

THALES DEFENSE & SECURITY INC. (TDSI) - COMMERCIAL PRODUCTS AND SERVICES 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.

Some clauses are applicable if the specific threshold is reached.

FEDERAL ACQUISITION REGULATIONS FAR PART 12.301(D) SUBCONTRACTS FOR COMMERCIAL PRODUCTS AND COMMERCIAL SERVICES		
FAR Clause	Clause	Latest Update
52.204-7	System for Award Management	(OCT 2018)
52.204-13	System for Award Management Maintenance.	(OCT 2018)
52.204-16	Commercial and Government Entity Code Reporting	(AUG 2020)
52.204-18	Commercial and Government Entity Code Maintenance	(AUG 2020)
52.204-21	Basic Safeguarding of Covered Contractor Information Systems	Nov 2021
52.204-24	Representation Regarding Certain Telecommunications and Video Surveillance Services or Equipment	(Nov 2021)
52.207-6	Solicitation of Offers from Small Business Concerns and Small Business Teaming Arrangements or Joint Ventures (Multiple-Award Contracts)	(Aug 2024)
52.209-7	Information Regarding Responsibility Matters	(OCT 2018)
52.209-12	Certification Regarding Tax Matters	(Oct 2020)
52.222-56	Certification Regarding Trafficking in Persons Compliance Plan	(OCT 2020)
52.225-19	Contractor Personnel in a Designated Operational Area or Supporting a Diplomatic or Consular Mission Outside the United States	(May 2020)
52.229-11	Tax on Certain Foreign Procurements—Notice and Representation	(Jun 2020)
52.229-13	Taxes—Foreign Contracts in Afghanistan	(Nov 2021)
52.229-14	Taxes—Foreign Contracts in Afghanistan (North Atlantic Treaty Organization Status of Forces Agreement)	(Nov 2021)
FEDERAL ACQUISITION REGULATIONS FAR 52.212-5(e)(1) & 52.244-6 (c)(1) SUBCONTRACTS FOR COMMERCIAL PRODUCTS AND COMMERCIAL SERVICES		
52.203-13	Contractor Code of Business Ethics and Conduct (41 U.S.C. 3509).	(Nov 2021)
52.203-15	Whistleblower Protections Under the American Recovery and Reinvestment Act of 2009 (Section 1553 of Pub. L. 111-5), if the subcontract is funded under the Recovery Act.	(JUN 2010)
52.203-17	Contractor Employee Whistleblower Rights (41 U.S.C. 4712). This clause does not apply to contracts of DoD, NASA, the Coast Guard, or applicable elements of the intelligence community—see FAR 3.900(a) .	(Nov 2023)

