

DRAPER TERMS OF PURCHASE: ATTACHMENT A
GOVERNMENT COMMERCIAL ITEMS FLOW DOWN CLAUSES

Certain clauses from the Federal Acquisition Regulations (FAR) and Defense Federal Acquisition Regulations Supplement (DFARS) apply to this Order (collectively, the “Flow-Down Clauses”). The Flow-Down Clauses listed below are incorporated into the Order by reference, with the same force and effect as if they were given in full text. The full text of each Flow-Down Clause may be accessed electronically at <http://farsite.hill.af.mil/> or <https://www.acquisition.gov/far/>.

Unless otherwise stated, the version of each Flow-Down Clause shall be the current version in effect at the time of the Order. In the event of a conflict between the current version of a Flow-Down Clause, and the version appearing in Draper’s Prime Contract version, the Prime Contract version shall control. If any Flow-Down Clause does not apply to this specific Order, such clause shall be deemed self-deleting.

Table 1 lists the Flow-Down Clauses applicable to Orders for Commercial Items purchased under a U.S. Government Prime Contract. If the Order is made under a U.S. Department of Defense Prime Contract, the Flow-Down Clauses in Table 2 shall also apply. In the event of a conflict between the Table 2 clauses, and the Table 1 clauses, the Table 2 clauses shall control.

As used in the Flow-Down Clauses:

- “Commercial Item” has the same meaning as defined in FAR 2.101.
- “Commercially Available Off-the-Shelf (COTS) Item” has the same meaning as defined in FAR 2.101.
- “Contract” means the Order.
- “Contracting Officer” means the U.S. Government Contracting Officer for Draper’s Prime Contract.
- “Contractor” or “Offeror” means Vendor.
- “Prime Contract” means the contract number listed on the face of the Order between Draper and the U.S. Government or between Draper and its higher-tier contractor who has a prime contract with the U.S. Government.
- “Service Contract” has the same meaning as defined in FAR 22.001.
- “Service Contract Labor Standards” means the Service Contract Labor Standards statute at 41 USC Chapter 67, and the regulations of the Secretary of Labor at 29 CFR Part 3. Generally, the Service Contracts Labor Standard applies to Service Contracts over \$2,500 to be performed in the United States through the use of Service Employees. 41 USC §6702 and 48 CFR § 22.1006 provide exceptions.
- “Service Employee” has the same meaning as defined in FAR 22.001.
- “Simplified Acquisition Threshold” has the same meaning as defined in FAR 2.101 (\$250,000 per GSA Class Deviation 2018-01, DARS Class Deviation 2018-00018, CAAC Class Deviation 2018-02)
- “Subcontract” means a contract placed by Vendor to a lower-tier vendor under this Order.
- “Subcontractor” means a lower-tier vendor to whom Vendor issues a Subcontract under this Order.

Unless otherwise specified below, Vendor shall provide any required reports or notices under a Flow-Down Clause to Draper.

TABLE 1
FLOW-DOWN CLAUSES APPLICABLE TO ALL GOVERNMENT-FUNDED COMMERCIAL ITEM ORDERS

Flow-Down Clause	Flow-Down Clause Title	Summary of When Applicable to Vendor	Order \$ Threshold	COTS Excluded
52.203-12	Limitation on Payments to Influence Certain Federal Transactions	In Orders over \$150,000.	\$150,000	No
52.203-13	Contractor Code of Business Ethics and Conduct	In Orders over \$5,500,000 and the period of performance is more than 120 days. Required disclosures under (b)(3) shall be made directly to the government entity identified in the clause.	\$5,500,000	No
52.203-19	Prohibition on Requiring Certain Internal Confidentiality Agreements or Statements	All Orders.	N/A	No
52.204-9	Personal Identity Verification of Contractor Personnel	In Orders when Vendor will have physical access to a Federally-controlled facility or access to a Federally-controlled information system.	N/A	No
52.204-10	Reporting Executive Compensation and First-Tier Subcontract Awards	In Orders over \$30,000 if Vendor meets the criteria in (d)(3) and is not exempt under (g)(2). If applicable, Vendor shall report the required executive compensation information at https://sam.gov/ .	\$30,000	No
52.204-21	Basic Safeguarding of Covered Contractor Information Systems	In Orders, except Orders for COTS Items, if Vendor will have Federal Contract Information in its information system.	N/A	Yes

