

**CUSTOMER CONTRACT REQUIREMENTS**  
**Blue Wolf**  
**CUSTOMER CONTRACT DARPA-BAA-14-28**

**CUSTOMER CONTRACT REQUIREMENTS**

The following customer contract requirements apply to this contract to the extent indicated below. If this contract is for the procurement of commercial items under a Government prime contract, as defined in FAR Part 2.101, see Section 3 below.

**1. FAR Clauses** The following contract clauses are incorporated by reference from the Federal Acquisition Regulation and apply to the extent indicated. In all of the following clauses, "Contractor" and "Offeror" mean Seller.

**52.204-10 Reporting Executive Compensation And First-Tier Subcontract Awards** (JUL 2013). Delete all paragraphs and replace with the following: "If Seller meets the executive compensation reporting requirements of 52.204-10, Seller shall provide the required executive compensation information by maintaining an active registration in the U.S. government CCR database in accordance with 52.204-7. The required information of 52.204-10 will be made public."

**52.222-54 Employment Eligibility Verification** (AUG 2013). 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 \$3,000; and (3) includes work performed in the United States.

**2. DoD FAR Supplement Clauses** DoD Contracts. The following contract clauses are incorporated by reference from the Department of Defense Federal Acquisition Regulation Supplement and apply to the extent indicated. In all of the following clauses, "Contractor" and "Offeror" mean Seller except as otherwise noted.

**252.204-7012 Safeguarding of Unclassified Controlled Technical Information** (NOV 2013). Contracting Officer means Buyer. Paragraph (d)(1) shall read as follows: "Reporting requirement. Seller, through the first tier subcontractor, shall report as much of the following information as can be obtained by sending an email to abuse@Boeing.com (or any other address specified in writing by Buyer) immediately upon discovery of any cyber incident, as described in paragraph (d)(2) of this clause, that affects unclassified controlled technical information resident on or transiting through the Seller's unclassified information systems. The Seller shall copy the Buyer's procurement agent on all related email notifications."

Each lower tier subcontractor shall report as much of the following information as can be obtained, to its higher tier subcontractor immediately upon discovery of any cyber incident, as described in paragraph (d) (2) of this clause, that affects unclassified controlled technical information resident or transiting through the subcontractor's unclassified information system. The Boeing 1st tier subcontractor shall immediately report, as described above, lower tier subcontractor information it receives.

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

**252.227-7013 Rights In Technical Data -- Noncommercial Items** (FEB 2014). This clause applies when technical data for noncommercial items or for commercial items developed in any part at Government expense, is to be obtained from Seller or Seller's subcontractors for delivery to the Government.

**252.227-7014 Rights In Noncommercial Computer Software And Noncommercial Computer Software Documentation** (FEB 2014). This clause applies when noncommercial computer software or computer software documentation is to be obtained from Seller or Seller's subcontractors for delivery to the Government.

**3. Prime Contract Special Provisions** The following prime contract special provisions apply to this purchase order

## **Procurement Integrity, Standards of Conduct, Ethical Considerations, and Organizational Conflicts of Interest**

Current federal employees are prohibited from participating in particular matters involving conflicting financial, employment, and representational interests (18 U.S.C. §§ 203, 205, and 208). Once the proposals have been received, and prior to the start of proposal evaluations, the Government will assess potential conflicts of interest and will promptly notify the proposer if any appear to exist. The Government assessment does NOT affect, offset, or mitigate the proposer's responsibility to give full notice and planned mitigation for all potential organizational conflicts, as discussed below.

Without prior approval or a waiver from the DARPA Director, in accordance with FAR 9.503, a contractor cannot simultaneously provide scientific, engineering, technical assistance (SETA) or similar support and also be a technical performer. As part of the proposal submission, all members of the proposed team (prime proposers, proposed subcontractors, and consultants) must affirm whether they (their organizations and individual team members) are providing SETA or similar support to any DARPA technical office(s) through an active contract or subcontract. All affirmations must state which office(s) the proposer, subcontractor, consultant, or individual supports and identify the prime contract number(s). All facts relevant to the existence or potential existence of organizational conflicts of interest (FAR 9.5) must be disclosed. The disclosure must include a description of the action the proposer has taken or proposes to take to avoid, neutralize, or mitigate such conflict. If in the sole opinion of the Government after full consideration of the circumstances, a proposal fails to fully disclose potential conflicts of interest and/or any identified conflict situation cannot be effectively mitigated, the proposal will be rejected without technical evaluation and withdrawn from further consideration for award.

