

**MTS General Terms & Conditions of Purchase – Supplement 1 (Government Flow-Down Provisions)**

**Flow-Down Provisions.**

When the Work furnished for this Purchase Order is in connection with a U.S. Government prime contract or subcontract, in addition to the MTS General Terms and Conditions of Purchase, the following supplemental provisions shall apply and are incorporated by reference, as required by the terms of the prime contract or by operation of law or regulation. All clauses incorporated herein are those in effect on the date of this PO and carry the same force and effect as if they were given in full text. In the event of a conflict between these FAR, DFAR or NFS provisions and the MTS General Terms and Conditions of Purchase, the FAR, DFAR or NFS provisions shall control.

In all clauses listed herein, the terms “Government”, “Contracting Officer” and “Contractor” shall be revised to suitably identify the contracting parties herein and affect the proper intent of the provision except where further clarified or modified below. The Seller shall include in each lower-tier subcontract the appropriate flow-down clauses as required by the FAR, DFAR, NFS or other Federal regulations.

Section A is applicable for all Purchase Orders in support of a U.S. Government contract (Section A and A.1 through A.7). Section B also applies if this Purchase Order is in support of a Department of Defense (DOD) contract. Section C also applies if this Purchase Order is in support of a NASA contract.

**A. FAR clauses for POs in support of U.S. Government contract:**

- 52.203-3, Gratuities
- 52.203-5, Covenant Against Contingent Fees
- 52.203-6, Restrictions of Subcontractor Sales to the Government
- 52.203-15, Whistleblower Protections Under the American Recover and Reinvestment Act of 2009
- 52.204-2, Security Requirements
- 52.204-9, Personal Identity Verification of Contractor Personal
- 52.209-5, Certification Regarding Debarment, Suspension, Proposed Debarment and Other Responsibility Matters
- 52.209-6, Protecting the Government’s Interest When Subcontracting with Contractor’s Debarred, Suspended or Proposed for Debarment
- 52.209-10, Prohibition on Contracting with Inverted Domestic Corporations
- 52.211-5, Material Requirements
- 52.211-15, Defense Priority and Allocation Requirements
- 52.212-5, Contract Terms and Conditions Required to Implement Statutes and Executive Orders
- 52.219-8, Utilization of Small Business Concerns
- 52.219-28, Post Award Small Business Program Rerepresentation
- 52.222-1, Notice to the Government of Labor Disputes
- 52.222-3, Convict Labor
- 52.222-4, Contract Work Hours and Safety Standards Act - Overtime
- 52.222-19, Child Labor--Cooperation with Authorities and Remedies
- 52.222-21, Prohibition of Segregated Facilities
- 52.225-5, Affirmative Action Compliance
- 52.222-26, Equal Opportunity
- 52.222-36, Affirmative Action for Workers with Disabilities

- 52.222-40, Notification of Employee Rights Under the National Labor Relations Act
- 52.222-41, Service Contract Act of 1965
- 52.222-50, Combating Trafficking in Persons
- 52.222-51, Exemption from Application of the Service Contract Act to Contracts for Maintenance, Calibration, or Repair of Certain Equipment--Requirements (Applies only to subcontracts exempt under Service Contract Act)
- 52.222-53, Exemption from Application of the Service Contract Act to Contracts for Certain Services-Requirements (Applies only to subcontracts exempt under Service Contract Act)
- 52.222-54, Employment Eligibility Verification
- 52.223-3, Hazardous Material Identification and Material Safety Data Sheets
- 52.223-6, Drug Free Workplace
- 52.223-7, Notice of Radioactive Materials (Applies only if this PO is for radioactive material meeting the criteria outlined in the clause.)
- 52.223-11, Ozone Depleting Substances
- 52.223-18, Contractor Policy to Ban Text Messaging While Driving
- 52.224-2, Privacy Act
- 52.225-1, Buy American Act-Supplies
- 52.225-5, Trade Agreements
- 52.225-8, Duty Free Entry
- 52.225-13, Restrictions on Certain Foreign Purchases
- 52.226-6, Promoting Excess Food Donation to Nonprofit Organizations.
- 52.227-11, Patent Rights – Ownership by the Contractor
- 52.227-14, Right in Data – General
- 52.227-16, Additional Data Requirements
- 52.227-19, Commercial Computer Software License
- 52.228-5, Insurance – Work on a Government Installation
- 52.233-3, Protest after Award
- 52.233-4, Applicable Law for Breach of Contract Claim
- 52.242.15, Stop Work Order
- 52.243-1, Changes – Fixed Price
- 52.244-5, Competition in Subcontracting
- 52.244-6, Subcontracts for Commercial Items
- 52.245-1, Government Property
- 52.245-9, Use and Charges
- 52.246-2, Inspection of Supplies – Fixed Price
- 52.246-16, Responsibility for Supplies
- 52.247-63, Preference for U.S. Flag Carriers
- 52.247-64, Preference for Privately-Owned U.S. Flag Commercial Vessels
- 52.249-2, Termination for Convenience of the Government – Fixed Price
- 52.252-2, Clauses Incorporated by Reference

