

MH-139 SUPPLEMENTAL TERMS AND CONDITIONS – FULL FLOW DOWN_REV. 3**Supplement 1 – Federal Acquisition Regulation (FAR) and Department of Defense FAR Supplement (DFARS) Government Contract Provisions**

1. In addition to the AgustaWestland Philadelphia Corporation General Terms and Conditions of Purchase, the following provisions shall apply, to this contract to the extent indicated below.
1. In the event of a conflict between these FAR provisions and the General Terms and Conditions of Purchase, the FAR provisions shall control. In the event of a conflict between these DFARS provisions, or the Supplement 1 FAR provisions, and the General Terms and Conditions of Purchase, the DFAR provisions shall control
2. Seller shall insert these provisions in selected lower tier subcontracts, either verbatim or in substance, and by incorporation-by-reference or otherwise as appropriate.
3. **If any FAR/DFAR clauses do not apply to a specific Order, such clauses are considered to be self-deleting.**
4. Commercially available off-the-shelf (COTS) item as defined by FAR Part 2.101—
 - a. Means any item of supply that is—
 - i. A commercial item (as defined in paragraph (1) of the definition at 2.101);
 - ii. Sold in substantial quantities in the commercial marketplace; and
 - iii. Offered to the Government, without modification, in the same form in which it is sold in the commercial marketplace; and
 - b. Does not include bulk cargo, as defined in 46 U.S.C. 40102(4), such as agricultural products and petroleum products. Per 46 CFR 525.1 (c)(2), “bulk cargo” means cargo that is loaded and carried in bulk onboard ship without mark or count, in a loose unpackaged form, having homogenous characteristics.
 - c. Bulk cargo loaded into intermodal equipment, except LASH or Seabee barges, is subject to mark and count and, therefore, ceases to be bulk cargo.
5. Should the supplier be entering or performing work at premises owned or controlled by another party for work related to this contract, the accessing party shall comply with: (i) all the rules and regulations established by the other locations requirements for access to and activities in and around premises; and (ii) any requests for information and documentation to validate citizenship or immigration status of accessing party's personnel or subcontractor personnel.

A. Federal Acquisition Regulation (FAR)

52.203-13 Contractor Code of Business Ethics and Conduct (OCT 2015). *This clause applies only if this contract is in excess of \$5,500,000 and has a period of performance of more than 120 days.*

52.203-15 Whistleblower Protections under the American Recovery and Reinvestment Act of 2009 (JUN 2010). *This clause applies if this contract is funded in whole or in part with Recovery Act funds.*

52.203-19 Prohibition on Requiring Certain Internal Confidentiality Agreements or Statements (JAN 2017).

52.204-21 Basic Safeguarding of Covered Information Systems (JUN 2016). *Does not apply to COTS equipment*

52.209-6 Protecting the Government's Interests When Subcontracting With Contractors Debarred, Suspended or Proposed for Debarment (OCT 2015). Seller agrees it is not debarred, suspended, or proposed for debarment by the Federal Government. Seller shall disclose to Buyer, in writing, whether as of the time of award of this contract, Seller or its principals is or is not debarred, suspended, or proposed for debarment by the Federal Government. *This clause*

does not apply to contracts where Seller is providing commercially available off-the shelf items.

52.219-8 Utilization of Small Business Concerns (NOV 2016). *Does not apply to Supplier outside the US*

52.222-21 Prohibition of Segregated Facilities (APR 2015). *Does not apply to Supplier outside the US*

52.222-26 Equal Opportunity (SEP 2016). *Does not apply to Supplier outside the US*

52.222-35 Equal Opportunity for Veterans. (OCT 2015). This clause applies only if this contract is \$150,000 or more. *Does not apply to Supplier outside the US*

52.222-36 Equal Opportunity for Workers with Disabilities (JUL 2014). This clause applies only if this contract exceeds \$15,000. *Does not apply to Supplier outside the US*

52.222-37 Employment Reports on Veterans (FEB 2016). This clause applies if the Contract is \$150,000 or more. *Does not apply to Supplier outside the US*

52.222-40 Notification of Employee Rights under the National Labor Relations Act. (DEC 2010). *Only applies for work performed by Supplier in whole or in part in the U.S.*

