

Government Clauses– Cost Reimbursement Orders for Non-Commercial Supplies and Services PURCH-2005

These terms are incorporated in ARETÉ ASSOCIATES (Buyer) Order for items or services that do not meet the definition of Commercial as found in FAR 2.101 and FAR Part 12, when purchased under a government contract. The FAR and DFARS clauses cited below are incorporated herein by reference at the effective version found in Buyer’s Contract. The listed FAR and DFARS clauses are incorporated herein as if set forth in full text. FAR and DFARS clauses shall be interpreted to reflect the relationship between the Buyer and Seller. Unless otherwise noted, communication/ notifications required from/to Seller to/from the U.S. government’s Contracting officer shall be through Buyer. Whenever said clauses include a requirement for the resolution of disputes between the parties in accordance with the “Disputes” clause herein, the dispute shall be disposed of in accordance with the General Terms and Conditions clause entitled “Disputes” in this Order.

Seller agrees that upon the request of Buyer it will negotiate in good faith with Buyer relative to amendments to this Order to incorporate additional provisions herein or to change provisions hereof, as Buyer may reasonably deem necessary in order to comply with the provisions of the applicable Prime Contract, or with the provisions of amendments to such Prime Contract. If any such amendment to this Order causes an increase or decrease in the cost of, or the time required for, performance of any part of the Work under this Order, an equitable adjustment shall be made pursuant to the General Terms and Conditions "Changes" clause of this Order. If Buyer furnishes designs, drawings, special tooling, equipment, engineering data, or other technical or proprietary information (Furnished Items) which the U.S. Government owns or has the right to authorize the use of, nothing herein shall be construed to mean that buyer, acting on its own behalf, may modify or limit any rights the government may have to authorize the Contractor’s use of such Furnished items in support of other U.S. government prime contracts. SELLER shall include in each lower-tier subcontract the appropriate flow down clauses as required by FAR and DFARS" be included.

Where necessary to derive proper meaning in a subcontract situation from these clauses, “Contractor” means “Seller,” “Contracting Officer” means “Buyer,” “Contract” means this Order and “Government” means “Buyer or the Government.” However, the words “Government” and “Contracting Officer” do not change: (1) when a right, act, authorization or obligation can be granted or performed only by the Government or the prime contract Contracting Officer or duly authorized representative, (2) when title to property is to be transferred directly to the Government, and (3) in FAR 52.227-1, 52.227-2, and DFARS 252.227-7013 and 252.227-7014.

FAR Clauses Applicable to Orders at Any Dollar Value					
52.202-1	Definitions	52.216-7	Allowable Cost and Payment (The blank in paragraph (a)(3) is completed with “the 30 th ” unless otherwise specified in this Order. Paragraphs (a)(2), (b)(4), and (d)(4) are deleted. In paragraph (h) six years is changed to 5 years. The references to government entities in paragraph (d) are unchanged.	52.225-5	Trade Agreements (Applies if the Work contains other than US made or designated country end products as specified in the clause.)
52.203-15	Whistleblower Protections Under the American Recovery and Reinvestment Act			52.225-8	Duty Free Entry
52.203-18	Prohibition on Contracting with Entities that Require Certain Internal Confidentiality Agreements or Statements—Representation	52.216-8	Fixed Fee (excluding the last two sentences of the clause).	52.225-13	Restrictions on Certain Foreign Purchases
52.203-19	Prohibition on Requiring Certain Internal Confidentiality Agreements or Statements	52.222-1	Notice to the Government of Labor Disputes	52.225-26	Contractors Performing Private Security Functions Outside the U.S.