**A.1 FAR Clauses Included Unless Exemption or Threshold Applies.**

- 52.204-10, Reporting Executive Compensation and First Tier Subcontract Awards
- 52.204-11, American Recovery and Reinvestment Act-Reporting Requirements
- 52.214-27, Price Reduction For Defective Cost or Pricing Data –

Modifications - Sealed Bidding (Applies only to sealed bidding)

- 52.214-28, Subcontractor Cost and Pricing Data – Modifications – Sealed Bidding (Applies only to sealed bidding)
- 52.215-10, Price Reduction for Defective Cost and Pricing Data
- 52.215-11, Price Reduction for Defective Cost and Pricing – Modifications
- 52.215-12, Subcontractor Cost and Pricing Data
- 52.215-13, Subcontractor Cost and Pricing Data - Modifications
- 52.215-15, Pension Adjustments and Asset Reversions
- 52.215-18, Reversion or Adjustment of Plans for Post-Retirement Benefits (PRB) Other Than Pensions
- 52.215-19, Notification of Ownership Changes
- 52.215-20, Requirements for Cost and Pricing Data or Information Other Than Cost and Pricing Data
- 52.215-21, Requirements for Cost and Pricing Data or Information Other Than Cost and Pricing Data – Modifications
- 52.215-22, Limitations On Pass Through Charges – Identification of Subcontractor Effort
- 52.215-23, Limitations On Pass Through Charges
- 52.227-6, Royalty Information
- 52.227-9, Refund of Royalties
- 52.230-2, Cost Accounting Standards
- 52.230-3, Disclosure and Consistency of Cost Accounting Practices
- 52.230-6, Administration of Cost Accounting Standards

**A.2 Purchase Orders Over \$15,000 Also Include:**

- 52.222-20, Walsh Healey Public Contracts Act
- 52.222-36, Affirmative Action for Workers with Disabilities

**A.3 Purchase Orders of \$100,000 or More Also Include:**

- 52.222-35, Equal Opportunity for Veterans
- 52.222-37, Employment Reports on Veterans

**A.4 Purchase Orders Over \$150,000 Also Include:**

- 52.203-5, Covenant Against Contingent Fees
- 52.203-6, Restrictions On Subcontractor Sales to the Government
- 52.203-7, Anti-Kickback Procedures
- 52.203-8, Cancellation, Rescission, Recovery of Funds For Illegal or Improper Activity
- 52.203-10, Price or Fee Adjustment for Illegal or Improper Activity
- 52.203-12, Limitation of Payments to Influence Certain Federal Transactions
- 52.215-2, Audit and Records - Negotiation
- 52.215-14, Integrity of Unit Prices
- 52.227-1, Authorization and Consent (Alternate I if applicable in accordance with FAR 27.201-2(a)(s))
- 52.227-2, Notice and Assistance Regarding Patent and Copyright Infringement
- 52.248-1, Value Engineering

**A.5 Purchase Orders Over \$650,000 Also Include:**

- 52.219-9, Small Business Subcontracting Plan
- 52.219-16, Liquidated Damages – Subcontracting Plan
- 52.230-2, Cost Accounting Standards
- 52.230-3, Disclosure and Consistency of Cost Accounting Standards
- 52.230-6, Administration of Cost Accounting Standards

