

In addition to the ELCAN *General Terms and Conditions of Purchase*, and as further set out in Section 19(p) of the *General Terms and Conditions of Purchase*, certain Federal Acquisition Regulation (FAR) and Defense Federal Acquisition Supplement (DFARS) clauses shall apply to this Purchase Order as required by the terms of the Government prime contract, or by operation of law or regulation. If this Purchase Order was submitted as a purchase made in connection with a U.S. Government prime contract, these FAR and DFARS clauses will be applicable. If the recipient of this Purchase Order is unsure if it is a flowdown of a U.S. Government contract, please confirm with the buyer you are working with.

The effective version of each FAR and DFARS clause shall be the same version as which appears in the prime contract or higher-tier subcontract under which this Purchase Order is issued, and are incorporated herein by reference. The version number of the relevant FAR/DFARS clause shall be the most recent version available at the following links. Further information and full text about the individual FAR and DFARS clauses may be accessed at: <https://www.acquisition.gov/far> (for FAR clauses), and <https://www.acquisition.gov/dfars> (for DFARS clauses).

Whenever necessary to make the context of the Clauses applicable to the Purchase Order, the term “Contractor” or “Offeror” shall mean “Seller”, “Subcontractor” shall mean “Seller’s Subcontractor”, the term “Contract” shall mean the “Purchase Order”, and the term “Government”, “Contracting Officer” and equivalent phrases shall mean “Buyer”, except the terms “Government” and “Contracting Officer” do not change: (a) in the phrases, “Government Property”, “Government-Furnished Property”, and “Government-Owned Property”, (b) in the patent Clauses incorporated herein, (c) when a right, act, authorization, or obligation can be granted or performed only by the Government or the Contracting Officer or a duly authorized representative, (d) when title to property is to be transferred directly to the Government, (e) when access to Proprietary Information is required, except as specifically otherwise provided herein, and (f) where specifically modified herein.

The FAR and DFARS clauses listed below are incorporated herein as if set forth in full text, in accordance with paragraph 2 above. If any of the following clauses do not apply to this Purchase Order, or to the Seller’s business specifically, they are considered to be self-deleting. However, Seller shall incorporate into each lower tier contract issued in support of this Purchase Order the applicable FAR and DFARS clauses in accordance with the flow down requirements specified in such clauses.

The Seller is requested to further reference Section 19(p) of the *General Terms and Conditions of Purchase* for any additional clauses applicable to the Seller. Seller shall notify Buyer if it is unable to comply with any of these clauses.

CLAUSES INCORPORATED BY REFERENCE:

The following FAR and DFARS clauses apply to this Contract:

Clause Number	Title	Applicability (Reference to 'Purchase Orders', 'Orders' or 'Contracts', includes the underlying Solicitations)
52.203-5	Covenant Against Contingent Fees	Applicable to Orders over the Simplified Acquisition Threshold.
52.203-13	Contractor Code of Business Ethics and Conduct	Applicable to all Orders, including for commercial products or commercial services pursuant to 52.244-6, (i) that have a value more than \$6 million; and (ii) that have a performance period of more than 120 days. (In paragraph (b) (3) (i), the meaning of "agency office of the Inspector General" and "Contracting Officer" does not change, in paragraph (b) (3) (ii) the meaning of "Government" does not change, and in paragraphs (b) (3) (iii) and (c) (2) (ii) (F), the meaning of "OIG of the ordering agency", "IG of the agency", "agency OIG", and "Contracting Officer" do not change.
52.204-2	Security Requirements	Applicable to all Orders that involve access to classified information. Any reference to the Changes clause is excluded.
52.209-9	Updates of Publicly Available Information Regarding Responsibility Matters	Applicable to all solicitations where: (1) the resultant contract value is expected to exceed \$600,000; and (2) the offeror checked "has" in paragraph (b) of the provision at 52.209-7.
52.209-10	Prohibition on Contracting with Inverted Domestic Corporations	Applicable in each solicitation and contract for the acquisition of products or services (including construction).
52.210-1	Market Research	Applicable in solicitations and contracts over \$6 million, other than solicitations and contracts for the acquisition of commercial products or commercial services
52.211-5	Material Requirements	Applicable to Orders for supplies that are not Commercial Items.
52.211-11	Liquidated Damages - Supplies, Services or Research and Development	Applicable in fixed-price solicitations and contracts for supplies, services, or research and development when the contracting officer determines that liquidated damages are appropriate.
52.211-15	Defense Priority and Allocations Requirements	Applicable to Orders that are considered rated orders.