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Flow-Down Clause	Flow-Down Clause Title	Summary of When Applicable to Vendor	Order \$ Threshold	COTS Excluded
52.204-23	Prohibition on Contracting for Hardware, Software, and Services Developed or Provided by Kaspersky Lab and Other Covered Entities	All Orders.	N/A	No
52.204-24	Representation Regarding Certain Telecommunications and Video Surveillance Services or Equipment	All DOD funded orders.		
52.204-25	Prohibition on Contracting for Certain Telecommunications and Video Surveillance Services or Equipment	All DOD funded orders.	N/A	No
52.219-8	Utilization of Small Business Concerns	In Orders that offer further subcontracting opportunities.	N/A	No
52.222-17	Nondisplacement of Qualified Workers	In Orders over the Simplified Acquisition Threshold where Vendor will perform a Services Contract as a successor subcontractor for performance of the same or similar work at the same location.	\$250,000	No
52.222-21	Prohibition of Segregated Facilities	In Orders over \$10,000 and performed in U.S. See FAR 22.807(b) for additional exceptions.	\$10,000	No
52.222-26	Equal Opportunity	In Orders over \$10,000 and performed in U.S. See FAR 22.807(b) for additional exceptions.	\$10,000	No
52.222-35	Equal Opportunity for Veterans	In Orders over \$150,000, unless Work is performed outside the United States by employees recruited outside the United States.	\$150,000	No
52.222-36	Equal Opportunity for Workers with Disabilities	In Orders over \$15,000, except when both the performance of the work and the recruitment of workers will occur outside the United States, Puerto Rico, the Northern Mariana Islands, American Samoa, Guam, the U.S. Virgin Islands, and Wake Island.	\$15,000	No
52.222-37	Employment Reports on Veterans	In Orders over \$150,000.	\$150,000	No
52.222-40	Notification of Employee Rights Under the National Labor Relations Act	In Orders over \$10,000 and performed in U.S.	\$10,000	No
52.222-41	Service Contract Labor Standards	In Orders subject to the Service Contract Labor Standards.	N/A	No
52.222-50	Combating Trafficking in Persons	In Orders over \$500,000 and the supplies or services will be acquired or performed outside the U.S.	\$500,000	No
52.222-51	Exemption from Application of the Service Contract Labor Standards to Contracts for Maintenance, Calibration, or Repair of Certain Equipment – Requirements	In Orders for certain services exempt from the Service Contract Labor Standard. See FAR 22.1003-4(c) for the list of services covered by this clause, and requirements for exemption.	N/A	No
52.222-53	Exemption from Application of the Service Contract Labor Standards to Contracts for Certain Services – Requirements	In Orders for certain services exempt from the Service Contract Labor Standard. See FAR 22.1003-4(d) for the list of services covered by this clause, and requirements for exemption.	N/A	No
52.222-54	Employment Eligibility Verification	In Orders over \$3,500 for services or construction performed in the U.S.	\$3,500	No
52.222-55	Minimum Wages Under Executive Order 13658	In Orders subject to the Service Contract Labor Standards statute, and are to be performed in whole or in part in the United States.	N/A	No
52.222-62	Paid Sick Leave Under Executive Order 13706	In Orders subject to the Service Contract Labor Standards statute, and are to be performed in whole or in part in the United States.	N/A	No
52.224-3	Privacy Training	In Orders where the Vendor will - (1) Have 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.	N/A	No
52.232-40	Providing Accelerated Payments to Small Business Subcontractors	In Orders with small businesses.	N/A	No

