

# **FAR/DFARS FLOWDOWN PROVISIONS FOR SUBCONTRACTS/PURCHASE ORDERS UNDER A U.S. GOVERNMENT CONTRACT**

The Federal Acquisition Regulation ("FAR") and Defense Federal Acquisition Regulation Supplement ("DFARS") clauses listed below are incorporated by reference into this Purchase Order with the same force and effect as if set forth in full. The effective date of each clause shall match the date in the applicable U.S. Government Prime Contract or higher-tier subcontract. If the substance of a clause listed here differs from that in the Prime Contract, the Prime Contract version controls. The Contract Disputes Act does not apply to this Purchase Order, and nothing herein grants Supplier a direct claim against the U.S. Government.

Supplier shall flow down all applicable FAR and DFARS clauses to its subcontractors as required.

## **1. GOVERNMENT SUBCONTRACT**

This Purchase Order is issued in support of a U.S. Government Prime Contract. The FAR and DFARS clauses identified below apply to Supplier and its subcontractors as necessary to reflect their roles, ensure compliance, and enable Coherent A&D to fulfill its government obligations.

For purposes of these clauses: "Commercial Item" has the meaning in FAR 2.101; "Contract" means this Purchase Order; "Contractor" and "Offeror" mean Supplier; "Government" and "Contracting Officer" mean Coherent Aerospace & Defense, Inc., except when rights or duties are exclusive to the U.S. Government; "Prime Contract" refers to the applicable U.S. Government contract; "Subcontract" includes all lower-tier contracts under this Purchase Order.

## **2. AMENDMENTS REQUIRED BY PRIME CONTRACT**

Supplier agrees to negotiate in good faith any amendments reasonably required by Coherent A&D to comply with the Prime Contract or its modifications. Any resulting cost or schedule impacts will be addressed under the Purchase Order's "Changes" clause.

## **3. PRESERVATION OF THE GOVERNMENT'S RIGHTS**

If Coherent A&D provides technical data, designs, or equipment that the U.S. Government owns or controls, nothing herein shall be construed to limit the Government's rights to authorize use of such materials under other government contracts.

## **4. FAR PROVISIONS INCORPORATED BY REFERENCE**

The following FAR clauses apply to the Purchase Order:

Clause	Title	Applicability
52.202-1	Definitions	Applicable to all orders
52.203-6	Restrictions on Subcontractor Sales to the Government	Applicable if order exceeds the simplified acquisition threshold
52.203-7	Anti-Kickback Procedures	Applicable if order exceeds the simplified acquisition threshold
52.203-8	Cancellation, Rescission, and Recovery of Funds for Illegal or Improper Activity	Applicable if order exceeds the simplified acquisition threshold
52.203-10	Price or Fee Adjustment for Illegal or Improper Activity	Applicable if order exceeds the simplified acquisition threshold

