

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)
52.203-13	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.
52.209-7	Information Regarding Responsibility Matters	Applicable to Orders exceeding \$600,000
52.209-9	Updates to Publicly Available Information Regarding Responsibility Matters	Applicable: (i) In solicitations where the resultant contract value is expected to exceed \$600,000; and (ii) In solicitations in which the offeror checked "has" in paragraph (b) of the provision at 52.209-7.
52.209-10	Prohibition on Contracting with Inverted Domestic Corporations Representation	Applicable to all Orders.
52.210-1	Market Research	Applicable to 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 - Suppliers, Services, or Research and Development	Applicable in fixed-price solicitations and contracts for suppliers, services or research and development when the contracting officer determines that liquidated damages are appropriate.
52.215-14	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.

52.215-17	Waiver of Facilities Capital Cost of Money	If the prospective contractor does not propose facilities capital cost of money in its offer, the contracting officer shall insert this clause.
52.216-16	INCENTIVE PRICE REVISION-FIRM TARGET	Applicable to fixed-price incentive (firm target) Orders.
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 and the option quantity is identified as a separately priced line item having the same nomenclature as a corresponding line item.
52.217-8	Option to Extend Services	Applicable in solicitations and contracts for services when the inclusion of an option is appropriate.
52.217-9	Option to Extend the Term of the Contract	Applicable in solicitations and contracts when the inclusion of an option is appropriate and necessary to include in the contract any or all of the following: (1) A requirement that the Government must give the contractor a preliminary written notice of its intent to extend the contract. (2) A statement that an extension of the contract includes an extension of the option. (3) A specified limitation on the total duration of the contract.
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.
52.219-16	Liquidated Damages - Subcontracting Plan	Applicable in solicitations containing the clause 52.219-9.
52.222-3	Convict Labor	Applicable to all Orders.
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.

52.222-46	Evaluation of Compensation for Professional Employees	Applicable in solicitations for negotiated contracts when the contract amount is expected to exceed \$750,000 and services are to be provided which will require meaningful numbers of professional employees.
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.
52.223-12	Maintenance, Service, Repair or Disposal of Refrigeration Equipment and Air Conditioners	Applicable in solicitations and contracts that include the maintenance, service, repair, or disposal of- (i) Refrigeration equipment, such as refrigerators, chillers, or freezers; or (ii) Air conditioners, including air conditioning systems in motor vehicles.
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.
52.229-3	Federal, State and Local Taxes	Applicable to all Orders without regard to contract value.
52.229-6	Taxes - Foreign Fixed-Price Contracts	Applicable to all Orders without regard to contract value.
52.229-7	Taxes-Fixed-Price Contracts with Foreign Governments	Applicable in solicitations and contracts that exceed the simplified acquisition threshold when a fixed-price contract with a foreign government is contemplated.
52.229-8	Taxes - Foreign Cost-Reimbursement Contracts	Applicable in solicitations and contracts when a cost-reimbursement contract is contemplated and the contract is to be performed wholly or partly in a foreign country, unless it is contemplated that the contract will be with a foreign government.
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 items authorizing the temporary withholding of amounts otherwise payable to the contractor for supplies delivered or services performed.
52.237-3	Continuity of Services	Applicable when: (1) The services under the contract are considered vital to the Government

		and must be continued without interruption and when, upon contract expiration, a successor, either the Government or another contractor, may continue them; and (2) The Government anticipates difficulties during the transition from one contractor to another or to the Government. Examples of instances where use of the clause may be appropriate are services in remote locations or services requiring personnel with special security clearances. (d) See 9.508 regarding the use of an appropriate provision and clause concerning the subject of conflict-of-interest, which may at times be significant in solicitations and contracts for services. (e) The contracting officer shall also insert in solicitations and contracts for services the provisions and clauses prescribed elsewhere in the FAR, as appropriate for each acquisition, depending on the conditions that are applicable.
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 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	Applicable to all Orders where: (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. (ii) Fixed-price solicitations and contracts when the Government will provide Government property. (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.

		When FAR 52.245-1 is applicable, the supplier shall ensure: • 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.
52.246-4	Inspection of Services - Fixed Price	Applicable in solicitations and contracts for services, or supplies that involve the furnishing of services, when a fixed-price contract is contemplated and the contract amount is expected to exceed the simplified acquisition threshold
52.246-11	Higher Level Contract Quality Requirement	Applicable to all Orders without regard to contract value.
52.247-58	Loading, Blocking, and Bracing of Freight Car Shipments	Applicable in contracts when supplies may be shipped in carload lots by rail.
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.
52.252-2	Clauses Incorporated by Referenced	Applicable in solicitations and contracts in order to incorporate clauses by reference.
52.252-6	Authorized Deviations in Clauses	Applicable in solicitations and contracts that include any FAR or supplemental clause with an authorized deviation.
52.253-1	Computer Generated Forms	Applicable in solicitations and contracts that require the contractor to submit data on Standard or Optional Forms prescribed by this regulation; and, unless prohibited by agency regulations, forms prescribed by agency supplements.

DFARS		
252.203-7000	Requirements Relating to Compensation of Former DoD Officials	Applicable to all Orders.
252.204-7003	Control of Government Personnel Work Product	Applicable to all Orders.
252.204-7005	Oral Attestation of Security Responsibilities	Applicable to all orders.
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.
252.205-7000	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.	
252.215-7002	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.
252.225-7005	Identification of Expenditures in the United States	Applicable in solicitations and contracts that-- (i) Exceed the simplified acquisition threshold; and (ii) Are for the acquisition of-- (A) Supplies for use outside the United States; (B) Construction to be performed outside the United States; or (C) Services to be performed primarily outside the United States.
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
252.225-7967	Prohibition Regarding Russian Fossil Fuel Business Operations DEVIATION 2024-00006	Applicable to all Orders.
252.225-7972	Prohibition on the Procurement of Foreign-Made Unmanned Aircraft Systems	Applicable to all Orders without regard to contract value.
252.227-9113	Government-Industry Data Exchange Program	Applicable to all Orders.
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.
252.234-7004	Cost and Software Data Reporting System--Basic	Applicable to Orders that exceed \$50 million.

252.239-7001	Information Assurance Contractor Training and Certification	Applicable to all Orders involving Seller performance of information assurance functions as described in DoD 8570.01-M.
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	Tagging, Labeling and Marking GFP	Applicable to all Orders.
252.245-7002	Reporting Loss of GFP	Applicable to all Orders.
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.	
252.246-7006	Warranty Tracking of Serialized Items	Applicable to all Purchase Orders. Seller's obligations under this clause are limited to cooperating with Buyer's efforts to comply with this clause, including granting Buyer access to Seller's deliverables at its facilities and to appropriate property records.
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.