52.204-2	Security Requirement	52.222-2	Payment for Overtime Premiums (insert zero in the blank)	52.227-10	Filing of Patent Applications - Classified Subject Matter
52.204-9	Personal Identity Verification of Contractor Personnel (applicable only if performance of this Order requires Subcontractor to have routine (as opposed to intermittent) physical access to a Federally-controlled facility and/or routine access to a Federally-controlled information system.	52.222-26	Equal Opportunity	52.227-11	Patent Rights - Ownership by the Contractor
		52.222-21	Prohibition of Segregated Facilities	52.227-14	Rights in Data - General (Does not apply if DFAR 252--227-7013 applies)
		52.222-41	Service Contract Act	52.227-19	Commercial Computer Software License
		52.222-50	Combating Trafficking in Persons	52.227-20	Rights in Data – SBIR Program (paragraph (g) applies to subcontractors)
		52.222-51	Exemption from Application of Service Contract Act for Maintenance, Calibration, or Repair or Certain Equipment – Requirements	52.232-20	Limitation of Cost (applies when Order is fully funded)
52.204-10	Reporting Executive Compensation and First Tier Subcontract Awards (subparagraph (c)(1) does not apply)	52.222-53	Exemption from Application of Service Contract Act for Certain Services – Requirements	52.232-22	Limitation of Funds (applies when Order is not fully funded)
52.204-21	Basic Safeguarding of Covered Contractor Information Systems	52.222-55	Minimum Wages Under Executive Order 13658 (when Order is subject to the Service Contract Labor statutes and FAR 52.222-41 applies)	52.232-40	Providing Accelerated Payments to Small Business Subcontractors
52.204-25	Prohibition on Contracting for Certain Telecommunications and Video Surveillance Services or Equipment	52.222-62	Paid Sick Leave (Executive Order 13706)	52.233-3	Protest After Award
		52.223-3	Hazardous Material Identification and Material Safety Data	52.233-4	Applicable Law for Breach of Contract Claim
52.211-5	Material Requirements (incorporates Seller’s certification included in Seller’s proposal)	52.223-7	Notice of Radioactive Materials (In paragraph (a), insert "thirty (30)" in the blank.)	52.234-1	Industrial Resources Developed under Defense Production Act Title III
52.211-15	Defense Priority and Allocation Requirements		Ozone-Depleting Substances	52.236-13	Accident Prevention
52.215-17	Waiver of Facilities Capital Cost of Money (applies when cost of money was not proposed by Seller)	52.223-11	Buy American Act – Supplies (applies if Work contains other than domestic components)	52.243-2	Changes – Cost Reimbursement
		52.225-1		52.244-5	Competition in Subcontracting
				52.244-6	Subcontracts for Commercial Items

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<p>52.245-1 Government Property. In the phrases “Government Property”, “Government furnished Property”, and in the references to title to property, “Government” shall not mean “Buyer”. The following is added to paragraph (n): “Seller shall provide to Areté immediate notice if the Government or other customers (i) revokes its assumption of loss under any direct contracts with Seller, or (ii) makes a determination that Seller’s property management practices are inadequate, and/or present an undue risk, or that Seller has failed to take corrective action when required.”</p> <p>52.247-63 Preference for U.S.-Flag Air Carriers (applicable to this Order and all lower-tier subcontracts that involve international air transportation)</p> <p>52.247-64 Preference for Privately Owned U.S.-Flag Commercial Vessels</p> <p>52.247-67 Submission of Transportation Documents for Audit</p> <p>52.248-1 Value Engineering (Substitute “Buyer” for “Contracting Officer” and “Government” throughout, except where used in the term “Government costs” and in paragraph (m) where “Government” shall mean “Government and/or Buyer.”)</p> <p>62.249-6 Termination (Cost Reimbursement). Substitute 90 days for 120 days and 90-day for 120-day in paragraph (d). Substitute 180 days for 1 year in paragraph (f). Settlements and payments under this clause may be subject to the approval of the Government CO. The right of appeal, timely appeal, and on an appeal shall mean the right to proceed under the Disputes clause of this Order.</p> <p>52.249-14 Excusable Delays</p> <p><u>FAR Clauses Applicable If:</u> <u>- This Order Exceeds \$3,500.</u> 52.222-3 Convict Labor 52.222-54 Employment Eligibility Verification 52.223-18 Encouraging Contractor Policy to Ban Text Messaging while Driving <u>- This Order Exceeds \$10,000.</u> 52.222-40 Notification of Employee Rights under the National Labor Relations Act <u>- This Order Exceeds \$15,000</u> 52.222-20 Walsh-Healey Public Contracts Act (orders over \$15K) 52.222-36 Affirmative Action for Workers with Disabilities 52.222-19 Child Labor – Cooperation with Authorities and Remedies 52.222-21 Prohibition of Segregated Facilities 52.222-26 Equal Opportunity</p>	<p><u>- This Order Exceeds \$35,000.</u> 52.209-6 Protecting Government Interests When Subcontracting with Contractors Debarred, Suspended, or Proposed for Debarment 52.215-14 Integrity of Unit Prices (excluding its paragraph (b)) <u>-This Order exceeds \$250,000 (Exceptions as noted).