**A.6 Purchase Orders Over \$5,000,000 Also Include:**

- 52.203-13, Contractor Code of Business Ethics and Conduct
- 52.203-14, Display of Hotline Posters

**A.7 Certifications:**

The Seller, by signing this Purchase Order, hereby certifies compliance with the following clauses:

- 52.203-11, Certification and Disclosure Regarding Payments to Influence Certain Federal Transactions (POs over \$150,000)
- 52.209-5, Certification Regarding Responsibility Matters
- 52.222-22, Previous Contracts and Compliance Reports
- 52.222-25, Affirmative Action Compliance
- 52.223-13, Certification of Toxic Chemical Release Reporting

**B. DFAR clauses for POs in support of U.S. Government contract.**

- 252.203-7001, Prohibition on Persons Convicted of Fraud or Other Defense Contract Related Felonies
- 252.204-7000, Disclosure of Information
- 252.204-7008, Requirements for Contracts Involving Export-Controlled Items
- 252.208-7000, Intent to Furnish Precious Metals as Government Furnished Material
- 252.209-7004, Subcontracting with Firm Owned or Controlled by the Government of a Terrorist Country
- 252.211-7003, Item Identification and Valuation
- 252.211-7007, Reporting of Government Furnished Equipment in the DoD Item Unique Identification (IUID) Registry
- 252.215-7000, Pricing Adjustments
- 252.215-7002, Cost Estimating System Requirements (applies if cost and pricing data is required)
- 252.219-7003, Small Business Subcontracting Plan
- 252.222-7000, Restrictions on Employment of Personnel
- 252.223-7001, Hazard Warning Labels
- 252.223-7002, Safety Precautions for Ammunition and Explosives
- 252.223-7003, Change in Place of Performance Ammunition and Explosives
- 252.223-7004, Drug Free Workforce
- 252.223-7006, Prohibition on Storage and Disposal of Toxic and Hazardous Materials
- 252.223-7007, Safeguarding Sensitive Conventional Arms, Ammunition and Explosives
- 252.225-7001, Buy American Act and Balance of Payments Program
- 252.225-7002, Qualifying Country Sources as Subcontractors
- 252.225-7007, Prohibition on Acquisition of United States Munitions List Items From Communist Chinese Military Companies
- 252.225-7008, Restriction on Acquisition of Specialty Metals
- 252.225-7009, Restriction on Acquisition of Certain Articles Containing Specialty Metals
- 252.225-7012, Preference for Certain Domestic Commodities
- 252.225-7013, Duty Free Entry
- 252.225-7015, Restriction on Acquisition of Hand or Measuring Tools
- 252.225-7016, Restriction on Acquisition of Ball and Roller Bearings
- 252.225-7021, Trade Agreements

