately following Paragraph 2.B.:**
- B(i). ORDERS OVER \$15,000 ALSO INCLUDE:**
1. Walsh-Healy Public Contracts Act 52.222-20
 2. Affirmative Action for Workers with Disabilities 52.222-36
- B(ii). ORDERS OF \$25,000 OR MORE ALSO INCLUDE:**
1. Reporting Executive Compensation and First-Tier Subcontract Awards (Not applicable if the Seller is exempt under Paragraph (d)(2). "Contractor" shall mean the Buyer in Paragraph (c). Seller shall report to Buyer the information required by Paragraphs (c)(1) and the executive compensation information required by Paragraph (c)(3), unless Seller is exempt thereunder.) 52.204-10
- B(iii). ORDERS OVER \$30,000 ALSO INCLUDE:**
1. Protecting the Government's Interest When Subcontracting With Contractors Debarred, Suspended, or Proposed for Debarment (This clause is not applicable to Purchase Orders issued under contracts for the acquisition of commercial items.) 52.209-6
7. Paragraph 2.C. is REPLACED:
- C. ORDERS OVER \$100,000 ALSO INCLUDE:**
1. Toxic Chemical Release Reporting (less paragraph (e)) 52.223-14
8. **The following new sections and clauses are ADDED immediately following Paragraph 2.C.:**
- C(i). ORDERS \$100,000 OR MORE ALSO INCLUDE:**
1. Equal Opportunity for Special Disabled Veterans and Veterans of the Vietnam Era, and other Eligible Veterans 52.222-35
2. Employment Reports on Disabled Veterans and Veterans of the Vietnam Era, and other Eligible Veterans 52.222-37
- C(ii). ORDERS OVER \$150,000 ALSO INCLUDE:**
1. Covenant Against Contingent Fees 52.203-5
 2. Restrictions on Subcontractor Sales to the Government 52.203-6
 3. Anti-Kickback Procedures (less paragraph (c)(1)) 52.203-7
 4. Limitation on Payments to Influence Certain Federal Transactions 52.203-12
 5. Audit and Records Negotiation 52.215-2
 6. Integrity of Unit prices (less paragraph (b)) 52.215-14
 7. Notification of Employee Rights Concerning Payment of Union Dues or Fees 52.222-39
 8. Value Engineering 52.248-1
9. Paragraph 2.D. is REPLACED:
- D. ORDERS OVER \$650,000 ALSO INCLUDE:**
1. Small Business Subcontracting Plan (Note to Seller: This clause requires adoption of a small business subcontracting plan and reporting.) 52.219-9
10. Paragraph 3.A. is REPLACED:
- A. Certification and Disclosure Regarding Payments to Influence Certain Federal Transactions (over \$150,000) 52.203-11
11. Paragraph 4.A is REPLACED:
- A. **COST ACCOUNTING CLAUSES APPLICABLE IF NOTED IN THE PURCHASE ORDER:**
 - Cost Accounting Standards 52.230-2
 - Disclosure and Consistency of Cost Accounting Practices 52.230-3
 - Cost Accounting Standards – Educational Institution 52.230-5
 - Administration of Cost Accounting Standards 52.230-6
- Seller shall communicate and otherwise deal directly with the Contracting Officer to the extent practicable and permissible as to all matters relating to Cost Accounting Standards. Seller shall provide Buyer with copies of all communications between Seller and the Contracting Officer respecting Cost Accounting Standards, FAR 52.230-2, and Administration of Cost Accounting Standards, FAR 52.230-6, provided Seller shall not be required to disclose to Buyer such communications containing information which is confidential to the Seller. In addition to any other remedies provided by law or under this Purchase Order, Seller agrees to indemnify and hold Buyer harmless to the full extent of any loss, damage, or expense if Buyer is subjected to any

liability as the result of a failure of the Seller or its lower-tier subcontractors to comply with the requirements of FAR 52.230-2, 52.230-3, 52.230-4, 52.230-5 or 52.230-6. Paragraph (b) is deleted in each of the foregoing clauses, except in FAR 52.230-6.

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:**
 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:**
 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 I if it is included in the prime contract) (Applicable to Purchase Orders 252.215-7004 & Alt I

under DoD contracts awarded after May 12, 2008, and before October 14, 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 I (Applicable to Purchase Orders under prime contracts awarded before July 29, 2009) 252.225-7014 & Alt I
26. Preference for Domestic Specialty Metals (DEVIATION No. 2008-O0002) and Alternate I (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 I (Dev. No. 2008-O0002)
3. **The following heading and clauses are REPLACED: ALSO INCLUDE THE FOLLOWING IN ORDERS OVER \$550,000:**
 64. Small Business Subcontracting Plan (DoD Contracts) (Include Alternate 1 if included in the prime contract) 252.219-7003
 65. Small Business Subcontracting Plan (Test Program) 252.219-7004
4. **The following clauses are ADDED and shall apply to ALL ORDERS regardless of dollar value:**
 68. Restriction on Acquisition of Specialty Metals (Applicable to Purchase Orders for the delivery of specialty metals as end items.) 252.225-7008
 69. 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
 70. 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
5. **The following heading and clause are ADDED: ALSO INCLUDE THE FOLLOWING IN ORDERS OVER \$650,000:**
 71. Quarterly Reporting of Actual Contract Performance Outside the United States (first tier subcontractors only) 252.225-7006