52.203-11	Certification and Disclosure Regarding Payment to Influence Certain Federal Transactions	Applicable if order exceeds \$150,000
52.203-12	Limitation on Payments to Influence Certain Federal Transactions	Applicable if order exceeds \$150,000
52.203-13	Contractor Code of Business Ethics and Conduct	Applicable if order exceeds \$6,000,000 and the period of performance is greater than 120 days
52.203-14	Display of Hotline Posters	Applicable if order exceeds \$6,000,000
52.203-15	Whistleblower Protection Under the American Recovery and Reinvestment Act of 2009	Applicable if order is funded with Recovery Act funds
52.203-16	Preventing Personal Conflicts of Interest	Applicable if order exceeds the simplified acquisition threshold
52.203-17	Contractor Employee Whistleblower Rights and Requirements to Inform Employees of Whistleblower Rights	Applicable to all orders
52.203-19	Prohibition on Requiring Certain Confidentiality Agreements or Statements	Applicable to all orders
52.204-2	Security Requirements	Applicable if the order will require access to classified information
52.204-9	Personal Identity Verification of Contractor Personnel	Applicable if order performance requires physical access to a Federally-controlled facility and/or routine access to a Federally-controlled information system
52.204-10	Reporting Executive Compensation and First-Tier Subcontract Awards	Applicable if order exceeds \$30,000
52.204-21	Basic Safeguarding of Covered Contractor Information Systems	All orders that have Federal contract information residing in or transitioning through its information system, except for orders for commercially available off-the-shelf items.
52.204-23	Prohibition on Contracting for Hardware, Software, and Services Developed by Kaspersky Lab and other Covered Entities	Applicable to all orders
52.204-25	Prohibition on Contracting for Certain Telecommunications and Video Surveillance Services or Equipment	Applicable to all orders
52.204-27	Prohibition on a ByteDance Covered Application	Applicable to all orders
52.204-30	Federal Acquisition Supply Chain Security Act Orders—Prohibition	Applicable to all orders, excluding paragraph (c)(1).
52.209-5	Certification Regarding Responsibility Matters	Applicable if order exceeds the simplified acquisition threshold
52.209-6	Protecting the Government's Interest when Subcontracting with Contractors Debarred, Suspended, or Proposed for Debarment	Applicable if order exceeds \$35,000, except for orders for commercially available off-the-shelf items.
52.209-7	Information Regarding Responsibility Matters	Applicable if order exceeds \$600,000
52.209-10	Prohibition on Contracting with Inverted Domestic Corporations	Applicable to all orders
52.211-5	Material Requirements	Applicable to all orders
52.211-15	Defense Priority and Allocations Requirements	Applicable if this order is a rated order
52.212-5	Contract Terms and Conditions Required to Implement Statutes or Executive Orders—Commercial Products and Commercial Services	Applicable to all orders
52.215-2	Audit and Records Negotiation	Applicable if order exceeds the simplified acquisition threshold on award date <b>and</b> submission of cost or pricing data will be required

52.215-10	Price Reduction for Defective Cost or Pricing Data	Applicable if submission of cost or pricing data will be required
52.215-11	Price Reduction for Defective Cost or Pricing Data – Modifications	Applicable if submission of cost or pricing data will be required
52.215-12	Subcontractor Cost or Pricing Data	Applicable if submission of cost or pricing data will be required
52.215-13	Subcontractor Cost or Pricing Data - Modifications	Applicable if submission of cost or pricing data will be required
52.215-14	Integrity of Unit Prices	Applicable if order exceeds the simplified acquisition threshold
52.215-15	Pension Adjustment and Asset Reversions	Applicable if submission of cost or pricing data will be required
52.215-18	Reversions or Adjustment of Plans for Postretirement Benefits	Applicable if submission of cost or pricing data will be required
52.215-19	Notification of Ownership	Applicable if submission of cost or pricing data will be required
52.215-20	Requirements for Cost or Pricing Data or Information Other Than Cost or Pricing Data	Applicable if submission of cost or pricing data will be required
52.215-21	Requirements for Cost or Pricing Data or Information Other Than Cost or Pricing Data Modifications	Applicable if submission of cost or pricing data will be required
52.215-23	Limitations on Pass Through Charges	Applicable if order exceeds the threshold for obtaining cost or pricing data
52.216-7	Allowable Cost and Payment	Applicable if order is a cost-reimbursement contract or a time-and-materials contract
52.216-8	Fixed Fee	Applicable if order is a cost-plus-fixed-fee contract (other than a construction contract)
52.216-10	Incentive Fee	Applicable if order is a cost-plus-incentive-fee contract
52.219-8	Utilization of Small Business Concern	Applicable to all orders, excluding those issued to small business concerns, that offer further subcontracting opportunities.
52.219-9	Small Business Subcontracting Plan	Applicable if order exceeds \$750,000 and offer subcontracting possibilities pursuant to paragraph (d)(9) of this clause
52.222-2	Payment for Overtime Premiums	Applicable if order exceeds the simplified acquisition threshold and the contract is cost-reimbursement
52.222-4	Contract Work Hours and Safety Standards – Overtime Compensation	Applicable if order involves the employment of laborers and mechanics.
52.222-21	Prohibition of Segregated Facilities	Applicable to all orders subject to FAR 52.222-26, Equal Opportunity
52.222-22	Previous Contracts and Compliance Reports	Applicable to all orders
52.222-24	Pre-Award On-Site Equal Opportunity Compliance Evaluation	Applicable if the order includes 52.222-26 and will be in excess of \$10,000,000
52.222-26	Equal Opportunity	Applicable to all orders
52.222-35	Equal Opportunity for Veterans	Applicable if order exceeds \$150,000
52.222-36	Equal Opportunity for Workers with Disabilities	Applicable if order exceeds \$15,000
52.222-37	Employment Reports on Veterans	Applicable if order includes 52.222-35
52.222-40	Notification of Employee Rights Under the National Labor Relations Act	Applicable if order exceeds \$10,000 and will be performed wholly or partially in the United States.
52.222-41	Service Contract Labor Standards	Applicable if order is for services subject to the Service Contract Act
52.222-50	Combating Trafficking in Persons	Applicable to all orders