52.222-50 / 52.222-50 Alternate I Combating Trafficking in Persons (MAR 2015). The term "contractor" shall mean "Seller", except in the paragraph (a) definition of Agent, and except when the term "prime contractor" appears, which shall remain unchanged. The term "Contracting Officer" shall mean "Contracting Officer, Buyer's Authorized Procurement representative" in paragraph (d)(1). Paragraph (d)(2) shall read as follows: "If the allegation may be associated with more than one contract, the Seller shall inform the Buyer's Authorized Procurement Representative for each affected contract." The term "the Government" shall mean "the Government and Buyer" in paragraph (e). The term "termination" shall mean "Cancellation" and "Cancellation for Default", respectively, in paragraph (e)(6). The term "Contracting Officer" shall mean "Contracting Officer and Buyer" in paragraph (f), except in paragraph (f)(2), where it shall mean "Contracting Officer or Buyer". Paragraph (h)(2)(ii) shall read as follows: "To the nature and scope of the activities involved in the performance of a Government subcontract, including the number of non-United States citizens expected to be employed and the risk that the contract or subcontract will involve services or supplies susceptible to trafficking in persons." The term "Contracting Officer" shall mean "Contracting Officer or Buyer" in paragraph (h)(4)(ii). The term "Contracting Officer" shall mean "Buyer" in paragraph (h)(5). *Only applies for work performed by Supplier in whole or in part in the U.S.*

52.222-54 Employment Eligibility Verification (OCT 2015). This clause applies to all subcontracts that (1) are 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 (DEC 2015). This clause applies if this contract is subject to the Service Contract Labor Standards statute or the Wage Rate Requirements (Construction) statute, and is to be performed in whole or in part in the United States. "Contracting Officer" shall mean "Buyer".

52.222-62 Paid Sick Leave under Executive Order 13706 (JAN 2017). This clause applies if the Contract is subject to the Service Contract Labor Standards statute or the Wage Rate Requirements (Construction) statute, and are to be performed in whole or in part in the United States.

52.224-3 / 52.224-3 Alternate I Privacy Training (JAN 2017). The term "Contracting Officer" shall mean "Contracting Officer or Buyer".

52.225-26 Contractors Performing Private Security Functions Outside the United States (OCT 2016). This clause applies if the Contract will be performed outside the United States in areas of (1) combat operations, as designated by the Secretary of Defense; or (2) other significant military operations, upon agreement of the Secretaries of Defense and State that the clause applies in that area. In paragraph (d)(1), Contracting Officer shall mean "Contracting Officer or Buyer" and in paragraph (d) (3), Contracting Officer shall mean Buyer.

52.232-40 Providing Accelerated Payments to Small Business Subcontractors. (DEC 2013). This clause applies to contracts with small business concerns. The term "Contractor" retains its original meaning. *Does not apply to Supplier outside the US*

52.244-6 Subcontracts for Commercial Items (JAN 2017). Clauses in paragraph (c) (1) are applicable to Seller for commercial items ordered by Buyer from Seller under this Contract.

52.245-1 / 52.245-1 Alternate I Government Property (JAN 2017). This clause applies if Government property is acquired or furnished for contract performance. "Government" shall mean Government throughout except the first time it appears in paragraph (g)(1) when "Government" shall mean the Government or the Buyer.

52.247-64 Preference for Privately Owned U.S.-Flag Commercial Vessels (FEB 2006). This clause does not apply if this contract is for the acquisition of commercial items unless (i) this contract is a contract or agreement for ocean transportation services; or a construction contract; or (ii) the supplies being transported are (a) items the Seller is reselling or distributing to the Government without adding value (generally, the Seller does not add value to the items when it subcontracts items for f.o.b. destination shipment); or (b) shipped in direct support of U.S. military (1) contingency operations; (2) exercises; or (3) forces deployed in connection with United Nations or North Atlantic Treaty Organization humanitarian or peacekeeping operations.

B. Department of Defense FAR Supplement (DFARS)

252.203-7002 Requirement to Inform Employees of Whistleblower (SEP 2013).

252.203-7003 Agency Office of the Inspector General (DEC 2012). *Applies if FAR 52.203-13 applies*

252.204-7012 Safeguarding Covered Defense Information and Cyber Incident Reporting (OCT 2016). This clause applies if the Contract is for operationally critical support or where performance will involve a covered contractor information system.

252.204-7015 Notice of Authorized Disclosure of Information for Litigation Support (MAY 2016).

252.211-7003 Item Unique Identification and Valuation (MAR 2016). This clause applies if this contract acquires any item for which unique item identification is required in accordance with paragraph (c) (1) of this clause. Items subject to the requirements of DFARS 252.211-7003, if any, shall be identified in an exhibit in this contract.

252.211-7006 Radio Frequency Identification (JUN 2016). This clause applies when the Seller will make direct shipments of items meeting the criteria at 211.275-2 to the Government.

252.223-7008 Prohibition of Hexavalent Chromium (JUN 2013). "Contracting Officer" shall mean Buyer.

252.225-7001 Buy American and Balance of Payments Program (DEC 2016). In paragraph (c), the phrase "in the Buy American Balance of Payments Program Certificate provision of the solicitation" is deleted and the word "certified" is deleted and replaced with the word "specified." *Applies if the work contains other than domestic components; applies in lieu of FAR 52.225-1*

252.225-7004 Reporting Of Contract Performance Outside The United States And Canada - Submission After Award (OCT 2015). "Contracting Officer" means "Buyer." Paragraph (c)(5) is deleted. In (d)(2) "from the Contracting Officer or" is deleted. *Does not apply to Supplier outside the US or Commercial Items*

252.225-7009 Restriction on Acquisition of Certain Articles Containing Specialty Metals (OCT 2014). Paragraph (d) and (e)(1) of this clause is excluded. Paragraph (e) of this clause is included wherein "Government" means Buyer.

