

## **FAIRBANKS MORSE DEFENSE GOVERNMENT CONTRACT FLOWDOWN PROVISIONS**

### **Applicable to all Purchase Orders Supporting a US Government Contract/Subcontract:**

The following clauses from the Federal Acquisition Regulations (FAR), the Department of Defense (DOD) FAR Supplement (DFARS), NASA FAR Supplement (NFS), and other focus areas referenced below are, if applicable, incorporated herein and made part of this PO with the same force and effect as if set forth in full text. The applicable incorporated provisions are those in effect on the date of this PO and are provided in addition to the terms contained in Fairbanks Morse Defense Terms and Conditions of Purchase.

Unless otherwise noted, "Government" or "United States" means "Buyer and/or Government of the United States" as determined by the Buyer, "Contracting Officer" means "Buyer," "Subcontract" means any contract placed by the Seller or lower tier Subcontractors under this PO, and "Commercial Item" means a commercial item as defined in FAR 2.101. In no event shall the Seller acquire any direct claim or direct course of action against the Government. The Contract Disputes Act shall have no application to this PO. Any reference to a "Disputes" clause shall mean the "Disputes" included in Fairbanks Morse Defense Terms and Conditions of Purchase. The Seller shall include in each lower-tier subcontract the appropriate flow-down clauses as required by the FAR, DFARS, or NFS provisions.

Buyer has indicated that certain provisions and FAR/DFARS clauses are required to be included in Seller's subcontracts with its lower tier subcontractors. That a clause or provision is not identified as a mandatory flow down, however, does not relieve Seller of its obligation to include the clause in lower tier subcontracts when required to satisfy Seller's contractual obligations under this PO.

<b>FLOW-DOWN CLAUSE</b>	<b>TITLE</b> <i>*Denotes mandatory flow-down where applicable</i>
DFARS 252.203-7001*	Prohibition on Persons Convicted of Fraud or Other Defense Contract-Related Felonies
DFARS 252.203-7002*	Requirement to Inform Employees of Whistleblower Rights
DFARS 252.203-7003	Agency Office of the Inspector General
DFARS 252.203-7004*	Display of Hotline Poster(s)
DFARS 252.204-7000*	Disclosure of Information
DFARS 252.204-7004	Antiterrorism Awareness Training for Contractors
DFARS 252.204-7009*	Limitations on the Use and Disclosure of Third-Party Contractor Reported Cyber Incident Information
DFARS 252.204-7010	Requirement for Contractor to Notify DoD if the Contractor's Activities are Subject to Reporting Under the U.S.-International Atomic Energy Agency Additional Protocol
DFARS 252.204-7012*	Safeguarding Covered Defense Information and Cyber Incident Reporting
DFARS 252.204-7014*	Limitations on the Use or Disclosure of Information by Litigation Support Contractors
DFARS 252.204-7015*	Notice of Authorized Disclosure of Information for Litigation Support
DFARS 252.204-7018*	Prohibition on the Acquisition of Covered Defense Telecommunications Equipment or Services
DFARS 252.208-7000*	Intent to Furnish Precious Metals as Government-Furnished Material
DFARS 252.209-7004	Organizational Conflict of Interest—Major Defense Acquisition Program
DFARS 252.211-7003*	Item Unique Identification and Valuation
DFARS 252.211-7006	Passive Radio Frequency Identification
DFARS 252.211-7007	Reporting of Government-Furnished Property
DFARS 252.215-7008	Only One Offer