TABLE 2
FLOW-DOWN CLAUSES APPLICABLE TO ALL DOD-FUNDED COMMERCIAL ITEM ORDERS

Flow-Down Clause	Flow-Down Clause Title	Summary of When Applicable to Vendor	Dollar Threshold	COTS Excluded
252.203-7002	Requirement To Inform Employees of Whistleblower Rights	All DOD-funded Orders.	N/A	No
252.203-7003	Agency Office of the Inspector General	In DOD-funded Orders that exceed \$5,500,000 and the period of performance is more than 120 days. Required disclosures under 52.203-13(b)(3) shall be made directly to the government entity identified in this clause.	\$5,500,000	No
252.203-7004	Antiterrorism Awareness Training for Contractors	In DOD-funded Orders when Vendor performance requires routine physical access to a Federally-controlled facility or military installation.	N/A	No
252.204-7009	Limitations on the Use or Disclosure of Third-Party Contractor Reported Cyber Incident Information	In DOD-funded Orders, except Orders for COTS Items, for services that include support for the Government’s activities related to safeguarding covered defense information and cyber incident reporting.	N/A	Yes
252.204-7012	Safeguarding Covered Defense Information and Cyber Incident Reporting	In DOD-funded Orders, except Orders for COTS Items, for operationally critical support, or for which performance will involve covered defense information.	N/A	Yes
252.204-7015	Notice of Authorized Disclosure of Information for Litigation Support	All DOD-funded Orders.	N/A	No
252.204-7018	Prohibition on the Acquisition of Covered Defense Telecommunications Equipment or Services	All DOD-funded Orders.		
252.211-7003	Item Unique Identification and Valuation	In DOD-funded Orders where item unique identification numbers are required.	N/A	No
252.215-7010	Requirements for Certified Cost or Pricing Data and Data Other than Certified Cost or Pricing Data	In DOD-funded Orders that exceed the Simplified Acquisition Threshold.	\$250,000	No
252.223-7008	Prohibition of Hexavalent Chromium	In DOD-funded Orders for supplies, maintenance and repair services, or construction materials.	N/A	No
252.225-7007	Prohibition on Acquisition of Certain Items from Communist Chinese Military Companies	In DOD-funded Orders for items covered by the United States Munitions List or the 600 series of the Commerce Control List.	N/A	No
252.225-7008	Restriction on Acquisition of Specialty Metals	In DOD-funded Orders that require delivery of “specialty metal” as defined in 252.225-7008(a)	N/A	No
252.225-7009	Restriction on Acquisition of Certain Articles Containing Specialty Metals	In DOD-funded Orders for items containing specialty metals. 252.225-7009(a) defines specialty metals. 252.225-7009(c) provides certain exceptions.	N/A	No
252.225-7048	Export-Controlled Items	In all DOD-funded Orders.	N/A	No
252.226-7001	Utilization of Indian organizations, Indian-owned economic enterprises, and native Hawaiian small business concerns	In DOD-funded Orders that exceed \$500,000.	\$500,000	No
252.227-7015	Technical Data – Commercial Items	In DOD-funded Orders that require delivery of technical data pertaining to any portion of a commercial item that was developed exclusively at private expense.	N/A	No
252.227-7037	Validation of Restrictive Markings on Technical Data	In DOD-funded Orders that require delivery of technical data.	N/A	No
252.239-7010	Cloud Computing Services	In DOD-funded Orders that involving cloud services.	N/A	No
252.244-7000	Subcontracts for Commercial Items	In all DOD-funded Orders.	N/A	No

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Flow-Down Clause	Flow-Down Clause Title	Summary of When Applicable to Vendor	Dollar Threshold	COTS Excluded
252.246-7003	Notification of Potential Safety Issues	In DOD-funded Orders for - (i) Parts identified as critical safety items; (ii) Systems and subsystems, assemblies, and subassemblies integral to a system; or (iii) Repair, maintenance, logistics support, or overhaul services for systems and subsystems, assemblies, subassemblies, and parts integral to a system.	N/A	No
252.246-7007	Contractor Counterfeit Electronic Part Detection and Avoidance System	In DOD-funded Orders for electronic parts or assemblies containing electronic parts.	N/A	No
252.246-7008	Sources of Electronic Parts	In DOD-funded Orders for electronic parts or assemblies containing electronic parts, unless Vendor is the original manufacturer.	N/A	No
252.249-7002	Notification of Anticipated Contract Termination or Reduction	In DOD-funded Orders that exceed \$700,000, are funded under a major defense system program, and when Vendor has received notice that contract funding will be terminated or substantially reduced.	\$700,000	No