

ERC, Inc.

A – Prime Flow Down Clauses

FA9300-15-C-0004
RPS III

The following Federal Acquisition Regulation (FAR), Defense Federal Acquisition Regulation Supplement (DFARS) clauses and Air Force Federal Acquisition Regulation Supplement (AFFARS) are prime contract "flow-down" clauses to any subcontract or purchase order. Lower-tier subcontracting is not allowed without prior ERC written approval. If ERC provides written approval, the Seller shall flow down the appropriate FAR, DFARS and AFFARS clauses in each lower-tier subcontract. At the Seller's written request, ERC, Incorporated 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 "ERC, Incorporated Subcontracts Administrator/Buyer" and/or the "ERC, Incorporated 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 ERC, Incorporated Corporation.

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> |
|---------------|---|
| 252.203-7000 | Requirements Relating to Compensation of Former DoD Officials |

| <u>Clause</u> | <u>Title</u> |
|---------------|--|
| 252.203-7001* | Prohibition on Persons Convicted of Fraud or Other Defense-Contract-Related Felonies |
| 252.203-7002 | Requirement to Inform Employees of Whistleblower Rights |
| 252.203-7003 | Agency Office of the Inspector General |
| 252.203-7004 | Display of Hotline Posters |
| 252.203-7999* | Prohibition on Contracting with Entities that Require Certain Internal Confidentiality Agreements |
| 252.204-7000 | Disclosure of Information |
| 252.204-7002 | Payment for Subline Items Not Separately Priced |
| 252.204-7003 | Control of Government Personnel Work Product |
| 252.204-7005 | Oral attestation of security responsibilities |
| 252.204-7006 | Billing Instructions |
| 252.204-7012 | Safeguarding of Unclassified Controlled Technical Information |
| 252.205-7000 | Provision of information to cooperative agreement holders |
| 252.209-7004 | Subcontracting with firms that are owned or controlled by the government of a Country that is a State Sponsor of Terrorism |
| 252.211-7007 | Reporting of Government Furnished Property |
| 252.215-7000 | Pricing Adjustments |
| 252.215-7002 | Cost Estimating System Requirements |

| <u>Clause</u> | <u>Title</u> |
|---------------|---|
| 252.223-7001 | Hazard Warning Labels |
| 252.223-7002* | Safety Precautions for Ammunition and Explosives |
| 252.223-7003 | Change in place of performance – ammunition and explosives |
| 252.223-7004 | Drug-free work force |
| 252.223-7006* | Prohibition on Storage, Treatment and Disposal of Toxic or Hazardous Materials - Basic |
| 252.223-7007 | Safeguarding Sensitive Conventional Arms, Ammunition and Explosives |
| 252.223-7008 | Prohibition of Hexavalent Chromium |
| 252.225-7004 | Report of intended performance outside the United States and Canada – submission after award |
| 252.225-7012 | Preference for certain domestic commodities |
| 252.225-7048 | Export-Controlled Items |
| 252.226-7001* | Utilization of Indian Organizations and Indian-Owned Economic Enterprises and Native Hawaiian Small Business Concerns |
| 252.227-7013* | Rights in Technical Data- Noncommercial Items |
| 252.227-7014* | Rights in Noncommercial Computer Software and Noncommercial Computer Software Documentation |
| 252.227-7016* | Rights in Bid or Proposal Information |
| 252.227-7030 | Technical data - - withholding payment |
| 252.227-7037 | Validation of Restrictive Markings on Technical Data |
| 252.227-7039 | Patents – reporting of subject inventions |

| <u>Clause</u> | <u>Title</u> |
|---------------|--|
| 252.231-7000 | Supplemental cost principles |
| 252.232-7003 | Electronic submission of payment requests and receiving reports |
| 252.232-7010 | Levies on contract payments |
| 252.232-7011 | Payments in Support of Emergencies and Contingency Operations |
| 252.235-7010 | Acknowledgment of support and disclaimer |
| 252.239-7018 | Supply Chain Risk |
| 252.242-7006 | Accounting System Administration |
| 252.243-7001 | Pricing of contract modifications |
| 252.243-7002 | Requests for equitable adjustment |
| 252.245-7001 | Tagging, Labeling and Marking of Government Furnished Property |
| 252.245-7002 | Reporting Loss of Government Property |
| 252.245-7003 | Contractor Property Management System Administration |
| 252.245-7004 | Reporting, Reutilization and Disposal |
| 252.246-7000 | Material Inspection and Receiving Report |
| 252.246-7003 | Notification of Potential Safety Issues |
| 252.246-7004 | Safety of Facilities, Infrastructure and Equipment for Military Operations |
| 252.247-7023* | Transportation of Supplies by Sea |

| <u>Clause</u> | <u>Title</u> |
|---------------|--|
| 252.251-7000 | Ordering from government supply sources |
| 52.202-01 | Definitions |
| 52.203-03 | Gratuities |
| 52.203-05* | Covenant against contingent fees |
| 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 or Improper Activity |
| 52.203-12* | Limitation on Payments To Influence Certain Federal Transactions |
| 52.203-13 | Contractor Code of Business Ethics and Conduct |
| 52.203-17* | Contractor Employee Whistleblower Rights and Requirement to Inform Employees of Whistleblower Rights |
| 52.204-02* | Security Requirements |
| 52.204-04 | Printed or copied double-sided on postconsumer fiber content paper |
| 52.204-09* | Personal Identity Verification of Contractor Personnel. |
| 52.204-10* | Reporting Executive Compensation and First-Tier Subcontract Awards |
| 52.204-18 | Commercial and Government Entity Code Maintenance |
| 52.204-19* | Incorporation by Reference of Representations and Certifications |

