

**ATTACHMENT 1
FLOW DOWN PROVISIONS**

The text identified in FAR and DFARS Clauses are incorporated by this reference and are subject to the following modifications as indicated unless excluded by specific language in the clause or modified by language shown following the Clause title. All Clauses incorporated by this reference are those in effect on the date of the award of the prime contract.

"Contractor" means Seller.

"Subcontractor" means Seller's subcontractors.

"Contract" means this Agreement or any Order placed in conjunction with this Agreement.

"Government" or "Contracting Officer" means Buyer

The following Clauses are incorporated by reference with the same force and effect as if they were printed in full text.

Federal Acquisition Regulations (FAR) Clauses

52.202-1 Definitions (Nov 2013)

52.203-3 Gratuities (Apr 84)

52.203-5 Covenant Against Contingent Fees (May 2014)

52.203-6 Restrictions on Subcontractor Sales To The Government (Sept 06)

52.203-7 Anti-Kickback Procedures (excluding para (c)(1) (May 2014)

52.203-10 Price or Fee Adjustment for Illegal or Improper Activity (May 2014)

52.203-12 Limitation on Payments to Influence Certain Federal Transactions (Oct 2010)

52.203-13 Contractor Code of Business Ethics and Conduct (Oct 2015)

52.203-16 Preventing Personal Conflicts of Interest (Dec 2011) Applicable in Subcontracts/Orders =/>\$150,000.00

52.204-2 Security Requirements (Aug 1996)

52.204-10 Reporting Executive Compensation and First-Tier Subcontract Awards (Oct 2018)

52.204-23 Prohibition on Contracting for Hardware, Software, and Services Developed or Provided by Kaspersky Lab (Jul 2018)

52.204-25 Prohibition on Contracting for Certain Telecommunications and Video Surveillance Services or Equipment. Basic (Aug 2019)

52.209-6 Protecting the Government's Interest When Subcontracting with Contractors Debarred, Suspended or Proposed for Debarment (Oct 2015)

52.209-7 Information Regarding Responsibility Matters (Oct 2018)

52.211-5 Material Requirements (Aug 2000)

52.211-14 Notice of Priority Rating for National Defense, Emergency Preparedness, and Energy Program Use (Apr 2008)

52.215-2 Audit and Records Negotiation (Oct 2010)

52.215-12 Subcontractor Certified Cost or Pricing Data (Oct 2010) Applicable to Subcontract/Orders =/>\$750,000.00

52.215-13 Subcontractor Certified Cost or Pricing Data-Modifications (Oct 2010)

52.215-23 Limitations on Pass-Through Charges (Oct 2009)

52.219-8 Utilization of Small Business Concerns (Oct 2018)

52.219-9 Small Business Subcontracting Plan (Aug 2018)

52.219-16 Liquidated Damages-Subcontracting Plan (Jan 1999)

