

# Aerie Aerospace LLC

## Prime Flow Down Clauses

### NNM15AA19C METTS II

The following Federal Acquisition Regulation (FAR), NASA FAR Supplement (NFS) and Marshall Space Flight Center (MSFC) clauses are prime contract “flowdown” clauses to any purchase order. Lower-tier subcontracting is not allowed without prior Aerie Aerospace written approval. If Aerie Aerospace provides written approval, the Seller shall flow down the appropriate FAR and NFS clauses in each lower-tier subcontract. At the Seller’s written request, Aerie Aerospace will make available these clauses in full text. These clauses, incorporated herein by reference, are made part of any order with the same force and effect as if set forth in full text.

In the application of these clauses to the Seller, the term "Contracting Officer" shall be interpreted to mean the "Aerie Aerospace Subcontracts Administrator/Buyer" and/or the "Aerie Aerospace Contracting Official" signing the subcontract. The term "contract" shall be interpreted to mean “Purchase Order” or "Subcontract Agreement". The term "contractor" shall be interpreted to mean "Seller" or “Subcontractor”. Exceptions to these definitions are where the specific application has clear legal reference to the "US Government" or to the government agency's "Contracting Officer." Any questions concerning interpretation should be referred to Aerie Aerospace.

For those clauses that require access to Subcontractor’s proprietary data, the references to “Contracting Officer”, “Contractor” and “Subcontractor” shall retain their original meanings.

<u>Clause</u>	<u>Title</u>
52.202-01	Definitions
52.203-03	Gratuities
52.203-05	Covenant against contingent fees

<u>Clause</u>	<u>Title</u>
52.203-06*	Restrictions on Subcontractor Sales to the Government
52.203-07*	Anti-Kickback Procedures
52.203-08	Cancellation, rescission, and recovery of funds for illegal or improper activity
52.203-10	Price or fee adjustment for illegal of improper activity
52.203-12*	Limitation on Payments to Influence Certain Federal Transactions.
52.203-13*	Contractor Code of Business Ethics and Conduct.
52.203-14*	Display of Hotline Poster(s)
52.203-16*	Preventing Personal Conflicts of Interest
52.204-02*	Security Requirements
52.204-04	Printed or copied double-sided on recycled paper
52.204-07	Central Contractor Registration
52.204-09*	Personal Identity Verification of Contractor Personnel
52.204-10	Reporting Executive Compensation and First-Toer Subcontract Awards
52.204-12	Data Universal Numbering System Number Maintenance
52.204-13	Central Contractor Registration Maintenance
52.209-06*	Protecting the Government's Interest When Subcontracting with Contractors Debarred, Suspended or Proposed for Debarment
52.209-09	Notification of Ownership Changes
52.210-1	Market Research

<u>Clause</u>	<u>Title</u>
52.211-15	Defense priority and allocation requirements
52.215-02*	Audit and Records--Negotiation
52.215-08	Order of precedence – Uniform contract format
52.215-10	Price reduction for defective cost or pricing data
52.215-11	Price reduction for defective cost or pricing data – modifications
52.215-12*	Subcontractor Certified Cost or Pricing Data
52.215-13*	Subcontractor Cost or Pricing Data--Modifications
52.215-15*	Pension Adjustments and Asset Reversions
52.215-17	Waiver of Facilities Capital Cost of Money
52.215-18*	Reversion of Adjustment of Plans for Postretirement Benefits (PRB) Other than Pensions
52.215-21	Requirements for cost or pricing data or information other than cost or pricing data – modifications Alternate II – Send copies to ACO and DCAA Alternate III – Microsoft Excel v10 or greater (Windows compatible)
52.215-23*	Limitations on Pass-Through Charges
52.216-07	Allowable cost and payment
52.217-08	Option to extend services
52.217-09	Option to extend the term of the contract

<u>Clause</u>	<u>Title</u>
52.219-06	Notice of total small business set-aside
52.219-14	Limitations on subcontracting
52.222-01	Notice to the Government of Labor Disputes
52.222-02	Payment for overtime premiums
52.222-03	Convict labor
52.222-04*	Contract Work Hours and Safety Standards Act--Overtime Compensation
52.222-21*	Prohibition of Segregated Facilities
52.222-26*	Equal Opportunity
52.222-35*	Equal Opportunity for Veterans
52.222-36*	Affirmative Action for Workers with Disabilities
52.222-37	Employment Reports Veterans
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.
52.222-54*	Employment Eligibility Verification
52.223-01	Biobased Product Certifications
52.223-02	Affirmative Procurement of Biobased Products Under Service and Constructions Contracts
52.223-03	Hazardous Material Identification and Material Safety Data Alternate I – FILL-IN “None”
52.223-05	Pollution prevention and right-to-know information – Alternate I (May 2011) and Alternate II (May 2011)
52.223-06	Drug-free workplace

