



1. **Incorporation of FAR/DFARS Clauses for Commercial Item Contracts.** The following FAR and DFARS clauses are incorporated herein by reference, with the same force and effect as if they were stated in full text, and are applicable, including any notes following the clause citation, to this Contract. If the date or substance of any of the clauses listed below is different from the date or substance of the clause actually incorporated in the Prime Contract shall apply instead. Referenced by number herein, the date or substance of the clause incorporated in the Prime Contract, shall apply instead. The full text of the referenced clauses may be accessed electronically at various Internet sites, including <http://www.acquisition.gov>, or <http://farsite.hill.af.mil>.

2. **Government Subcontract**

This contract is entered into by the parties in support of a U.S. Government contract. As used in the FAR/DFARS, the following definitions apply:

- a) "Commercial Item" means a commercial item as defined in FAR Part 2.101.
- b) "Contract" means the Prime Contract.
- c) "Contracting Officer" shall mean the U.S. Government Contracting Officer for the Government Prime Contract.
- d) "Contractor" and "Offeror" means the Seller or Subcontractor as defined in this contract, acting as the immediate (first tier) subcontractor to R2C.
- e) "Prime Contract" means the contract between R2C and the U.S. Government.
- f) "Subcontract" means any contract placed by the R2C or lower-tier supplier under this contract.

3. **Substitutions.**

Whenever necessary to the context of the clauses set forth herein applicable to this subcontract or purchase order:

- a) Substitute "R2C" for "Government" or "United States"
- b) Substitute R2C Procurement Representative" or "Buyer" for "Contracting Officer".

8. **APPLICABLE TO ALL ORDERS:**

The following FAR/DFARS clauses are deemed "mandatory" by the express language of the clause and, therefore, are not negotiable and apply to all contracts, purchase orders, delivery orders, or any agreement between R2C Aerospace and the Seller where the end customer is the United States Government:

52.203-12.

Limitations on Payments to Influence Certain Federal Transactions

Applies if this Contract exceeds \$250,000,

52.203-13

Contractor Code of Business Ethics and Conduct

Applies if this Contract exceeds \$5,000,000 and the period of performance is more than 120 days.

Disclosures made under this clause shall be made directly to the Government entities identified in the clause.

52.203-15

Whistleblower Protections Under the American Recovery and Reinvestment Act of 2009



52.203-19

Prohibition on Requiring Certain Internal Confidentiality Agreements or Statements.

52.204-10

Reporting Executive Compensation and First-Tier Subcontract Awards

Subparagraph (d)(2) does not apply. If SELLER meet the thresholds specified in paragraphs (d)(3) and (g)(2) of the clause, SELLER shall report required executive compensation by posting the information to the Government's Central Contractor Registration (CCR) database. All information posted will be available to the general public.

52.204-16

Commercial and Government Entity Code Reporting.

52.204-18

Commercial and Government Entity Code Maintenance.

52.204-21

Basic Safeguarding of Covered Contractor Information Systems. (JUN 2016)

52.204-23

Prohibition on Contracting for Hardware, Software, and Services Developed or Provided by Kaspersky Lab And Other Covered Entities (JUL 2018)

52.209-6

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

Applies if this Contract exceeds **\$30,000** except does not apply if this Contract is for commercial off the shelf items. Copies of notices provided by SELLER to the Contracting Officer shall be provided to R2C.

52.219-8

Utilization of Small Business Concerns (OCT 2018)

If Seller is an international contractor, this clause applies to this Contract only if Work under the Contract will be performed in the United States or Seller is recruiting employees in the United States to Work on the Contract.

52.222-21

Prohibition of Segregated Facilities (APR 2015)

If Seller is an international contractor, this clause applies to this Contract only if Work under the Contract will be performed in the United States or Seller is recruiting employees in the United States to Work on the Contract,

52.222-26

Equal Opportunity (52-222-26)

If Seller is an international contractor, this clause applies to this Contract only if Work under the Contract will be performed in the United States or Seller is recruiting employees in the United States to Work on the Contract.