</u> 52.203-3 Gratuities 52.203-5 Covenant Against Contingent Fees 52.203-6 Restrictions on Subcontractor Sales to the Government 52.203-7 Anti-Kickback Procedures (excluding (c)(1)) (Seller shall immediately notify Buyer of any alleged violations involving any of Buyer’s or Seller’s employees) 52.203-8 Cancellation, Rescission and Recovery of Funds for Illegal or Improper Activity 52.203-10 Price or Fee Adjustment for Illegal or Improper Activity 52.203-11 Certification and Disclosure Regarding Payments to Influence Certain Federal Transactions 52.203-12 Limitation on Payments to Influence Certain Federal Transactions 52.203-16 Preventing Personal Conflicts of Interest for Contractor Employees Performing Acquisition Functions 52.203-17 Contractor Employee Whistleblower Rights and Requirement to Inform Employees of Whistleblower Rights. 52.215-23 Limitation on Pass-Through Charges 52.219-8 Utilization of Small Business Concerns 52.222-4 Contract Work Hours and Safety Standards Act – Overtime Compensation, (applicable when the contract may require or involve more than incidental employment of laborers or mechanics) 52.222-35 Equal Opportunity for Special Disabled Veterans, Veterans of the Vietnam Era, and Other Eligible Veterans 52.222-37 Employment Reports on Special Disabled Veterans, Veterans of the Vietnam Era, and Other Eligible Veterans 52.223-6 Drug Free Workplace 52.224-2 Privacy Act 52.227-2 Notice and Assistance Regarding Patent and Copyright Infringement 52.242-13 Bankruptcy 52.247-63 Preference for U.S.-Flag Air Carriers (applicable to this Order and all lower-tier subcontracts that involve international air transportation) 52.248-1 Value Engineering <u>-This Order exceeds \$500,000</u> 52.222-59 Compliance with Labor Laws (Executive Order 13673) 52.222-60 Paycheck Transparency (Executive Order 13673)</p>	<p><u>-This Order exceeds \$2,000,000</u> 52.215-2 Audit and Records-Negotiations 52.215-10 Price Reduction for Defective Cost or Pricing Data (rights and obligations under this clause shall survive completion of the Work and final payment under this Order) 52.215-11 Price Reduction for Defective Cost or Pricing Data – Modifications (rights and obligations under this clause shall survive completion of the Work and final payment under this Order). 52.215-12 Subcontractor Cost or Pricing Data 52.215-13 Subcontractor Cost or Pricing Data – Modifications 52.215-15 Pension Adjustments and Asset (Applies if this Contract meets the applicability requirements of FAR 15.408(g)) 52.215-18 Reversion or Adjustment of Plans for Postretirement Benefits (PRB) Other Than Pensions (Applies if this Contract meets the applicability requirements of FAR 15.408(j)) 52.215-19 Notification of Ownership Changes (Applies if this Contract meets the applicability requirements of FAR 15.408(k)) 52.215-21 Requirements for Cost or Pricing Data or Information Other Than Cost or Pricing Data – Modifications (Paragraph a) (2) Contracting Officer shall only mean Government Contracting Officer) 52.230-2 Cost Accounting Standards (excluding its paragraph (b)). 52.230-3 Disclosure and Consistency of Cost Accounting Practices (excluding its paragraph (b)) 52.230-6 Administration of Cost Accounting Standards (Large Businesses only) (Applies if FAR 52.230-3, 52.320-3, 52.23-4, or 52.230-5 applies) <u>-This Order exceeds \$1,000,000 (Exceptions as noted).</u> 52.243-7 Notification of Changes (Insert "10 calendar days" in the spaces provided in paragraphs (b) and (d)) <u>-This Order exceeds \$5,000,000 and the Performance Period is 120 days or more.</u> 52.203-13 Contractor Code of Business Ethics and Conduct (Disclosures under this clause shall be made directly to the government entities identified in the clause) 52.203-14 Display of Hotline Poster(s) <u>DFARS Clauses - applicable if this Order is a lower-tier contract under a DOD Agency contract, AND:</u> <u>-if this Order is any dollar value</u> 252.203-7002 Requirements to Inform Employees of Whistleblower Rights 252.203-7003 Agency Office of the Inspector General (Applies when FAR 52.203-13 applies to this Order) 252.203-7004 Display of Fraud Hotline Poster(s)</p>
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252.204-7000	Disclosure of Information (In paragraph (b), change "45" days to "60" days.)	252.227-7016	Rights in Bid or Proposal Information	<u>-if this Order exceeds \$500,000.</u>
252.204-7008	Compliance with Safeguarding Covered Defense Information Controls.	252.227-7017	Identification and Assertion of Use, Release, or Disclosure Restrictions	252.226-7001 Utilization of Organizations and Indian-Owned Economic Enterprises, and Native Hawaiian Small Business Concerns
252.204-7009	Limitations on the Use or Disclosure of Third-Party Contractor Reported Cyber Incident Information.	252.227-7018	Rights in Noncommercial Technical Data and Computer Software – Small Business Innovation Research (SBIR) Program	<u>-if this Order exceeds \$700,000.</u>
252.204-7012	Safeguarding of Unclassified Controlled Technical Information.	252.227-7019	Validation of Asserted Restrictions – Computer Software	252.249-7002 Notification of Anticipated Contract Termination or Reduction
252.204-7015	Disclosure of Information to Litigation Support Contractors	252.227-7025	Limitations on the Use or Disclosure of Government-Furnished Information Marked with Restrictive Legends	252.215-7000 Pricing Adjustments (Applicable when FAR 52.215-11, -12, -13 are included)
252.204-7020	NIST SP 800-171 DOD Assessment Requirements	252.227-7026	Deferred Delivery of Technical Data or Computer Software	<u>-if this Order exceeds \$1,000,000.</u>
252.204-7021	Contractor Compliance with the Cybersecurity Maturity Model Certification Level Requirement	252.227-7027	Deferred Ordering of Technical Data or Computer Software	252.222-7006 Restriction on the use of Mandatory Arbitration Agreements. The certification in paragraph (b)(2) applies to both Seller in its own capacity and to Seller's covered subcontractors.