252.225-7012 Preference for Certain Domestic Commodities (DEC 2016).

252.225-7013 Duty Free Entry (MAY 2016)

252.225-7040 Contractor Personnel Supporting U.S. Armed Forces Deployed Outside the United States (OCT 2015). This clause, including this paragraph (q), applies if, in performance of this contract, Seller personnel are supporting U.S. Armed Forces deployed outside the United States in (1) contingency operations; (2) peace operations consistent with Joint Publication 3-07.3; or (3) other military operations or military exercises, when designated by the Combatant Commander or as directed by the Secretary of Defense.

252.225-7048 Export-Controlled Items (JUN 2013).

252.225-7981 Additional Access to Contractor and Subcontractor Records (Other than USCENTCOM) (DEVIATION 2015- O0016) (SEP 2015). This clause applies if the Contract that have an estimated value over \$50,000 and will be performed outside the United States and its outlying areas.

252.226-7001 Utilization of Indian Organizations and Indian-Owned Economic Enterprises--DoD Contracts and Native Hawaiian Small Business Concerns (SEP 2004). This clause applies only if this contract exceeds \$500,000.

252.227-7015 Technical Data -- Commercial Items (FEB 2014). This clause applies whenever any technical data related to commercial items is developed in any part at private expense and will be obtained from Seller or its subcontractors for delivery to the Government.

252.227-7037 Validation of Restrictive Markings on Technical Data (SEP 2016).

252.243-7001 Pricing of Contract Modifications (DEC 1991). *Does not apply in a Competitive Procurement or Commercial Items*

252.244-7000 Subcontracts for Commercial Items (JUN 2013).

252.245-7004 Reporting, Reutilization, and Disposal (SEP 2016) *Applies if this contract contains FAR 52.245-1, Government Property*

252.246-7003 Notification of Potential Safety Issues (JUN 2013). This clause applies only if this subcontract is for: (i)

parts identified as critical safety items; (ii) systems and subsystems, assemblies and subassemblies integral to a system; or (iii) repair, maintenance, logistics support, or overhaul services for systems and subsystems, assemblies, subassemblies and parts integral to a system. The notification required by paragraph (c) of this clause will be provided to Buyer and to the administrative contracting officer (ACO) and the procuring contracting officer (PCO) if Seller is aware of the ACO and PCO for the prime contract.

252.246-7007 Contractor Counterfeit Electronic Part Detection and Avoidance System (AUG 2016). This clause applies to contracts for electronic parts or assemblies containing electronic parts or for contracts for the performance of authentication testing. The term "Contractor" means "Buyer" in the first sentence. In paragraph (c)(6), "Contracting Officer" means "Buyer." The introductory text at the beginning of the clause is deleted and only paragraphs (a) through (e) apply.

252.246-7008 Sources of Electronic Parts (OCT 2016). This clause applies if the Contract is for electronic parts or assemblies containing electronics parts, unless Seller is the original manufacturer of the electronic parts. The term "Contractor" means Seller and the term "subcontractor" means Seller's lower-tier suppliers. In paragraph (b)(3)(ii)(A), the term "Contracting Officer" means "Buyer's Authorized Procurement Representative." Seller's notification shall include, at a minimum, identification of the electronic parts being procured, identification of Seller's lower-tier supplier providing such electronic parts, Seller's rationale on acceptability of procuring such parts (including risk mitigation), and identification of the product using such parts (by lot or serial numbers).

252.247-7023 Transportation of Supplies by Sea-Basic (APR 2014). This clause applies if this contract is for supplies that are of a type described in paragraph (b)(2) of this clause. In paragraph (d), "45 days" is changed to "60 days." If this contract exceeds the simplified acquisition threshold, paragraphs (a)-(h) apply. In paragraph (g) "Government" means Buyer. If this contract is at or below the simplified acquisition threshold, paragraphs (f) and (g) are excluded. *Does not apply to Commercial Items*

252.247-7024 Notification of Transportation of Supplies by Sea (10 U.S.C. 2631). *Does not apply to Commercial Items*

Supplement 2 – Air Force Federal Acquisition Regulation (AFFARS) Government Contract Provisions

5352.204-9000	Notification of Government Security Activity and Visitor Group Security Agreements (JAN 2017)
5352.223-9000	Elimination of Use of Class 1 Ozone Depleting Substances (ODS) (NOV 2012)
5352.242-9000	Contractor Access to Air Force Installations (NOV 2012)
5352.242-9001	Common Access Cards (CACs) for Contractor Personnel (NOV 2012)