

Battelle B712 – Commercial Under Government Contract

Commercial Items/Services Under U.S. Government Contracts

These FAR Flowdown clauses are applicable to the furnishing of the goods or services identified on the face (or attached to) of the Purchase Order. None of the provisions shall be construed in a manner that would adversely affect the interests of the United States Government, and in no event shall the provisions of this Purchase Order give the Subcontractor the ability to directly pursue a claim or course of action against the United States Government.

1. **Definitions.** As used throughout this supplement, the term “Buyer” shall mean Battelle Memorial Institute and “Seller” shall mean the supplier whose name appears on the attached Purchase Order. The term “Purchase Order” shall mean the attached Purchase Order as well as this Supplement.
2. **Independent Contractor.** It is agreed that in the conduct of the work under this Purchase Order, the Seller is acting in the capacity of an independent contractor and not as an agent or employee of the Buyer.
3. **Private Use of Contract Information and Data.** Except as specifically authorized, information and data developed or acquired by, or furnished to, Seller in the performance of this Purchase Order shall be used only in connection with work under this Purchase Order.
4. **Conflict of Interest.** In addition to any specific Conflict of Interest obligation made part of this Purchase Order and/or may be pursuant to the provisions of FAR 9.5, Seller warrants it is, and shall remain free of any obligation or restriction which would interfere or be inconsistent with or present a conflict of interest concerning the work to be furnished by Seller under this Purchase Order.
5. **Patent Indemnity.** Seller warrants the work performed or delivered under this Purchase Order will not infringe or otherwise violate the intellectual property rights of any third party in the United States or any foreign country. Seller agrees to defend, indemnify and hold harmless Battelle and Battelle’s Client from and against any such claims.
6. **Federal Acquisition Regulation (FAR)/Defense Federal Acquisition Regulation Supplement (DFARS).** As required per Federal Acquisition Regulations (FAR) clauses 52.244-6, Subcontracts for Commercial Items (Jan 2017) and 52.212-5, Contract Terms and Conditions Required to Implement Statutes or Executive Orders-Commercial Items (Jan 2017), and Defense Federal Acquisition Regulations Supplement (DFARS) Part 212.3 and supplemental clause 252.244-7000, Subcontracts for Commercial Items and Commercial Components (DoD Contracts) (Jun 2013), the following clauses are hereby incorporated by reference and apply to the Seller and any lower-tiered supplier to the extent as indicated and the revision date effective at time of Prime contract or Subcontract award to Battelle.. In addition, all clauses required by the US Government by statute, regulation or otherwise to be flowed down are hereby incorporated into this Purchase Order by this reference, whether or not they are explicitly referenced in this Article.
7. **Assignment.** This Purchase Order may not be assigned, in whole or in part, nor may any assignment of any money, due or to become due, be made by Seller, without, in each case, the prior written consent of Buyer.
8. **Disputes.** All disputes under this Purchase Order which are not resolved by mutual agreement may be decided by recourse to an action at law or in equity. Until final resolution of any dispute hereunder, Seller shall diligently

proceed with the performance of this Purchase Order as directed by Buyer. Any such dispute must be raised within one (1) year of its accrual.

Clauses that Apply to All Orders Over \$3,500

- 52.203-15 Whistleblower Protections Under the American Recovery and Reinvestment Act of 2009 (Section 1553 of Pub. L 111-5), if the subcontract is funded under Recovery Act
- 52.203-19 Prohibition on Requiring Certain Internal Confidentiality Agreements of Statements
- 52.204-21 Basic Safeguarding of Covered Contractor Information Systems, other than subcontracts for commercial available off-the-shelf, if flow down is required in accordance with paragraph (c) of FAR 52.204-21
- 52.204-23 Prohibition on Contracting for Hardware, Software and Services Developed or Provided by Kaspersky Lab and Other Covered Entities (Section 1634 of Pub. L. 115-91)
- 52.222-21 Prohibition of Segregated Facilities
- 52.222-26 Equal Opportunity
- 52.222-41 Service Contract Labor Standards (Will only apply to purchase orders subject to the Service Contract Labor Standards statute. Seller shall include the requirements above in any lower-tier purchase order issued by the Seller)
- 52.222-50 Combating Trafficking in Persons (22 U.S.C. Chapter 78 and E.O. 13627), Alternate I of 52.222-50 (22 U.S.C. Chapter 78 and E.O. 13627)
- 52.222-51 Exemption from Application of the Service Contract Labor Standards to Contracts for Maintenance, Calibration, or Repair of Certain Equipment – Requirements.
- 52.222-53 Exemption from Application of the Service Contract Labor Standards to Contracts for Services – Requirements.
- 52.222-55 Minimum Wages Under Executive Order 13658
- 52.222-62 Paid Sick Leave Under Executive Order 13706
- 52.224-3 Privacy Training
- 52.225-26 Contractors Performing Private Security Functions Outside the United States
- 52.232-40 Providing Accelerated Payments to Small Business Subcontractors
- 52.247-64 Preference for Privately Owned U.S.-Flagged Commercial Vessels