252.211-7003	Item Unique Identification and Valuation (applicable unless specifically listed in this Order as excepted from this requirement)	252.227-7030	Technical Data – Withholding of Payment	<u>-if this Order exceeds \$5,500,000.</u>
252.211-7007	Reporting of Government-Furnished Property	252.227-7037	Validation of Restrictive Markings on Technical Data	252.203-7004 Display of Fraud Hotline Poster(s)
252.223-7008	Prohibition of Hexavalent Chromium	252.227-7038	Patent Rights – Ownership by the Contractor (applicable if Seller is not a small business or nonprofit organization subject to FAR 52.227-11 and the Order is for experimental, developmental, or research work).	
252.225-7001	Buy American Act and Balance of Payments Program (applies if the Work contains other than domestic components; applies in lieu of FAR 52.225-1)	252.227-7039	Patents-Reporting of Subject Inventions	
252.225-7002	Qualifying Country Sources as Subcontractors	252.231-7000	Supplemental Cost Principles	
252.225-7007	Prohibition on Acquisition of United States Munitions List Items from Communist Chinese Military Companies (Applies if Seller is supplying items on the U.S. Munitions List)	252.243-7001	Pricing of Contract Modifications	
252.225-7009	Restriction on Acquisition of Certain Articles Containing Specialty Metals. (Applicable if the Work contains specialty metals. Paragraph (d) and paragraph (e)(1) are excluded.	252.244-7000	Subcontracts for Commercial items	
252.225-7012	Preference for Certain Domestic Commodities	252.244-7001	Contractor Purchasing System Administration (The notification requirement of paragraph (c)(24)(ii) applies)	
252.225-7013	Duty-Free Entry (Applies in lieu of FAR 52.225-8)	252.245-7001	Tagging, Labeling and Marking of Government Furnished Property (any specified reporting dates are decreased by 30 days)	
252.225-7043	Anti-Terrorism/Force Protection Policy for Defense Contractors Outside of the United States. ((Applies where Seller will be performing or traveling outside the US under this order)	252.246-7007	Contractor Counterfeit Electronic Part Detection and Avoidance System (applies to all Orders for electronic parts, end items, components, parts, or assemblies containing electronic parts, or services where the Seller will supply electronic parts, end items, components, parts or assemblies as part of the service)	
252.225-7048	Export-Controlled Items	252.246-7001	Warranty of Data	
252.227-7013	Rights in Technical Data – Non-Commercial Items (applies in lieu of FAR 52.227-14)	252.246-7003	Notification of Potential Safety Issues	
252.227-7014	Rights in Non-Commercial Computer Software and Non-Commercial Computer Software Documentation (applies in lieu of FAR 52.227-14)	252.247-7023	Transportation of Supplies by Sea (Applies only where Seller, or its lower-tier suppliers, will ship supplies by sea. For orders under \$150,000, paragraphs (f) and (g) (inclusion of representation regarding ocean transportation in the final invoice) are excluded.)	
252.227-7015	Technical Data - Commercial Items (applies when Seller is required to deliver technical data pertaining to commercial items, components, or processes developed in part at private expense and shall be included in any lower tier subcontracts)	252.247-7024	Notification of Transportation of Supplies by Sea	
		<u>-if this Order exceeds \$250,000.</u>		
		252.203-7001	Prohibition on Persons Convicted of Fraud or Other Defense-Contract-Related Felonies	
		252.209-7004	Subcontracting with Firms that are Owned or Controlled by the Government of a Country that is a State Sponsor of Terrorism.	