52.222-54	Employee Eligibility Verification	Applicable if order exceeds \$3,500 for services (other than for COTS items) or construction and performed in whole or part in the U.S.
52.222-55	Minimum Wages Under Executive Order 14206	Applicable if this order is subject to the Service Contract Labor Standards statute or the Wage Rate Requirements (Construction) statute, and is to be performed in whole or in part in the U.S.
52.222-62	Paid Sick Leave Under Executive Order 13706	Applicable if this order is subject to the Service Contract Labor Standards statute or the Wage Rate Requirements (Construction) statute, and is to be performed in whole or in part in the U.S.
52.223-3	Hazardous Material Identification and Material Safety Data	Applicable if hazardous material will be required
52.223-7	Notice of Radioactive Materials	Applicable to orders containing radioactive material
52.223-11	Ozone-Depleting Substances and High Global Warming Potential Hydrofluorocarbons	Applicable to orders manufactured with or containing ozone-depleting substances
52.224-3	Privacy Training	Applicable if the Work will require— (1) Access to a system of records; (2) Create, collect, use, process, store, maintain, disseminate, disclose, dispose, or otherwise handle personally identifiable information; or (3) Design, develop, maintain, or operate a system of records
52.225-1	Buy American—Supplies	Applicable if order contains other than domestic components
52.225-5	Trade Agreements	Applicable if order contains other than U.S. made or designated country end products as specified in the clause
52.225-8	Duty-Free Entry	Applicable if order will be imported into the Customs Territory of the US
52.225-13	Restrictions on Certain Foreign Purchases	Applicable to all orders
52.227-1	Authorization and Consent	Applicable if order exceeds the simplified acquisition threshold and only to the extent that the Prime Contract includes this clause
52.227-2	Notice and Assistance Regarding Patent and Copyright Infringement	Applicable if order exceeds the simplified acquisition threshold
52.227-3	Patent Indemnity	Applicable to the delivery of commercial items
52.227-9	Refund of Royalties	Applicable if reported royalty exceeds \$250
52.227-10	Filing Patent Applications - Classified Subject Matter	Applicable if the work or any patent application may cover classified subject matter
52.227-11	Patent Rights - Ownership by the Contractor	Applicable if this order is for experimental, developmental, or research work to be performed by a small business concern or nonprofit organization
52.227-13	Patent Rights—Ownership by the Government	Applicable if this order is for experimental, developmental, or research work
52.228-3	Workers' Compensation Insurance (Defense Base Act)	Applicable to all orders
52.228-4	Workers' Compensation and War-Hazard Insurance Overseas	Applicable to all orders
52.228-5	Insurance - Work on a Government Installation	Applicable if order involves work on a Government installation
52.229-3	Federal, State, Local Taxes	Applicable if order will be fixed-price, exceed the simplified acquisition threshold and will be performed wholly or partly in the U.S.