52.215-2 Alt 1	Audit and Records--Negotiation	Applicable to the following Orders that exceed the simplified acquisition threshold: (i) that are cost-reimbursement, incentive, time-and-materials, labor-hour, or price-re-determinable type or any combination of these, (ii) for which certified cost or pricing data are required; or (iii) that require Seller to furnish reports as discussed in paragraph (e) of the clause.
52.215-14 Alt I	Integrity of Unit Prices	Applicable to Orders for supplies that exceed the micro-purchase threshold, as defined at FAR 2.101 in effect as of the date of the Prime Contract.
52.216-4	Economic Price Adjustment - Labor and Material	Applicable in solicitations and contracts when all of the following conditions apply: (i) A fixed-price contract is contemplated. (ii) There is no major element of design engineering or development work involved. (iii) One or more identifiable labor or material cost factors are subject to change. (iv) The contracting officer has made the determination specified in 16.203-3.
52.217-7	Option for Increased Quantity - Separately Priced Line Item	Applicable in solicitations and contracts, other than those for services, when the inclusion of an option is appropriate (see 17.200 and 17.202) and the option quantity is identified as a separately priced line item having the same nomenclature as a corresponding line item.
52.219-9	Small Business Subcontracting Plan	Applicable in solicitations and contracts that offer subcontracting possibilities, are expected to exceed \$750,000 (\$1.5 million for construction of any public facility), and are required to include the clause at 52.219-8, Utilization of Small Business Concerns, unless the acquisition is set aside or is to be accomplished under the 8(a) program.
52.222-26	Equal Opportunity	Applicable to all Orders, including for Commercial Items pursuant to 52.244-6, that are not exempted by the rules, regulations, or orders of the Secretary of Labor issued under Executive Order 11246, as amended. Foreign Sellers: Applicable to Orders except to the extent that work under the Order will be performed outside the United States or by employees that are not recruited within the United States to work on the Order. "United States", as used in this parenthetical, means the 50 States, the District of Columbia, Puerto Rico, the Northern Mariana Islands, American Samoa, Guam, the U.S. Virgin Islands, and Wake Island.
52.223-6	Drug-Free Workplace	Applicable to Orders except when (i) the value of the acquisition is at or below the simplified acquisition threshold, however, the requirements shall apply to contracts of any value awarded to an