- 6. The following clause is **ADDED** and shall apply to **ORDERS OVER \$1,000,000**.
 - 72. 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
- 7. 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 (12/09), 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 clauses are **ADDED** to Part II A.:
 - 16. Subcontracts for Commercial Items Alternate I 52.244-6 Alt I (excluding (e), which is deleted from this clause)
 - 17. Restriction on Acquisition of Specialty Metals (Applicable to Purchase Orders for the delivery of specialty metals as end items.) 252.225-7008
- 3. Part II B. is **REPLACED**:
 - B. **APPLICABLE IF ORDER IS OVER \$10,000:**
 - 1. Prohibition of Segregated Facilities 52.222.21*
 - 2. Equal Opportunity 52.222.26*
 - 3. Notification of Employee Rights Under the National Labor Relations Act (Applicable to Purchase Orders issued under prime contracts resulting from solicitations issued after December 12, 2010.) 52.222-40*
- 4. The following new sections and clauses are **ADDED** immediately following Part II B.:
 - B(i). **ORDERS OVER \$15,000 ALSO INCLUDE:**
 - 1. Affirmative Action for Workers with Disabilities 52.222-36*
 - B(ii). **ORDERS OF \$25,000 OR MORE ALSO INCLUDE:**
 - 1. Reporting Executive Compensation and First-Tier Subcontract Awards (Not applicable if the Seller is exempt under Paragraph (d)(2). "Contractor" shall mean the Buyer in Paragraph (c). Seller shall report to Buyer the information required by Paragraphs (c)(1) and the executive compensation information required by Paragraph (c)(3), unless Seller is exempt thereunder.) 52.204-10
 - B(iii). **ORDERS OVER \$30,000 ALSO INCLUDE:**
 - 1. Protecting the Government's Interest When Subcontracting With Contractors Debarred, Suspended, or Proposed for Debarment (This clause is not applicable to Purchase Orders that are: (i) for the acquisition of a commercially available off-the-shelf item; or (ii) issued under contracts for the acquisition of commercial items.) 52.209-6
- 5. Part II C. is **REPLACED**:
 - C. **APPLICABLE IF PURCHASE ORDER IS OVER \$100,000:**
 - 1. Equal Opportunity for Veterans 52.222-35
 - 2. Employment Reports on Veterans 52.222-37
 - 6. The following new section and clause are **ADDED** immediately following Part II C.:
 - C(i). **APPLICABLE IF PURCHASE ORDER IS OVER \$150,000:**
 - 1. Limitation on Payments to Influence Certain Federal Transactions 52.203-12
 - 2. Integrity of Unit Prices 52.222-14
 - 7. Part II D. is **REPLACED**:
 - D. **APPLICABLE IF ORDER IS OVER \$650,000:**
 - 1. Small Business Subcontracting Plan 52.219-9*
 - 8. The following clauses are **DELETED** from Part III A.:
 - 10. Disclosure and Consistency of Cost Accounting Practices for Contracts 52.230-4