52.229-10	State of New Mexico Gross Receipts and Compensating Tax	Applicable if order will be fixed-price, exceed the simplified acquisition threshold and will be performed wholly or partly in the U.S.
52.230-2	Cost Accounting Standards	Applicable if order exceeds the threshold specified at 48 CFR 9903.201-1(b); unless an exemption applies
52.230-3	Disclosure and Consistency of Cost Accounting Practices	Applicable if order exceeds the threshold specified at 48 CFR 9903.201-1(b); unless an exemption applies
52.230-4	Disclosure and Consistency of Cost Accounting Practices Foreign Concerns	Applicable if order exceeds the threshold specified at 48 CFR 9903.201-1(b); unless an exemption applies
52.230-5	Cost Accounting Standards - Educational Institution	Applicable if order exceeds the threshold specified at 48 CFR 9903.201-1(b); unless an exemption applies
52.230-6	Administration of Cost Accounting Standards	Applicable if order includes any of the following clauses: 52.230-2, 52.230-3, 52.230-4, or 52.230-5
52.232-20	Limitation of Cost	Applicable if order will be cost-reimbursement
52.232-22	Limitation of Funds	Applicable if order will be cost-reimbursement
52.232-39	Unenforceability of Unauthorized Obligations	Applicable to all orders
52.232-40	Providing Accelerated Payments to Small Business Subcontractors	Applicable to small businesses
52.234-1	Industrial Resources Developed Under Title III, Defense Production Act	Applicable to all orders
52.237-8	Restriction on Severance Payments to Foreign Nationals	Applicable if foreign nationals are employed under a service contract performed outside of the U.S.
52.242-13	Bankruptcy	Applicable to all orders exceeding the simplified acquisition threshold
52.242-15	Stop-Work Order	Applicable to all orders
52.243-1	Changes – Fixed-Price	All Fixed-Price orders
52.243-2	Changes – Cost-Reimbursement	All Cost-Reimbursement orders
52.243-3	Changes – Time-and-Materials or Labor-Hours	All T&M and Labor Hour orders
52.243-6	Change Order Accounting	Applicable to all orders
52.244-5	Competition in Subcontracting	Applicable to all orders
52.244-6	Subcontracts for Commercial Products and Commercial Services	Applicable to all orders
52.245-1 Alt I / Alt II	Government Property	Applicable to orders where Government property will be acquired or furnished
52.246-2	Inspection of Supplies – Fixed-Price	Applicable to fixed-price orders that exceed the simplified acquisition threshold
52.246-3	Inspection of Supplies – Cost-Reimbursement	Applicable to cost-reimbursement orders
52.246-4	Inspection of Services – Fixed-Price	Applicable to fixed-price orders that exceed the simplified acquisition threshold
52.246-5	Inspection of Services – Cost-Reimbursement	Applicable to cost-reimbursement orders
52.246-6	Inspection – Time-and-Material and Labor-Hour	Applicable to T&M and Labor Hour contracts
52.246-11	Higher-Level Contract Quality Requirement	All orders for critical and complex items or when the technical requirements require (i) control of such things as design, work operations, in-process control, testing, and inspection; or (ii) attention to such factors as organization, planning, work instruction, documentation control, and advanced metrology
52.246-16	Responsibility for Supplies	Applicable to fixed-price orders that exceed the simplified acquisition threshold

52.247-63	Preference for U.S. Flag Air Carriers	Applicable if order requires international air transportation
52.247-64	Preference for Privately Owned U.S.-Flagged Commercial Vessels	Applicable if order requires ocean transportation of supplies
52.248-1	Value Engineering	Applicable to orders that exceed the simplified acquisition threshold
52.249-1	Termination for Convenience of the Government (Fixed Price) (Short Form)	Applicable if the order is fixed-price and does not exceed the simplified acquisition threshold
52.249-2	Termination for Convenience of the Government (Fixed Price)	Applicable if the order is fixed-price and will exceed the simplified acquisition threshold
52.249-6	Termination (Cost-Reimbursement)	Applicable for cost-reimbursement contracts
52.249-8	Default (Fixed-Price Supply and Service)	Applicable to fixed-price orders that exceed the simplified acquisition threshold
52.249-9	Default (Fixed-Price Research and Development)	Applicable to fixed-price orders for research and development that exceed the simplified acquisition threshold

## 5. DFARS PROVISIONS INCORPORATED BY REFERENCE

The following DFARS clauses apply to the Purchase Order:

Clause	Title	Applicability
252.203-7001	Prohibition on Persons Convicted of Fraud or Other Defense Contract-Related Felonies	Applicable if order exceeds the simplified acquisition threshold
252.203-7002	Requirement to Inform Employees of Whistleblower Rights	Applicable to all orders
252.203-7004	Display of Hotline Poster	Applicable if order exceeds \$6,000,000 and performance exceeds 120 days.
252.204-7000	Disclosure of Information	Applicable if the contractor will have access to or generate unclassified information that may be sensitive and inappropriate for release to the public
252.204-7009	Limitations on the Use or Disclosure of Third-Party Contractor Reported Cyber Incident Information	All orders for <b>services</b> that include support related to safeguarding covered defense information and cyber incident reporting
252.204-7012	Safeguarding Covered Defense Information and Cyber Incident Reporting	All orders for operationally critical support, or for which subcontract performance will involve covered defense information, including subcontracts for commercial products or commercial services, except for orders solely for the acquisition of COTS items.
252.204-7015	Disclosure of Information to Litigation Support Contractors	Applicable to all orders
252.204-7018	Prohibition on the Acquisition of Covered Defense Telecommunications Equipment or Services	Applicable to all orders
252.204-7019	Notice of NIST SP 800-171 DoD Assessment Requirements	All orders where DFARS 252.204-7012 is included and Covered Defense Information is handled on Supplier-owned systems.
252.204-7020	NIST SP 800-171 DoD Assessment Requirements	All orders (excluding those solely for COTS items) when the Supplier is required to implement NIST SP 800-171 security requirements, as specified in DFARS 252.204-7012.
252.204-7021	Cybersecurity Maturity Model Certification Requirements	Applicable to all orders
252.208-7000	Intent to Furnish Precious Metals as Government-Furnished Material	Applicable to all orders

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 if order exceeds \$150,000
252.209-7010	Critical Safety Items	Applicable if the acquisition includes one or more items designated by the design control activity as critical safety items
252.211-7003	Item Unique Identification and Valuation	Applicable to all orders
252.215-7000	Pricing Adjustments	Applicable if 52.215-11, 52.215-12 or 52.215-13 is included
252.215-7002	Cost Estimating System Requirements	Applicable if submission of cost or pricing data will be required
252.215-7010	Requirements for Certified Cost or Pricing Data and Data Other than Certified Cost or Pricing Data	Applicable if order will exceed the simplified acquisition threshold
252.219-7003	Small Business Subcontracting Plan (DoD Contracts)	Applicable if order includes 52.219-9
252.222-7000	Restrictions On Employment of Personnel	Applicable to all orders
252.222-7006	Restrictions on the Use of Mandatory Arbitration Agreements	Applicable if order will exceed \$1,000,000
252.223-7001	Hazard Warning Labels	Applicable if the order will require submission of hazardous material data sheets (see FAR 23.302(c)).
252.223-7006	Prohibition on Storage, Treatment, and Disposal of Toxic or Hazardous Materials	Applicable if the order may require, or permit a subcontractor access to a DoD installation
252.223-7008	Prohibition of Hexavalent Chromium	Applicable if the order is for supplies, maintenance and repair services, or construction materials
252.225-7001	Buy American Act and Balance of Payments Programs	Applicable to all orders
252.225-7002	Qualifying Country Sources as Subcontractors	Applicable to all orders
252.225-7007	Prohibition on Acquisition of US Munitions List Items From Communist Chinese Military Companies	Applicable to all orders
252.225-7009	Restriction on Acquisition of Certain Articles Containing Specialty Metals	Applicable to all orders
252.225-7012	Preference for Certain Domestic Commodities	Applicable to all orders
252.225-7013	Duty Free Entry	Applicable to all orders
252.225-7015	Restriction on Acquisition of Hand or Measuring Tools	Applicable to all orders
252.225-7016	Restriction on Acquisition of Ball and Roller Bearings	Applicable to all orders
252.225-7021	Trade Agreements	Applicable to all orders
252.225-7027	Restriction on Contingent Fees for Foreign Military Sales	Applicable to all orders
252.225-7028	Exclusionary Policies and Practices of Foreign Governments	Applicable to all orders
252.225-7033	Waiver of United Kingdom Levies	Applicable if the order is for supplies where a lower-tier subcontract exceeding \$1 million with a U.K. firm is anticipated
252.225-7041	Correspondence in English	Applicable if order performance will be wholly or partially in a foreign country
252.225-7043	Antiterrorism/Force Protection Policy for Defense Contractors Outside the United States	Applicable to all orders
252.225-7048	Export Control	Applicable to all orders
252.225-7052	Restriction on the Acquisition of Certain Magnets, Tantalum, and Tungsten	Applicable to all orders