		individual; (ii) the Order is for the acquisition of commercial items; or (iii) performance or partial performance will be outside the United States and its outlying areas.
52.223-7	Notice of Radioactive Materials	Applicable to all Orders without regard to contract value.
52.225-5	Trade Agreements	Applicable to all Orders without regard to contract value.
52.225-8	Duty-Free Entry	Applicable to all Orders without regard to contract value.
52.225-13	Restrictions on Certain Foreign Purchases	Applicable to all Orders.
52.229-4	Federal, State and Local Taxes (State and Local Adjustments)	Applicable in a noncompetitive contract if the price would otherwise include an inappropriate contingency for potential postaward change(s) in State or local taxes.
52.232-5	Payments Under Fixed Price Construction Contracts	Applicable in solicitations and contracts for construction when a fixed-price contract is contemplated.
52.232-8	Discounts for Prompt Payment	Applicable in solicitations and contracts when a fixed-price supply contract or fixed-price service contract is contemplated.
52.232-9	Limitation on Withholding of Payments	Applicable in solicitations and contracts when a supply contract, research and development contract, service contract, time-and-materials contract, or labor-hour contract is contemplated that includes two or more terms authorizing the temporary withholding of amounts otherwise payable to the contractor for supplies delivered or services performed.
52.232-16	Progress Payments	Applicable clause per terms set out at the pre-condition of clause 32.502-4.
52.232-32	Performance-Based Payments	Applicable to Orders only when Performance Based Payments are expressly approved by Buyer via order specific text on the Order.
52.232-39	Unenforceability of Unauthorized Obligations	Applicable to all Orders involving EULA, TOS, or similar software agreement.
52.242-1	Notice of Intent to Disallow Costs	Applicable in solicitations and contracts when a cost-reimbursement contract, a fixed-price incentive contract, or a contract providing for price redetermination is contemplated.
52.242-3	Penalties for Unallowable Costs	Applicable in all solicitations and contracts over \$800,000 except fixed-price contracts without cost incentives or any firm-fixed-price contract for the purchase of commercial products or commercial services.
52.242-4	Certification of Final Indirect Costs	Applicable to all solicitations and contracts which provide for establishment of final indirect cost rates.
52.243-7	Notification of Changes	The clause is available for use primarily in negotiated research and development or supply contracts for the acquisition of major weapon systems or principal subsystems. If the contract amount is expected to be less than \$1,000,000, the clause shall not be used, unless the contracting officer anticipates that

		situations will arise that may result in a contractor alleging that the Government has effected changes other than those identified as such in writing and signed by the contracting officer.
52.245-1	Government Property	<p>Applicable to all Orders where:</p> <p>(i) All cost-reimbursement and time-and-material type solicitations and contracts, and labor-hour solicitations when property is expected to be furnished for the labor-hour contracts.</p> <p>(ii) Fixed-price solicitations and contracts when the Government will provide Government property.</p> <p>(iii) Contracts or modifications awarded under FAR part 12 procedures where Government property that exceeds the simplified acquisition threshold, as defined in FAR 2.101, is furnished or where the contractor is directed to acquire property for use under the contract that is titled in the Government.</p> <p>When FAR 52.245-1 is applicable, the supplier shall ensure:</p> <ul style="list-style-type: none"> • Use of the property is only for the accountable subcontract/sales order. • All incidents of loss, damage or destruction will be promptly reported to Customer with pertinent facts as requested • The supplier is liable for loss, damage or destruction of property. • The supplier shall perform physical inventories of all United States Government/Customer Property as requested and will provide the written results of those inventories to Customer. • Suppliers will allow US Government personnel or their designated agents reasonable access to their facilities and the US Government property. • Upon completion of the contract, Supply Chain may require the return of customer owned property to Customer for inspection and audit purposes. If the contract exceeds 1 year in duration the Manager Product Quality, through his delegate, will confirm that the property is in the possession of the subcontractor and in good condition.
52.246-11	Higher Level Contract Quality Requirement	Applicable to all Orders without regard to contract value.
52.246-17	Warranty of Supplies of a Non-Complex Nature	Applicable in solicitations and contracts for noncomplex items when a fixed-price supply contract is contemplated and the use of a warranty clause has been approved under agency procedures.
52.246-18	Warranty of Supplies of a Complex Nature	Applicable in solicitations and contracts for deliverable complex items when a fixed-price supply or research and development contract is contemplated and the use of a warranty clause has been approved under agency procedures.