Additional Clauses to All Orders Over \$3,500

- 52.222-54 Employment Eligibility Verification

Additional Clauses to All Orders Over \$10,000

- 52.222-40 Notification of Employee Rights Under the National Labor Relations Act

Additional Clauses to All Orders Over \$15,000

- 52.222-36 Equal Opportunity for Workers with Disabilities

Additional Clauses to All Orders Over \$25,000

- 52.226-6 Promoting Excess Food Donation to Nonprofit Organizations

Additional Clauses to All Orders Over \$30,000

52.204-10 Reporting Executive Compensation and First Tier Subcontract Awards

Additional Clauses to All Orders Over \$35,000

52.209-6 Protecting the Government's Interest When Subcontracting with Contractors Debarred, Suspended or Proposed for Debarment

Additional Clauses to All Orders Over \$150,000

52.203-6 Restrictions on Subcontractor Sales to the Government
52.203-12 Limitation on Payments to Influence Certain Federal Transactions
52.219-8 Utilization of Small Business Concerns
52.222-17 Nondisplacement of Qualified Workers
52.222-35 Equal Opportunity for Veterans
52.222-37 Employment Reports on Veterans

Additional Clauses to All Orders Over \$700,000

52.219-9 Small Business Subcontracting Plan

Additional Clauses to All Orders Over \$5,500,000

52.203-13 Contractor Code of Business Ethics and Conduct

Department of Defense FAR Supplement Flowdowns (DFARS)

252.204-7009 Limitations on the Use or Disclosure of Third-Party Contractor Reported Cyber Incident Information.
252.204-7012 Safeguarding Covered Defense Information and Cyber Incident Reporting
252.204-7014 Limitations on the Use or Disclosure of Information by Litigation Support Solicitation Offerors
252.204-7015 Notice of Authorized Disclosure of Information for Litigation Support
252.211-7003 Item Unique Identification and Valuation
252.223-7008 Prohibition of Hexavalent Chromium
252.225-7009 Restriction on Acquisition of Certain Articles Containing Specialty Metals, as applicable
252.225-7010 Commercial Derivative Military Article-Specialty Metals Compliance Certificate
252.225-7028 Exclusionary Policies and Practices of Foreign Governments
252.225-7040 Contractor Personnel Authorized to Accompany U.S. Armed Forces Deployed Outside the United States
252.225-7043 Antiterrorism/Force Protection Policy for Defense Contractor Outside the United States
252.227-7013 Rights in Technical Data – Noncommercial Items
252.227-7015 Technical Data - Commercial Items
252.227-7037 Validation of Restrictive Markings on Technical Data
252.237-7010 Prohibition on Interrogation of Detainees by Contractor Personnel
252.237-7019 Training for Contractor Personnel Interacting with Detainees
252.239-7018 Supply Chain Risk

- 252.244-7000 Subcontracts for Commercial Items
- 252.246-7003 Notification of Potential Safety Issues
- 252.246-7007 Contractor Counterfeit Electronic Part Detection and Avoidance System
- 252.246-7008 Sources of Electronic Parts
- 252.247-7024 Notification of Transportation of Supplies by Sea

Additional Clauses to All Orders Over \$150,000

- 252.247-7023 Transportation of Supplies by Sea (Substance of this clause, including paragraph (h))

Additional Clauses to All Orders Over \$500,000

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