DFARS 252.219-7003*	Small Business Subcontracting Plan (DoD Contracts)
DFARS 252.219-7004	Small Business Subcontracting Plan (Test Program)
DFARS 252.222-7002	Compliance with Local Labor Laws (Overseas)
DFARS 252.222-7006*	Restrictions on the Use of Mandatory Arbitration Agreements
DFARS 252.223-7001	Hazard Warning Labels
DFARS 252.223-7006*	Prohibition on Storage, Treatment, and Disposal of Toxic or Hazardous Materials
DFARS 252.223-7008*	Prohibition of Hexavalent Chromium
DFARS 252.223-7999	Ensuring Adequate COVID Safety Protocols for Federal Contractors
DFARS 252.225-7001*	Buy American Act and Balance of Payments Program
DFARS 252.225-7002	Qualifying Country Sources as Subcontractors
DFARS 252.225-7004	Report of Intended Performance Outside the United States and Canada—Submission after Award
DFARS 252.225-7007*	Prohibition on Acquisition of United States Munitions List Items from Communist Chinese Military Companies
DFARS 252.225-7008*	Restriction on Acquisition of Specialty Metals
DFARS 252.225-7009*	Restriction on Acquisition of Certain Articles Containing Specialty Metals
DFARS 252.225-7010*	Commercial Derivative Military Article - Specialty Metals Compliance Certificate
DFARS 252.225-7012	Preference for Certain Domestic Commodities
DFARS 252.225-7013*	Duty-Free Entry
DFARS 252.225-7015	Restriction on Acquisition of Hand or Measuring Tools
DFARS 252.225-7016*	Restriction on Acquisition of Ball and Roller Bearings
DFARS 252.225-7019*	Restriction on Acquisition of Anchor and Mooring Chain

DFARS 252.225-7021	Trade Agreements
DFARS 252.225-7025*	Restrictions on Acquisition of Forgings
DFARS 252.225-7026	Acquisition Restricted to Products or Services from Afghanistan
DFARS 252.225-7027	Restriction on Contingent Fees for Foreign Military Sales
DFARS 252.225-7028*	Exclusionary Policies and Practices of Foreign Governments
DFARS 252.225-7030*	Restriction on Acquisition of Carbon Alloy and Armor Steel Plate
DFARS 252.225-7033*	Waiver of United Kingdom Levies
DFARS 252.225-7036*	Buy American Act - Free Trade Agreements - Balance of Payments Program
DFARS 252.225-7038	Restriction on Acquisition of Air Circuit Breakers
DFARS 252.225-7040	Contractor Personnel Supporting U.S. Armed Forces Deployed Outside the United States
DFARS 252.225-7042	Authorization to Perform
DFARS 252.225-7043*	Antiterrorism/Force Protection for Defense Contractors Outside the United States
DFARS 252.225-7048*	Export-Controlled Items
DFARS 252.225-7052	Restriction on the Acquisition of Certain Magnets, Tantalum, and Tungsten
DFARS 252.226 - 7001*	Utilization of Indian Organizations, Indian-Owned Economic Enterprises, and Native Hawaiian Small Business Concerns
DFARS 252.227-7013*	Rights in Technical Data - Noncommercial Items
DFARS 252.227-7014*	Rights in Noncommercial Computer Software and Noncommercial Computer Software Documentation
DFARS 252.227-7015*	Technical Data – Commercial Items
DFARS 252.227-7016*	Rights in Bid or Proposal Information
DFARS 252.227-7019*	Validation of Asserted Restrictions - Computer Software

DFARS 252.227-7025*	Limitations on the Use or Disclosure of Government Furnished Information Marked with Restrictive Legends
DFARS 252.227-7026	Deferred Delivery of Technical Data or Computer Software
DFARS 252.227-7027	Deferred Ordering of Technical Data or Computer Software
DFARS 252.227-7028	Technical Data or Computer Software Previously Delivered to the Government
DFARS 252.227-7030*	Technical Data - Withholding of Payment
DFARS 252.227-7037*	Validation of Restrictive Markings on Technical Data
DFARS 252.227-7038*	Patent Rights—Ownership by the Contractor (Large Business)
DFARS 252.227-7039	Patents—Reporting of Subject Inventions
DFARS 252.228-7000	Reimbursement for War-Hazard Losses
DFARS 252.228-7001*	Ground and Flight Risk
DFARS 252.228-7003	Capture and Detention
DFARS 252.228-7005*	Accident Reporting and Investigation Involving Aircraft, Missiles and Space Launch Vehicles
DFARS 252.229-7011*	Reporting of Foreign Taxes - U.S. Assistance Programs
DFARS 252.231-7000	Supplemental Cost Principles
DFARS 252.232-7017	Accelerating Payments to Small Business Subcontractors—Prohibition on Fees and Consideration
DFARS 252.234-7002	Earned Value Management System
DFARS 252.234-7004*	Cost and Software Data Reporting System – Basic
DFARS 252.235-7003*	Frequency Authorization – Basic
DFARS 252.235-7010	Acknowledgment of Support and Disclaimer
DFARS 252.236-7013*	Requirement for Competition Opportunity for American Steel Producers, Fabricators, and Manufacturers
DFARS 252.237-7010*	Prohibition on Interrogation of Detainees by Contractor Personnel