52.203-19	Prohibition on Requiring Certain Internal Confidentiality Agreements or Statements (section 743 of Division E, Title VII, of the Consolidated and Further Continuing Appropriations Act, 2015 (Pub. L. 113-235) and its successor provisions in subsequent appropriations acts (and as extended in continuing resolutions)).	(Jan 2017)
52.204-21	Basic Safeguarding of Covered Contractor Information Systems, other than subcontracts for commercially available off-the-shelf items, if flow down is required in accordance with paragraph (c) of FAR clause 52.204-21 .	(Nov 2021)
52.204-23	Prohibition on Contracting for Hardware, Software, and Services Developed or Provided by Kaspersky Lab Covered Entities (Section 1634 of Pub. L. 115-91).	(DEC 2023)
52.204-25	Prohibition on Contracting for Certain Telecommunications and Video Surveillance Services or Equipment. (Section 889(a)(1)(A) of Pub. L. 115-232)	(Nov 2021)
52.204-27	Prohibition on a ByteDance Covered Application (Section 102 of Division R of Pub. L. 117-328).	(JUN 2023)
52.204-30	Federal Acquisition Supply Chain Security Act Orders-Prohibition. (Pub. L. 115-390 , title II).	(DEC 2023)
52.204-30	Alternate I	(DEC 2023)
52.219-8	Utilization of Small Business Concerns (15 U.S.C. 637(d)(2) and (3)), in all subcontracts that offer further subcontracting opportunities. If the subcontract (except subcontracts to small business concerns) exceeds the applicable threshold specified in FAR 19.702(a) on the date of subcontract award, the subcontractor must include 52.219-8 in lower tier subcontracts that offer subcontracting opportunities.	(FEB 2024)
52.222-35	Equal Opportunity for Veterans (38 U.S.C. 4212).	(JUN 2020)
52.222-36	Equal Opportunity for Workers with Disabilities (29 U.S.C. 793).	(JUN 2020)
52.222-37	Employment Reports on Veterans (38 U.S.C. 4212).	(JUN 2020)
52.222-40	Notification of Employee Rights Under the National Labor Relations Act (E.O. 13496).	(DEC 2010)
52.222-41	Service Contract Labor Standards (41 U.S.C. chapter 67).	(AUG 2018)
52.222-50	Combating Trafficking in Persons (22 U.S.C. chapter 78 and E.O 13627).	(NOV 2021)
52.222-50	Alternate I (22 U.S.C. chapter 78 and E.O. 13627).	(MAR 2015)
52.222-51	Exemption from Application of the Service Contract Labor Standards to Contracts for Maintenance, Calibration, or Repair of Certain Equipment-Requirements (41 U.S.C. chapter 67).	(May 2014)
52.222-53	Exemption from Application of the Service Contract Labor Standards to Contracts for Certain Services- Requirements (41 U.S.C. chapter 67).	(MAY 2014)
52.222-54	Employment Eligibility Verification (E.O. 12989).	(MAY 2022)
52.222-55	Minimum Wages for Contractor Workers Under Executive Order 14026.	(JAN 2022)
52.222-62	Paid Sick Leave Under Executive Order 13706 (E.O. 13706).	(JAN 2022)
52.224-3	Privacy Training (5 U.S.C. 552a).	(Jan 2017)
52.224-3	Alternate I	(JAN 2017)
52.225-26	Contractors Performing Private Security Functions Outside the United States (Section 862, as amended, of the National Defense Authorization Act for Fiscal Year 2008; 10 U.S.C. Subtitle A, Part V, Subpart G Note).	(OCT 2016)
52.226-6	Promoting Excess Food Donation to Nonprofit Organizations (42 U.S.C. 1792). Flow down required in accordance with paragraph (e) of FAR clause 52.226-6 .	(JUN 2020)
52.232-40	Providing Accelerated Payments to Small Business Subcontractors (31 U.S.C. 3903 and 10 U.S.C. 3801). Flow down required in accordance with paragraph (c) of 52.232-40 .	(Mar 2023)

52.247-64	Preference for Privately Owned U.S.-Flag Commercial Vessels (46 U.S.C. 55305 and 10 U.S.C. 2631).	(Nov 2021)
Defense Federal Acquisition Regulation Supplement (DFARS) Clauses		
If this order is issued pursuant to a Department of Defense Prime Contract , the following clause are incorporated by reference:		
DFARS Clause	Clause	Latest Update
252.244-7000	<p>Subcontracts for Commercial Products or Commercial Services.</p> <p>(a) The Contractor shall not include the terms of any Federal Acquisition Regulation (FAR) clause or Defense Federal Acquisition Regulation Supplement (DFARS) clause in subcontracts for commercial products or commercial services at any tier under this contract, unless—</p> <p>(1) For DFARS clauses, it is so specified in the particular clause; or</p> <p>(2) For FAR clauses, the clause is listed at FAR 12.301(d) or it is so specified in paragraph (e)(1) of the clause at FAR 52.212-5 or paragraph (b)(1) of the clause at FAR 52.244-6, as applicable. (Section 847(b)(1)(B), Pub. L. 114-328)</p> <p>(b)(1) In accordance with 10 U.S.C. 3457(c), the Contractor shall treat as commercial products any items valued at less than \$10,000 per item that were purchased by the Contractor for use in the performance of multiple contracts with the Department of Defense and other parties and are not identifiable to any particular contract when purchased.</p> <p>(2) The Contractor shall ensure that any items to be used in performance of this contract, that are treated as commercial products pursuant to paragraph (b)(1) of this clause, meet all terms and conditions of this contract that are applicable to commercial products in accordance with the clause at FAR 52.244-6 and paragraph (a) of this clause.</p> <p>(c) <i>Subcontracts.</i> The Contractor shall include the terms of this clause, including this paragraph (c), in subcontracts awarded under this contract, including subcontracts for the acquisition of commercial products or commercial services.</p>	Nov 2023