52.247-68	Report of Shipment (REPSHIP)	Applicable in solicitations and contracts when advance notice of shipment is required for safety or security reasons, or where carload or truckload shipments will be made to DoD installations or, as required, to civilian agency facilities.
DFARS		
252.203-7000	Requirements Relating to Compensation of Former DoD Officials	Applicable to all Orders.
252.203-7003	Agency Office of the Inspector General	Applicable to all Orders that include FAR 52.203-13.
252.204-7002	Payment for Contract Line or Subline Items Not Separately Priced	Applicable in solicitations and contracts when the price for items not separately priced is included in the price of another contract line or subline item.
252.204-7003	Control of Government Personnel Work Product	Applicable to all Orders.
252.204-7004	Antiterrorism Awareness Training for Contractors	Applicable in solicitations and contracts, including solicitations and contracts using FAR part 12 procedures for the acquisition of commercial products and commercial services, when contractor personnel require routine physical access to a Federally-controlled facility or military installation.
252.204-7005	Reserved.	
252.204-7008	Compliance with Safeguarding Covered Defense Information Controls	Applicable in all solicitations, including solicitations using FAR part 12 procedures for the acquisition of commercial products and commercial services, except for solicitations solely for the acquisition of commercially available off-the-shelf (COTS) items.
252.204-7009	Limitation on the Use or Disclosure of Third Party Contractor Reported Cyber Incident Information	Applicable in all solicitations and contracts, including solicitations and contracts using FAR part 12 procedures for the acquisition of commercial products and commercial services, for services that include support for the Government's activities related to safeguarding covered defense information and cyber incident reporting.
252.204-7012	Safeguarding Covered Defense Information and Cyber Incident Reporting	Applicable to all Orders for operationally critical support, or for which Order performance will involve covered defense information.
252.204-7018	Prohibition on the Acquisition of Covered Defense Telecommunications Equipment or Services	Applicable to all Orders including those for the acquisition of Commercial Items.
252.204-7020	NIST SP 800-171 DoD Assessment Requirements	Applicable to all Orders, including those using FAR part 12 procedures for the acquisition of commercial products and commercial services, except for those that are solely for the acquisition of COTS items.

252.204-9504	Disclosure of Contract Information	The contractor shall not release to anyone outside the Contractor's organization any unclassified information, unless prior written approval is received.
252.205-7000	Provision of Information to Cooperative Agreement Holders	Applies to all solicitations and contracts, including solicitations and contracts using FAR part 12 procedures for the acquisition of commercial products and commercial services, except for solicitations and contracts solely for the acquisition of commercially available off-the-shelf items, that are expected to exceed \$1.5 million.
252.209-7004	Subcontracting With Firms That Are Owned or Controlled By The Government of a Country that is a State Sponsor of Terrorism	Applicable to Orders over \$35,000.
252.211-7005	Reserved.	
252.211-9510	Contractor Employees	In all situations where contractor personnel status is not obvious, all contractor personnel are required to identify themselves to avoid creating an impression to the public, agency officials, or Congress that such contractor personnel are Government officials.
252.215-7002	Cost Estimating System Requirements	Applies to all solicitations and contracts to be awarded on the basis of certified cost or pricing data.
252.217-7000	Exercise of Option to Fulfill Foreign Military Sales Commitments	Applicable in solicitations and contracts when an option may be used for foreign military sales requirements.
252.223-7004	Drug Free Work Force	Applicable to Orders except when (i) performance or partial performance will be outside the United States and its outlying areas. (ii) the value of the acquisition is at or below the simplified acquisition threshold, or (iii) the Order is for Commercial Items.
252.225-7004	Report of Intended Performance Outside the United States and Canada-- Submission after Award	Applicable to all Orders having a value of greater than \$750,000 and the work could be performed inside the United States or Canada. Seller agrees to immediately inform Buyer if there are any changes to the information submitted with its offer.
252.225-7007	Prohibition on Acquisition of Certain Items from Communist Chinese Military Companies	Applicable to all Orders for the acquisition of items covered by the United States Munitions List of the International Traffic in Arms Regulation or the 600 series of the Commerce Control List.
252.225-7008	Restriction on Acquisition of Specialty Metals	Applicable to all Orders without regard to contract value.
252.225-7009	Restriction on Acquisition of Certain Articles Containing Specialty Metals	Applicable to all Orders, excluding paragraph (d) and (e)(1) which are deleted from this clause, for items containing specialty metals to ensure compliance of the end products that Buyer will deliver to the Government.