DFARS 252.237-7019*	Training for Contractor Personnel Interacting with Detainees
DFARS 252.239-7000	Protection Against Compromising Emanations
DFARS 252.239-7001	Information Assurance Contractor Training and Certification
DFARS 252.239-7010*	Cloud Computing Services
DFARS 252.239-7016*	Telecommunications Security Equipment, Devices, Techniques, and Services
DFARS 252.239-7018*	Supply Chain Risk
DFARS 252.243-7001*	Pricing of Contract Modifications
DFARS 252.243-7002	Requests for Equitable Adjustment
DFARS 252.244-7000*	Subcontracts for Commercial Items
DFARS 252.245-7001	Tagging, Labeling, and Marking of Government-Furnished Property
DFARS 252.245-7002	Reporting Loss of Government Property (Seller shall forward the information required by the Clause to Buyer)
DFARS 252.245-7003	Contractor Property Management System Administration
DFARS 252.245-7004	Reporting, Reutilization, and Disposal
DFARS 252.246-7001*	Warranty of Data
DFARS 252.246-7003*	Notification of Potential Safety Issues
DFARS 252.246-7004	Safety of Facilities, Infrastructure, and Equipment for Military Operations
DFARS 252.246-7007*	Contractor Counterfeit Electronic Part Detection and Avoidance System
DFARS 252.246-7008*	Sources of Electronic Parts
DFARS 252.247-7003	Pass-Through of Motor Carrier Fuel Surcharge Adjustment to the Cost Bearer
DFARS 252.247-7023*	Transportation of Supplies by Sea - Basic

DFARS 252.249- 7002*	Notification of Anticipated Contract Termination or Reduction
FAR 52.202- 1*	Definitions
FAR 52.203- 6*	Restrictions on Subcontractor Sales to the Government
FAR 52.203- 8	Cancellation, Rescission, and Recovery of Funds for Illegal or Improper Activity
FAR 52.203- 10*	Price or Fee Adjustment for Illegal or Improper Activity
FAR 52.203- 11*	Certification and Disclosure Regarding Payments to Influence Certain Federal Transactions
FAR 52.203- 12*	Limitation on Payments to Influence Certain Federal Transactions
FAR 52.203- 13*	Contractor Code of Business Ethics and Conduct
FAR 52.203- 14*	Display of Hotline Poster(s)
FAR 52.203- 15*	Whistleblower Protections Under the American Recovery and Reinvestment Act of 2009
FAR 52.203- 16*	Preventing Personal Conflicts of Interest
FAR 52.203- 17	Contractor Employee Whistleblower Rights and Requirement To Inform Employees of Whistleblower Rights
FAR 52.203- 19*	Prohibition on Requiring Certain Internal Confidentiality Agreements or Statements
FAR 52.203- 3*	Gratuities
FAR 52.203- 7*	Anti-Kickback Procedures
FAR 52.204- 10*	Reporting Executive Compensation and First-Tier Subcontract Awards
FAR 52.204- 2*	Security Requirements
FAR 52.204- 21*	Basic Safeguarding of Covered Contractor Information Systems
FAR 52.204- 23*	Prohibition on Contracting for Hardware, Software, and Services Developed or Provided by Kaspersky Lab and Other Covered Entities
FAR 52.204- 25*	Prohibition on Contracting for Certain Telecommunications and Video Surveillance Services or Equipment
FAR 52.204- 9*	Personal Identity Verification of Contractor Personnel
FAR 52.207-3	Right of First Refusal of Employment
FAR 52.208-8	Required Sources for Helium and Helium Usage Data
FAR 52.209- 10*	Prohibition on Contracting with Inverted Domestic Corporations
FAR 52.209- 6*	Protecting the Government's Interest When Subcontracting with Contractor's Debarred, Suspended, or Proposed for Debarment
FAR 52.211- 15*	Defense Priority and Allocation Requirements
FAR 52.211- 5*	Material Requirements