<u>Clause</u>	<u>Title</u>
52.223-07*	Notice of Radioactive Materials
52.223-09	Estimate of Percentage of Recovered Material Content for EPA=designated Items – Alternate I (May 2008)
52.223-10	Waste Reduction Program
52.223-18*	Encouraging Contractor Policies to Ban Text Messaging While Driving
52.223-19	Compliance with Environmental Management Systems
52.224-01	Privacy Act Notification
52.224-02	Privacy Act
52.225-01*	Buy American Act - Supplies
52.225-13*	Restrictions on Certain Foreign Purchases
52.227-01*	Authorization and Consent
52.227-02*	Notice and Assistance Regarding Patent and Copyright Infringement
52.227-11*	Patent Rights – Ownership by the Contractor As modified by NFS 1852.227-11 (j) Insert “LS/Chief Intellectual Property Counsel”
52.227-14	Rights in Data – General as Modified by NFS 1852.227-14 Alternate I Alternate II Additional Purposes (i)(ii) and (iii) per FAR 27-404-2(c)(1) Alternate III
52.228-07	Insurance – liability to third persons
52.232-09	Limitation on Withholding of Payments
52.232-17	Interest
52.232-18	Availability of Funds

<u>Clause</u>	<u>Title</u>
52.232-19	Availability of Funds for the Next Fiscal Year
52.232-22	Limitation of funds
52.232-23	Assignment of claims
52.232-25	Prompt payment Alternate I
52.232-33	Payment by electronic funds transfer – central contractor registration
52.232-99	Providing Accelerated Payment to Small Business Subcontractors
52.233-01	Disputes Alternate I
52.233-03	Protest after award Alternate I
52.233-04	Applicable law for breach of contract claim
52.237-02	Protection of government buildings, equipment and vegetation
52.237-03	Continuity of services
52.242-2	Production Progress Payments
52.242-04	Certification of final indirect costs
52.242-13	Bankruptcy
52.242-15	Stop Work Order (Aug 1989) Stop Work Order – Alternate 1
52.243-02	Changes – cost reimbursement Alternate I

<u>Clause</u>	<u>Title</u>
52.244-02	Subcontracts
52.244-05	Competition in Subcontracting
52.244-06*	Subcontracts for Commercial Items
52.245-01*	Government Property
52.245-09	Use and charges
52.246-25	Limitation of Liability – Services
52.247-1	Commercial Bill of Lading Notifications
52.247-34	F.O.B. Destination
52.248-1*	Value Engineering
52.249-06	Termination (Cost reimbursement)
52.249-14	Excusable delays
52.251-01	Government supply sources
52.252-06	Authorized Deviations in Clauses
52.253-01	Computer generated forms
1852.203-70	Display of Inspector General Hotline Posters
1852.204-75	Security Classification Requirements
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
1852.215-84	Ombudsman

<u>Clause</u>	<u>Title</u>
1852.216-89	Assignment and Release Forms
1852.219-74	Use of Rural Area Small Businesses
1852.223-74	Drug- and Alcohol-Free Workplace
1852.223-75	Major Breach of Safety or Security
1852.225-71	Restriction on Funding Activity with China (Deviation – Feb 2012)
1852.225-70	Export Licenses
1852.225-74	Notification Prior to Acquiring Information Technology Systems from Entities Owned, Directed or Subsidized by the People’s Republic of China (June 2013) (Deviation)
1852.227-11	Patent Rights – Retention by the Contractor (Short Form) “Modified FAR Clause”
1852.227-14	Rights in Data – General “Modified FAR Clause”
1852.237-70	Emergency Evacuation Procedures
1852.237-72	Access to Sensitive Information
1852.237-73	Release of Sensitive Information
1852.242-73	NASA Contractor Financial Management Reporting
1852.242-78	Emergency Medical Services and Evacuation
1852.243-71	Shared Savings
MFSC 52.223-91	Hazardous Material Reporting

\*Mandatory