- 52.222-1 Notice to Government of Labor Disputes (Feb 1997)
- 52.222-4 Contract Work Hours and Safety Standards Act-Overtime Compensation (Mar 2018)
- 52.222-20 Contracts for Materials, Supplies, Articles, and Equipment Exceeding \$15,000(May 2014)
- 52.222-21 Prohibition of Segregated Facilities (Apr 2015)
- 52.222-26 Equal Opportunity (Sep 2016)
- 52.222-35 Equal Opportunity for Veterans (Oct 2015)
- 52.222-36 Affirmative Action for Workers with Disabilities (Jul 2014)
- 52.222-37 Employment Reports on Veterans (Feb 2016)
- 52.222-50 Combating Trafficking in Persons (Jan 2019)
- 52.223-6 Drug-Free Workplace (May 2001)
- 52.223-11 Ozone-Depleting Substances and High Global Warming Potential Hydrofluorocarbons (Jun 2016)
- 52.223-18 Encouraging Contractor Policies to Ban Text Messaging While Driving (Aug 2011)
- 52.225-8 Duty-Free Entry (if noted on Purchase Order) (Oct 2010)
- 52.225-13 Restrictions on Certain Foreign Purchases (June 2008)
- 52.227-1 Authorization and Consent (Dec 2007)
- 52.227-2 Notice and Assistance Regarding Patent and Copyright Infringement (Dec 2007)
- 52.227-3 Patent Indemnity (Apr 1984)
- 52.227-10 Filing of Patent Applications - Classified Subject Matter (Dec 2007)
- 52.227-14 Rights in Data General (May 2014)
- 52.229-3 Federal, State and Local Taxes (Feb 2013)
- 52.230-2 Cost Accounting Standards (Oct 2015)
- 52.230-3 Disclosure and Consistency of Cost Accounting Practices (Oct 2015)
- 52.232-11 Extras (Apr 1984)
- 52.242-13 Bankruptcy (Jul 1995)
- 52.242-15 Stop-Work Order (Aug 1989)
- 52.243-1 Changes-Fixed Price (Aug 1987)
- 52.243-7 Notification of Changes (In paragraph (b) and (d), insert "...within 15 calendar days...") (Jan 2017)
- 52.244-2 Subcontracts (Oct 2010)
- 52.244-5 Competition in Subcontracting (Dec 1996)
- 52.244-6 Subcontracts for Commercial Items (Jan 2019)
- 52.245-1 Government Property (Jan 2017)
- 52.246-2 Inspection of Supplies-Fixed Price (Apr 2012)
- 52.246-4 Inspection of Services - Fixed Price (Aug 96)
- 52.246-16 Responsibility for Supplies (Apr 1984)
- 52.247-34 F.O.B. Destination (When shown on PO or in Subcontract Agreement) (Nov 1991)
- 52.247-63 Preference for U.S. Flag Air Carriers (June 2003)
- 52.249-2 Termination for Convenience of the Government (Fixed Price) (Apr 2012)
- 52.249-8 Default (Fixed Price Supply and Service) (Apr 1984)

Defense Federal Acquisition Regulation Supplement (DFARS) Clauses

If this order is issued pursuant to a Department of Defense Prime Contract, the following clauses also are incorporated by reference:

- 252.203-7001 Prohibition on Persons Convicted of Fraud or Other Defense-Contract-Related Felonies (Dec 2008)
- 252.203-7002 Requirements to Inform Employees of Whistleblower Rights (Sep 2013)
- 252.204-7000 Disclosure of Information (Oct 2016)
- 252.204-7012 Safeguarding Covered Defense Information and Cyber Incident Reporting (Oct 2016)

252.209-7001 Reserved

252.209-7004 Subcontracting with Firms that are Owned or Controlled by the Government of a Country that is a State Sponsor of Terrorism (May 2019)

252.215-7000 Reserved

252.219-7003 Small Business Subcontracting Plan (DOD Contracts) (May 2019)

252.223-7004 Drug-Free Work Force (Sep 1988)

252.225-7001 Buy American Act and Balance of Payments Program (Dec 2017)

252.225-7002 Qualifying Country Sources as Subcontractors (Dec 2017)

252.225-7012 Preference for Certain Domestic Commodities (Dec 2017)

252.246-7007 Contractor Counterfeit Electronic Part Detection and Avoidance System (Aug 2016)

252.247-7023 Transportation of Supplies by Sea (Feb 2019)

252.247-7024 Reserved

General

Mercury Free: The material supplied under this contract/purchase order shall contain no metallic mercury and shall be free from mercury contamination. Mercury contamination of the material will be cause for rejection.

Disputes: Any dispute which is not disposed of by agreement of the parties shall be decided by a court of competent jurisdiction under the laws of the State of Maryland. Venue for any suit arising from this Order shall be in the State of Maryland. Seller shall proceed diligently with performance of this Subcontract during the pendency of any dispute.