252.225-7013	Duty-Free Entry	"Duty-Free Entry" (Applicable to all Orders for "qualifying country components" or "nonqualifying country components" for which the Supplier estimates that duty will exceed \$200 per unit. The information required by paragraph (j) (3) of this clause is available upon request.)
252.225-7021	Trade Agreements	Applicable to all Orders without regard to contract value.
252.225-7025	Restriction on Acquisition of Forgings	Applicable to all Orders without regard to contract value.
252.225-7030	Restriction on Acquisition of Carbon, Alloy, and Armor Steel Plate.	Applicable to all Orders without regard to contract value.
252.225-7043	Antiterrorism/Force Protection Policy for Defense Contractors Outside the United States	Applicable to all Orders that require performance or travel outside the U.S., except subcontractors who are a foreign government, a representative of a foreign government, or a foreign corporation wholly owned by a foreign government.
252.225-7048	Export-Controlled Items	Applicable to all Orders.
252.225-7051	Prohibition on Acquisition of Certain Foreign Commercial Satellite Services	Applicable in solicitations and contracts for the acquisition of commercial satellite services, including solicitations and contracts using FAR part 12 procedures for the acquisition of commercial products and commercial services.
252.225-7052	Restriction on the Acquisition of Certain Magnets, Tantalum, and Tungsten	Applicable to all Orders for the delivery of goods that are for items containing a covered material, that exceed the simplified acquisition threshold, unless an exception at paragraph (c) of the clause applies.
252.225-7053	Representation Regarding Prohibition on Use of Certain Energy Sourced from Inside the Russian Federation	Applicable to all Orders.
252.225-7054	Representation on Use of Certain Energy Sourced from Inside the Russian Federation	Applicable to all Orders at or below the simplified acquisition threshold, that are for the acquisition of furnished energy for a covered military installation.
252.225-7056	Prohibition Regarding Business Operations with the Maduro Regime	Applicable to all Orders.
252.225-7057	Pre-award Disclosure of Employment of Individual's who work in the People's Republic of China	Applicable to all solicitations and Orders supporting DoD with a value in excess of \$5 million, not including solicitations for commercial products and services.
252.225-7060	Prohibition on Certain Procurements from the Xinjiang Uyghur Autonomous Region	Applicable to all Orders without regard to contract value.
252.225-7061	Restriction on the Acquisition of Personal Protective Equipment and Certain Other Items from Non-Allied Foreign Nations	Applicable to Orders valued above \$150,000 that are for the acquisition of covered items, including subcontracts for commercial products, including commercially available off-the- shelf items, and commercial

252.225-7972	Prohibition on the Procurement of Foreign-Made Unmanned Aircraft Systems	Applicable to all Orders without regard to contract value.
252.225-7967	Prohibition Regarding Russian Fossil Fuel Business Operations DEVIATION 2024-00006	Applicable to all Orders.
252.227-7018	Rights in Other Than Commercial Technical Data and Computer Software - Small Business Innovation Research Program and Small Business Technology Transfer Program	Applicable as set out in Clause 227.7104.
252.232-7010	Levies on Contract Payments	Applicable in all solicitations and contracts, including solicitations and contracts using FAR part 12 procedures for the acquisition of commercial item products and commercial services.
252.239-7000	Protection Against Compromising Emanations	Applicable to all Orders involving information technology that requires protection against compromising emanations.
252.239-7009	Representation of Use of Cloud Computing	Applicable to all Orders without regard to contract value.
252.239-7010	Cloud Computing Services	Applicable to all Orders without regard to contract value.
252.239-7018	Supply Chain Risk	Applicable in all solicitations and contracts, including solicitations and contracts using FAR part 12 procedures for the acquisition of commercial products and commercial services, for information technology, whether acquired as a service or as a supply, that is a covered system, is a part of a covered system, or is in support of a covered system, as defined at 239.7301.
252.245-7001	Reserved.	
252.245-7002	Reserved.	
252.245-7003	Contractor Property Management System Administration	Applicable in solicitations and contracts containing the clause at FAR 52.245-1, Government Property
252.245-7004	Reserved.	
252.246-7008	Sources of Electronic Parts	Applicable to all Orders for electronic parts or assemblies containing electronic parts, unless Seller is the original manufacturer.