252.225-7025, Restriction on Acquisition of Forgings  
 252.225-7028, Exclusionary Policies and Practices of Foreign Governments  
 252.225-7030, Restriction on Acquisition of Carbon, Alloy and Armor Steel  
 252.225-7031, Secondary Arab Boycott of Israel  
 252.225-7036, Buy American – Free Trade – Balance of Payments Program  
 252.225-7039, Contractors Performing Private Security Functions  
 252.227-7013, Rights in Technical Data--Noncommercial Items  
 252.227-7014, Rights in Noncommercial Computer Software & Noncommercial Computer Software Documentation  
 252.227-7015, Technical Data--Commercial Items  
 252.227-7016, Rights in Bid or Proposal Information  
 252.227-7017, Identification and Assertion of Use, Release, or Disclosure Restrictions  
 252.227-7018, Rights in Noncommercial Technical Data and Computer Software – Small Business Innovative Research (SBIR) Program  
 252.227-7019, Validation of Asserted Restrictions – Computer Software  
 252.227-2025, Limitations on Use or Disclosure of Government-Furnished Information Marked with Restrictive Legends  
 252.227-7026, Deferred Delivery of Technical Data or Computer Software  
 252.227-7027, Deferred Ordering of Technical Data or Computer Software  
 252.227-7028, Technical Data or Computer Software Previously Delivered to the Government  
 252.227-7030, Technical Data – Withholding of Payment  
 252.227-7037, Validation of Restrictive Markings on Technical Data  
 252.227-7038, Patent Rights – Ownership by the Contractor (Large Business)  
 252.227-7039, Patents – Reporting of Subject Inventions  
 252.228-7005, Accident Reporting and Investigation Involving Aircraft, Missiles and Space Launch Vehicles  
 252.235-7003, Frequency Authorization  
 252.236-7000, Modification Proposals – Price Breakdown  
 252.237-7010, Prohibition on Interrogation of Detainees by Contractor Personnel  
 252.237-7019, Training for Contractor Personnel Interacting with Detainees  
 252.243-7001, Pricing of Contract Modifications  
 252.243-7002, Requests for Equitable Adjustment  
 252.244-7000, Subcontracts for Commercial Items and Commercial Components  
 252.246-7001, Warranty of Data  
 252.246-7003, Notification of Potential Safety Issues  
 252.247-7003, Pass-Through of Motor Carrier Fuel Surcharge Adjustment to the Cost Bearer  
 252.247-7006, Removal of Contractor’s Employees  
 252.247-7022, Representation of Extent of Transportation by Sea  
 252.247-7024, Notification of Transportation of Supplies by Sea

**B.1 Purchase Orders of \$100,000 or More Also Include:**

252.203-7001, Prohibition on Persons Convicted of Fraud or Other Defense Contract Related Felonies  
 252.247-7023, Transportation of Supplies by Sea

252.249-7002, Notification of Anticipated Contract Termination or Reduction

**B.2 Purchase Orders of \$500,000 or More Also Include:**

252.226-7001, Utilization of Indian Organizations, Indian Owned Economic Enterprises, and Native Hawaiian Small Business Concerns

**B.3 Purchase Orders of \$650,000 or More Also Include:**

252.219-7003, Small Business Subcontracting Plan  
 252.219-7004,  
 252.225-7006, Quarterly Reporting of Contract Performance Outside the United States

**B.4 Purchase Orders of \$1,000,000 or More Also Include:**

252.225-7033, Waiver of United Kingdom Levies  
 252.222-7006, Restrictions on Use of Mandatory Arbitration Agreements

**B.5 Purchase Orders of \$1,500,000 or More Also Include:**

252.211-7000, Acquisition Streamlining

**C. NASA FAR Supplement clauses for POs in support of U.S. Government contract.**

1852.204-76, Security Requirements for Unclassified Information Technology Resources  
 1852.208-81, Restrictions on Printing and Duplicating  
 1852.211-70, Packaging Handling and Transportation  
 1852.219-74, Use of Rural Area Small Businesses  
 1852.219-75, Small Business Subcontracting Reporting  
 1852.219-76, NASA 8 Percent Goal  
 1852.223-70, Safety and Health  
 1852.223-71, Frequency Authorization  
 1852.223-74, Drug and Alcohol Free Workplace  
 1852.223-75, Major Breach of Safety or Security  
 1852.225-70, Export Licenses  
 1852.227-11, Patent Rights – Retention by the Contractor  
 1852.227-14, Rights in Data - General  
 1852.227-70, New Technology  
 1852.227-71, Requests for Waiver of Rights to Inventions  
 1852.227-72, Designation of New Technology Representative and Patent Representative  
 1852.228-76, Cross-Waiver of Liability for Space Station Activities  
 1852.228-78, Cross-Waiver of Liability for NASA Expendable Launch Vehicle Launches  
 1852.231-71, Determination of Compensation Reasonableness  
 1852.237-72, Access to Sensitive Information  
 1852.237-73, Release of Sensitive Information  
 1852.244-70, Geographic Participation in the Aerospace Program  
 1852.245-73, Human Space Flight Item  
 1852.246-70, Mission Critical Space System Personnel Reliability Program  
 1852.246-71, Government Contract Quality Assurance Functions  
 1852.246.72, Material Inspection and Receiving Report  
 1852.247-71, Protection of Florida Manatee