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| <p>Awarded to Foreign Concerns (When noted on the Purchase Order, modified CAS coverage applies)</p> <p>12. Value Engineering 52.248-1</p> <p>14. Requirements Regarding Potential Access to Export-Controlled Items 252.204-7009</p> <p>23. Reporting of Commercially Available Off-the-Shelf Items that Contain Specialty Metals and are Incorporated Into Noncommercial End Items 252.225-7029</p> <p>9. Items numbers 1 and 2 of Part II.F are REPLACED:</p> <p>1. Limitations on Pass-Through Charges – Identification of Sub-contract 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, FP incentive Purchase Orders, and FP Purchase Orders with economic price adjustment.) 52.215-22</p> <p>2. Limitations on Pass-Through Charges (Include Alternate I 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, FP incentive Purchase Orders, and FP Purchase Orders with economic price adjustment.) 52.215-23 & Alt I</p> <p>9. The following clauses are ADDED to Part III A.:</p> <p>38. Workers’ Compensation Insurance (Defense Base Act) 52.228-3</p> <p>39. Workers’ Compensation and War-Hazard Insurance Overseas 52.228-4</p> <p>40. Restriction on Acquisition of Specialty Metals (Applicable to Purchase Orders for the delivery of specialty metals as end items.) 252.225-7008</p> <p>41. Contractor Policy to Ban Text Messaging While Driving (Applicable to all Purchase Orders that exceed \$3,000) 52.223-18</p> <p>11. Part III B. is REPLACED:</p> <p>B. APPLICABLE IF ORDER IS OVER \$10,000:</p> | <p>1. Prohibition of Segregated Facilities 52.222-21*</p> <p>2. Equal Opportunity 52.222-26*</p> <p>3. Notification of Employee Rights Under the National Labor Relations Act (Applicable to Purchase Orders issued under prime contracts resulting from solicitations issued after December 12, 2010.) 52.222-40*</p> <p>12. The following new section and clause is ADDED immediately following Part III B.:</p> <p>B(i). APPLICABLE IF ORDER IS OVER \$15,000:</p> <p>1. Affirmative Action for Workers with Disabilities 52.222-36*</p> <p>13. Part III C. is REPLACED:</p> <p>C. APPLICABLE IF ORDER IS \$25,000 OR MORE:</p> <p>2. Reporting Executive Compensation and First-Tier Subcontract Awards (Not applicable if Seller is exempt under Paragraph (d)(2). “Contractor” shall mean the Buyer in Paragraph (c). Seller shall report to Buyer the information required by Paragraph (c)(1) and the executive compensation information required by Paragraph (c)(3), unless Seller is exempt thereunder.) 52.204-10</p> <p>14. The following new section and clause are ADDED immediately following Part III C.:</p> <p>C. APPLICABLE IF ORDER IS OVER \$30,000:</p> <p>1. Protecting the Government’s Interest When Subcontracting With Contractors Debarred, Suspended, or Proposed for Debarment (This clause is not applicable to Purchase Orders that are issued under contracts for the acquisition of commercial items.) 52.209-6</p> <p>15. Part III D. is REPLACED:</p> <p>D. APPLICABLE IF ORDER IS OVER \$100,000:</p> <p>1. Toxic Chemical Release Reporting 52.223-14*</p> <p>16. The following new section and clause are ADDED immediately following Part III D.:</p> <p>D(i). APPLICABLE IF ORDER IS \$100,000 OR MORE:</p> <p>1. Equal Opportunity for Veterans 52.222-35*</p> <p>2. Employment Reports on Veterans 52.222-37*</p> <p>D(ii). APPLICABLE IF ORDER IS \$150,000 OR MORE:</p> <p>1. Value Engineering 52.248-1</p> <p>D(iii). APPLICABLE IF ORDER IS OVER \$150,000:</p> <p>1. Limitation on Payments to Influence Certain Federal Transactions 52.203-12</p> <p>2. Audit-Negotiation 52.215-2</p> <p>3. Integrity of Unit Prices 52.215-14</p> |
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17. Part E. is REPLACED:

E. APPLICABLE IF PURCHASE ORDER IS OVER \$650,000:

- 1. Small Business Subcontracting Plan 52.219-9*

18. The following clauses are REPLACED in Part III H.:

- 1. Limitations on Pass-Through Charges – Identification of Sub-contract Effort (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, FP incentive Purchase Orders, and FP Purchase Orders with economic price adjustment, all of the foregoing awarded on the basis of adequate price competition.) 52.215-22 (excluding (c)(1), which is deleted from this provision)
- 2. Limitations on Pass-Through Charges (Include Alternate I 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, FP incentive Purchase Orders, and FP Purchase Orders with economic price adjustment, all of the foregoing awarded on the basis of adequate price competition.) 52.215-23 & Alt I

19. 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 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*

20. 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.

21. The following Paragraph L is ADDED to Part III:

L. COST ACCOUNTING CLAUSES APPLICABLE IF NOTED IN THE PURCHASE ORDER:

- Disclosure and Consistency of Cost Accounting Practices – Foreign Concerns 52.230-4
- Administration of Cost Accounting Standards 52.230-6

Seller shall communicate and otherwise deal directly with the Contracting Officer to the extent practicable and permissible as to all matters relating to Cost Accounting Standards. Seller shall provide Buyer with copies of all communications between Seller and the Contracting Officer respecting Disclosure and Consistency of Cost Accounting Practices – Foreign Concerns, FAR 52.230-4, and Administration of Cost Accounting Standards, FAR 52.230-6, provided Seller shall not be required to disclose to Buyer such communications containing information which is confidential to the Seller. In addition to any other remedies provided by law or under this Purchase Order, Seller agrees to indemnify and hold Buyer harmless to the full extent of any loss, damage, or expense if Buyer is subjected to any liability as the result of a failure of the Seller or its lower-tier subcontractors to comply with the requirements of FAR 52.230-2, 52.230-3, 52.230-4, 52.230-5 or 52.230-6. Paragraph (b) is deleted in each of the foregoing clauses, except in FAR 52.230-6.

END OF DOCUMENT