FAR 52.214-26*	Audit and Records - Sealed Bidding
FAR 52.214-27*	Price Reduction for Defective Cost or Pricing Data - Modifications - Sealed Bidding
FAR 52.214-28*	Subcontractor Cost or Pricing Data - Modifications - Sealed Bidding
FAR 52.215-10*	Price Reduction for Defective Cost or Pricing Data
FAR 52.215-11*	Price Reduction for Defective Cost or Pricing Data - Modifications
FAR 52.215-12*	Subcontractor Cost or Pricing Data
FAR 52.215-13*	Subcontractor Cost or Pricing Data - Modifications
FAR 52.215-14*	Integrity of Unit Prices
FAR 52.215-15*	Pension Adjustments and Asset Reversions
FAR 52.215-16	Facilities Capital Cost of Money
FAR 52.215-17	Waiver of Facilities Capital Cost of Money
FAR 52.215-18*	Reversions or Adjustment of Plans for Postretirement Benefits (PRB) Other Than Pensions
FAR 52.215-19*	Notification of Ownership Changes
FAR 52.215-2*	Audit and Records - Negotiations
FAR 52.215-23*	Limitations on Pass-Through Charges
FAR 52.216-10	Incentive Fee
FAR 52.216-7	Allowable Cost and Payment
FAR 52.216-8	Fixed Fee
FAR 52.219-8*	Utilization of Small Business Concerns
FAR 52.219-9*	Small Business Subcontracting Plan
FAR 52.222-19	Child Labor-Cooperation with Authorities and Remedies
FAR 52.222-2	Payment for Overtime Premiums
FAR 52.222-20*	Contracts for Materials, Supplies, Articles, and Equipment
FAR 52.222-21*	Prohibition of Segregated Facilities
FAR 52.222-24	Preaward On-Site Equal Opportunity Compliance Evaluation
FAR 52.222-26*	Equal Opportunity
FAR 52.222-35*	Equal Opportunity for Veterans



FAR 52.222-36*	Equal Opportunity for Workers with Disabilities
FAR 52.222-37*	Employment Reports on Veterans
FAR 52.222-4*	Contract Work Hours and Safety Standards Act - Overtime Compensation
FAR 52.222-40*	Notification of Employee Rights Under the National Labor Relations Act
FAR 52.222-41*	Service Contract Labor Standards
FAR 52.222-50*	Combating Trafficking in Persons
FAR 52.222-51	Exemption from Application of the Service Contract Labor Standards to Contracts for Maintenance, Calibration, or Repair of Certain Equipment-Requirements
FAR 52.222-53*	Exemption from Application of the Service Contract Labor Standards to Contracts for Certain Services - Requirements
FAR 52.222-54*	Employment Eligibility Verification
FAR 52.222-55	Minimum Wages for Contractor Workers Under Executive Order 14026
FAR 52.222-62	Paid Sick Leave Under Executive Order 13706
FAR 52.223-11	Ozone-Depleting Substances and High Global Warming Potential Hydrofluorocarbons
FAR 52.223-12	Maintenance, Service, Repair or Disposal of Refrigeration Equipment and Air Conditioners
FAR 52.223-14	Acquisition of EPEAT-Registered Televisions
FAR 52.223-15	Energy Efficiency in Energy-Consuming Products
FAR 52.223-17	Affirmative Procurement of EPA-designated Items in Service and Construction Contracts
FAR 52.223-18*	Encouraging Contractor Policies to Ban Text Messaging While Driving
FAR 52.223-20	Aerosols
FAR 52.223-21	Foams
FAR 52.223-3*	Hazardous Material Identification and Material Safety Data
FAR 52.223-5	Pollution Prevention and Right-to-Know Information
FAR 52.223-7*	Notice of Radioactive Materials
FAR 52.223-99	Ensuring Adequate COVID Safety Protocols for Federal Contractors
FAR 52.224-2*	Privacy Act
FAR 52.224-3	Privacy Training
FAR 52.225-1*	Buy American Act - Supplies
FAR 52.225-13*	Restrictions on Certain Foreign Purchases