252.225-7056	Prohibition Regarding Business Operations with the Maduro Regime	Applicable to all orders
252.225-7058	Post-Award Disclosure of Employment of Individuals Who Work in the People's Republic of China	Applicable if order exceeds \$5,000,000
252.225-7060	Prohibition on Certain Procurements from the Xinjiang Uyghur Autonomous Region	Applicable to all orders
252.226-7001	Utilization of Indian Organizations, Indian-Owned Economic Enterprises, and Native Hawaiian Small Business Concerns	Applicable if order exceeds \$500,000
252.227-7013	Rights in Technical Data – Other than Commercial Products and Commercial Services, Alt I	Applicable when the Supplier will be required to deliver to the Coherent A&D technical data pertaining to noncommercial items, or pertaining to commercial items for which the Government will have paid for any portion of the development costs
252.227-7014	Rights in Other Than Commercial Computer Software and Other Than Commercial Computer Software Documentation, Alt I	Applicable when the Supplier will be required to deliver to the Coherent A&D computer software or computer software documentation for which the Government will have paid for any portion of the development costs
252.227-7016	Rights in Bid or Proposal Information	Applicable to all orders
252.227-7019	Validation of Asserted Restrictions - Computer Software	Applicable if the order will involve the furnishing computer software to the Government in the performance of this order
252.227-7025	Limitations on the Use or Disclosure of Government Furnished Information Marked with Restrictive Legends	Applicable to all orders
252.227-7026	Deferred Delivery of Technical Data or Computer Software	Applicable to all orders
252.227-7027	Deferred Ordering of Technical Data or Computer Software	Applicable to all orders
252.227-7028	Technical Data or Computer Software Previously Delivered to the Government	Applicable to all orders
252.227-7030	Technical Data - Withholding of Payment	Applicable to all orders
252.227-7032	Rights in Technical Data and Computer Software (Foreign)	Applicable to orders with foreign contractors to be performed overseas, except Canadian purchases
252.227-7037	Validation of Restrictive Markings on Technical Data	Applicable to all orders
252.227-7038	Patent Rights - Ownership by the Contractor (Large Business)	Applicable to orders with large businesses that are for experimental, developmental, or research work
252.227-7039	Patents - Reporting of Subject Inventions	Applicable to orders that are for experimental, developmental, or research work
252.228-7001	Ground and Flight Risk	Applicable to all orders
252.228-7005	Accident Reporting and Investigation Involving Aircraft, Missiles, and Space Launch Vehicles	Applicable to all orders
252.229-7006	Value Added Tax Exclusion (United Kingdom)	Applicable if order will be performed in the United Kingdom
252.229-7011	Reporting of Foreign Taxes	Applicable if order will exceed \$500
252.231-7000	Supplemental Cost Principles	Applicable to all orders
252.325-7000	Indemnification Under 10 U.S.C. 3861 – Fixed-Price	Applicable to Fixed-Price awards
252.325-7001	Indemnification Under 10 U.S.C. 3861 – Cost-Reimbursement	Applicable to Cost-Reimbursable awards
252.239-7001	Information Assurance Contractor Training and Certification	Applicable to all orders
252.239-7010	Cloud Computing Services	Applicable if order involves cloud services

252.239-7016	Telecommunications Security Equipment, Devices, Techniques and Services	Applicable to all orders
252.239-7018	Supply Chain Risk	Applicable to all orders
252.243-7001	Pricing of Contract Modification	Applicable to fixed-price orders
252.243-7002	Requests for Equitable Adjustments	Applicable to orders exceeding the simplified acquisition threshold
252.244-7000	Subcontracts for Commercial Products or Commercial Services	Applicable to all orders
252.245-7005	Management and Reporting of Government Property	Applicable if Government property will be acquired or Furnished
252.246-7001	Warranty of Data	Applicable to cost reimbursement orders where technical data will be delivered
252.246-7003	Notification of Potential Safety Issue	Applicable to all orders
252.246-7007	Counterfeit Electronic Part Detection and Avoidance System	Applicable if the order involves electronic parts or assemblies containing electronic parts
252.246-7008	Sources of Electronic Parts	Applicable if the order involves electronic parts or assemblies containing electronic parts
252.247-7023	Transportation of Supplies by Sea—BASIC	Applicable to all orders
252.247-7024	Notification of Transpiration of Supplies by Sea	Applicable to all orders
252.249-7002	Notification of Anticipated Contract Termination or Reduction	Applicable to all orders