| <u>Clause</u> | <u>Title</u> |
|---------------|---|
| 52.209-06* | Protecting the Government's Interest When Subcontracting With Contractors Debarred, Suspended, or Proposed for Debarment. |
| 52.209-10 | Prohibition on Contracting with Inverted Domestic Corporations |
| 52.215-02 | Audit and Records --Negotiations |
| 52.215-08 | Order of Precedence—Uniform Contract Format |
| 52.215-10 | Price reduction for defective certified cost or pricing data |
| 52.215-12 | Subcontractor Certified Cost or Pricing Data |
| 52.215-14* | Integrity of Unit Prices – Alternate I |
| 52.215-15* | Pension Adjustments and Asset Reversions |
| 52.215-17 | Waiver of Facilities Capital Cost of Money |
| 52.215-18* | Reversion or Adjustment of Plans for Postretirement Benefits (PRB) Other Than Pensions |
| 52.215-23* | Limitations on Pass-Through Charges |
| 52.216-07 | Allowable cost and payment |
| 52.216-08 | Fixed Fee |
| 52.216-11 | Cost Contract—No Fee |
| 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 |
| 52.219-08* | Utilization of small business concerns |
| 52.219-14 | Limitations on subcontracting |
| 52.219-28 | Post-Award Small Business Program Rerepresentation |
| 52.222-02 | Payment for overtime premiums |
| 52.222-03 | Convict Labor |
| 52.222-21* | Prohibition of Segregated Facilities |
| 52.222-26* | Equal Opportunity |
| 52.222-35* | Equal Opportunity for Special Disabled Veterans, Veterans of the Vietnam Era, and Other Eligible Veterans |
| 52.222-36* | Affirmative Action for Workers with Disabilities |
| 52.222-37* | Employment Reports on Special Disabled Veterans, Veterans of the Vietnam Era, and Other Eligible Veterans |
| 52.222-40 | Notification of Employee Rights Under the National Labor Relations Act |
| 52.222-50* | Combating Trafficking in Persons |
| 52.222-54 | Employment Eligibility Verification |
| 52.222-99 | Establishing a minimum Wage for Contractors (Deviation) |
| 52.223-03 | Hazardous Material Identification and Material Safety Data |
| 52.223-05 | Pollution Prevention and Right-To-Know Information |
| 52.223-05 | Pollution Prevention and Right-To-Know Information – Alternate I |
| 52.223-06 | Drug Free Workplace |
| 52.223-10 | Waste reduction program |

| <u>Clause</u> | <u>Title</u> |
|---------------|---|
| 52.223-18* | Encouraging Contractor Policies to Ban Text Messaging While Driving |
| 52.223-19 | Compliance with Environmental Management Systems |
| 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 |
| 52.227-10 | Filing of Patent Applications – Classified Subject Matter |
| 52.228-05* | Insurance--Work on a Government Installation |
| 52.228-07 | Insurance – liability to third persons |
| 52.229-03 | Federal, state, and local taxes |
| 52.232-02* | Payments Under Fixed-Price Research and Development Contracts |
| 52.232-09 | Limitation on Withholding of Payments |
| 52.232-17 | Interest |
| 52.232-22 | Limitation of funds |
| 52.232-23 | Assignment of claims |
| 52.232-25 | Prompt Payment |
| 52.232-33 | Payment by electronic funds transfer – System for Award Management |
| 52.232-39* | Unenforceability of Unauthorized Obligations |
| 52.232-40 | Providing Accelerated Payment to Small Business Subcontractors |

| <u>Clause</u> | <u>Title</u> |
|---------------|--|
| 52.233-01 | Disputes |
| 52.233-03 | Protest after award |
| 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 |
| 52.242-01 | Notice of intent to disallow costs |
| 52.242-03 | Penalties for Unallowable Costs |
| 52.242-04 | Certification of Final Indirect Costs |
| 52.242-13 | Bankruptcy |
| 52.242-15 | Stop Work Order |
| 52.242-15 | Stop Work Order – Alternate 1 |
| 52.243-01* | Changes – fixed-price |
| 52.243-02* | Changes – cost reimbursement |
| 52.243-06 | Change order accounting |
| 52.244-02 | Subcontracts |
| 52.244-05 | Competition in Subcontracting |
| 52.244-06* | Subcontracts for Commercial Items |

| <u>Clause</u> | <u>Title</u> |
|---------------|--|
| 52.245-01* | Government Property |
| 52.245-09 | Use and charges |
| 52.246-23 | Limitation of Liability |
| 52.246-25 | Limitation of Liability -- Services |
| 52.247-01 | Commercial Bill of Lading Notations |
| 52.249-02* | Termination for Convenience of the Government |
| 52.249-06 | Termination (Cost Reimbursement) |
| 52.249-09 | Default (fixed-price research and development) |
| 52.249-14 | Excusable Delays |
| 52.251-01 | Government supply sources |
| 52.252-02 | Clauses Incorporated by Reference |
| 52.252-06 | Authorized Deviations in Clauses |
| 52.253-01 | Computer generated forms |
| 5352.201-9101 | Ombudsman |
| 5352.204-9000 | Notification of government security activity and visitor group security agreements |
| 5352.223-9000 | Elimination of use of class I ozone depleting substances |
| 5352.223-9001 | Health and safety on government installations |
| 5352.242-9000 | Contractor access to air force installations |

| <u>Clause</u> | <u>Title</u> |
|---------------|--|
| 5352.242-9001 | Common access cards (CAC) for contractor personnel |

*Mandatory