FAR 52.225-3*	Buy American Act - Free Trade Agreements - Israeli Trade Act
FAR 52.225-5*	Trade Agreements
FAR 52.225-8*	Duty-free Entry
FAR 52.227-1*	Authorization and Consent
FAR 52.227-10*	Filing of Patent Applications - Classified Subject Matter
FAR 52.227-11*	Patent Rights - Ownership by the Contractor
FAR 52.227-13	Patent Rights-Ownership by the Government
FAR 52.227-14*	Rights in Data - General
FAR 52.227-16	Additional Data Requirements
FAR 52.227-17	Rights in Data-Special Works
FAR 52.227-18	Rights in Data-Existing Works
FAR 52.227-19	Commercial Computer Software License
FAR 52.227-2*	Notice and Assistance Regarding Patent and Copyright Infringement
FAR 52.227-21	Technical Data Declaration, Revision, and Withholding of Payment-Major Systems
FAR 52.227-22	Major System-Minimum Rights
FAR 52.227-23	Rights to Proposal Data (Technical)
FAR 52.227-9*	Refund of Royalties
FAR 52.228-3*	Workers' Compensation Insurance (Defense Base Act)
FAR 52.228-4	Workers' Compensation and War-Hazard Insurance Overseas
FAR 52.228-5*	Insurance – Work on Government Installation
FAR 52.229-3*	Federal, State, and Local Taxes
FAR 52.230-2*	Cost Accounting Standards
FAR 52.230-3*	Disclosure and Consistency of Cost Accounting Practices
FAR 52.230-4	Disclosure and Consistency of Cost Accounting Practices-Foreign Concerns
FAR 52.230-5*	Cost Accounting Standards - Educational Institution
FAR 52.230-6*	Administration of Cost Accounting Standards
FAR 52.232-17	Interest

FAR 52.232-20	Limitation of Cost
FAR 52.232-22	Limitation of Funds
FAR 52.232-25*	Prompt Payment
FAR 52.232-39	Unenforceability of Unauthorized Obligations
FAR 52.232-40*	Providing Accelerated Payments to Small Business Subcontractors
FAR 52.232-7	Payments under Time-and-Materials and Labor-Hour Contracts
FAR 52.233-3*	Protest after Award
FAR 52.233-4*	Applicable Law for Breach of Contract Claim
FAR 52.234-1*	Industrial Resources Developed Under Defense Production Act Title III
FAR 52.234-4	Earned Value Management System
FAR 52.236-13*	Accident Prevention
FAR 52.237-2	Protection of Government Buildings, Equipment, and Vegetation
FAR 52.237-3	Continuity of Services
FAR 52.239-1	Privacy or Security Safeguards
FAR 52.242-13*	Bankruptcy
FAR 52.242-15	Stop-Work Order
FAR 52.242-17	Government Delay of Work
FAR 52.242-5	Payments to Small Business Subcontractors
FAR 52.243-6	Change Order Accounting
FAR 52.244-5*	Competition in Subcontracting
FAR 52.244-6*	Subcontracts for Commercial Items
FAR 52.245-1*	Government Property
FAR 52.245-9*	Use and Charges
FAR 52.246-16*	Responsibility for Supplies
FAR 52.246-2*	Inspection of Supplies - Fixed Price
FAR 52.246-26	Reporting Nonconforming Items
FAR 52.246-3	Inspection of Supplies-Cost-Reimbursement
FAR 52.246-4	Inspection of Services-Fixed-Price
FAR 52.246-5	Inspection of Services-Cost-Reimbursement
FAR 52.246-6	Inspection-Time-and-Material and Labor-Hour
FAR 52.246-7	Inspection of Research and Development-Fixed-Price
FAR 52.246-8	Inspection of Research and Development-Cost-Reimbursement

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FAR 52.247-63*	Preference for U.S. Flag Air Carriers
FAR 52.247-64*	Preference for Privately Owned U.S. Flag Commercial Vessels
FAR 52.248-1*	Value Engineering
FAR 52.249-2	Termination for Convenience of the Government (Fixed-Price)
FAR 52.249-6	Termination (Cost-Reimbursement)
FAR 52.252-2*	Clauses Incorporated by Reference
FAR 52.252-6*	Authorized Deviations in Clauses