52.222-35

Equal Opportunity for Veterans (JUN 2020)

Applies if this Contract **exceed \$150,000** and if Seller is an international contractor, this clause applies to this Contract only if Work under the Contract will be performed in the United States or Seller is recruiting employees in the United States to Work on the Contract.

52.222-36

Affirmative Action for Workers with Disabilities (JUN 2020)



Applies if this Contract is **for \$15,000 or more** and if Seller is an international contractor, this clause applies to this Contract only if work under the Contract will be performed in the United States or Seller is recruiting employees in the United States to Work on the Contract.

52.222-37

Employment Reports on Veterans ((JUN 2020)

Required if contract threshold exceeds \$150,000.

52.222-40

Notification of Employee Rights Under National Labor Relations Act (DEC 2010)

Applies if this Contract is **for \$10,000 or more** and if Seller is an international contractor, this clause applies to this Contract only if Work under the Contract will be performed in the United States or Seller is recruiting employees in the United States to Work on the Contract.

52.222-50

Combating Trafficking in Persons (OCT 2020)

(i) Subcontracts (l) The Contractor shall include the substance of this clause, including this paragraph (i), in all subcontracts and in all contracts with agents. The requirements in paragraph (h) of this clause apply only to any portion of the subcontract that- (A) Is for supplies, other than commercially available off-the-shelf items, acquired outside the United States, or services to be performed outside the United States; and (B) Has an estimated value that **exceeds \$550,000**. (2) If any subcontractor is required by this clause to submit a certification, the Contractor shall require submission prior to the award of the subcontract and annually thereafter. The certification shall cover the items in paragraph (h)(5) of this clause. (2) If any subcontractor is required by this clause to submit a certification, the Contractor shall require submission prior to the award of the subcontract and annually thereafter. The certification shall cover the items in paragraph (h)(5) of this clause.

52.222-54

Employment Eligibility Verification

(e) Subcontracts, The Contractor shall include the requirements of this clause, including this paragraph (e) (appropriately modified for identification of the parties), in each subcontract that -- (i) Is for -- (i) Commercial or noncommercial services (except for commercial services that are part of the purchase of a COTS item (or an item that would be a COTS item, but for minor modifications), performed by the COTS provider and are normally provided for that COTS item); or (ii) Construction; (2) Has a value of more than **\$ 3,500**; and (3) Includes work performed in the United States.

52.222-55

Minimum Wages under Executive Order 13658 (OCT 2020)

Required if flow down is in accordance paragraph (k) of Far clause 52.222-55

52.222-56

Certification Regarding Trafficking in Persons Compliance Plan.

52.222-62

Paid Sick Leave Under Executive Order 13706

If flow down is required in accordance with paragraph (m) of this clause.

52.223-18

Contractor Policies to Ban Text Messaging While Driving

Applies,

52.224-3



Privacy Training (JAN 2017)

52.225-26

Contractors Performing Private Security Functions Outside the United States (OCT 2016)

52.232-40

Providing Accelerated Payments to Small Business Subcontractors (DEC 2013)

Required if flow down is required in accordance with paragraph (c) of this clause.

52.244-6

Subcontracts for Commercial Items

Applies to all contracts issued by the Seller to any supplier or vendor.

52.247-64

Preference for Privately Owned U.S. Flag Commercial Vessels (FEB 2006)

(d) The Contractor shall insert the substance of this clause, including this paragraph (d), in all subcontracts or purchase orders under this contract, except those described in paragraph (e)(4).

DFARS Clauses Incorporated by Reference.

If the Prime Contract is a Department of Defense Contract the following DFARS clauses are also incorporated by reference in the Contract and shall have the same force and effect as if set forth in full text.

The SELLER hereby acknowledges that it has in its possession or is otherwise familiar with all of the referenced clauses incorporated herein and agrees to perform this Contract in accordance with the provisions of such referenced clauses and the other provisions of this Contract. The full text of the referenced clauses may be accessed electronically at various Internet sites, including <http://farsite.hill.af.mil>.

252.203-7002

Requirement to Inform Employees of Whistleblower Rights. (SEP 2013)

(b) The Contractor shall include the substance of this clause, including this paragraph (b), in all subcontracts.

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