If a prospective proposer believes a conflict of interest exists or may exist (whether organizational or otherwise) or has questions on what constitutes a conflict of interest, the proposer should send his/her contact information and a summary of the potential conflict to DARPA-BAA-14-28@darpa.mil before time and effort are expended in preparing a proposal and mitigation plan.

### **Proprietary Data**

All proposals containing proprietary data should have the cover page and each page containing proprietary data clearly marked as containing proprietary data. It is the proposer's responsibility to clearly define to the Government what is considered proprietary data. Proposers must have existing and in-place prior to execution of an award, approved capabilities (personnel and facilities) to perform research and development at the classification level they propose. It is the policy of DARPA to treat all proposals as competitive information, and to disclose their contents only for the purpose of evaluation. Proposals will not be returned. An electronic copy of each proposal received will be retained at DARPA and all other non-required copies destroyed. A certification of destruction may be requested, provided the formal request is received at this office within 5 days after notification that a proposal was not selected.

### **Human Subjects Research**

All research selected for funding involving human subjects, to include use of human biological specimens and human data, must comply with the federal regulations for human subjects protection. Further, research involving human subjects that is conducted or supported by the DoD must comply with 32 CFR 219, *Protection of Human Subjects* (and DoD Instruction 3216.02, *Protection of Human Subjects and Adherence to Ethical Standards in DoD-Supported Research* (<http://www.dtic.mil/whs/directives/corres/pdf/321602p.pdf>)).

Institutions awarded funding for research involving human subjects must provide documentation of a current Assurance of Compliance with Federal regulations for human subjects protection, such as a Department of Health and Human Services, Office of Human Research Protection Federal Wide Assurance (<http://www.hhs.gov/ohrp>). All institutions engaged in human subjects research, to include subcontractors, must also hold a valid Assurance. In addition, all personnel involved in human subjects research must provide documentation of completion of human subjects research training.

For all proposed research that will involve human subjects in the first year or phase of the project, the institution must provide evidence of or a plan for review by an Institutional Review Board (IRB) upon final proposal submission to DARPA as part of

their proposal, prior to being selected for funding. The IRB conducting the review must be the IRB identified on the institution's Assurance of Compliance with human subjects protection regulations. The protocol, separate from the proposal, must include a detailed description of the research plan, study population, risks and benefits of study participation, recruitment and consent process, data collection, and data analysis. It is recommended that you consult the designated IRB for guidance on writing the protocol. The informed consent document must comply with federal regulations (32 CFR 219.116). A valid Assurance of Compliance with human subjects protection regulations along with evidence of completion of appropriate human subjects research training by all investigators and personnel involved with human subjects research should accompany the protocol for review by the IRB. In addition to a local IRB approval, a headquarters-level human subjects administrative review and approval is required for all research conducted or supported by the DoD. The Army, Navy, or Air Force office responsible for managing the award can provide guidance and information about their component's headquarters-level review process. Note that confirmation of a current Assurance of Compliance with human subjects protection regulations and appropriate human subjects research training is required before headquarters-level approval can be issued.

The time required to complete the IRB review/approval process varies depending on the complexity of the research and the level of risk involved with the study. The IRB approval process can last between one and three months, followed by a DoD review that could last between three and six months. Ample time should be allotted to complete the approval process. DoD/DARPA funding cannot be used towards human subjects research until ALL approvals are granted.

### **Animal Use**

Award recipients performing research, experimentation, or testing involving the use of animals shall comply with the rules on animal acquisition, transport, care, handling, and use as outlined in: (i) 9 CFR parts 1-4, Department of Agriculture rules that implement the Animal Welfare Act of 1966, as amended, (7 U.S.C. § 2131-2159); (ii) National Institutes of Health Publication No. 86-23, "Guide for the Care and Use of Laboratory Animals" (8th Edition); (iii) DoD Instruction 3216.01, "Use of Animals in DoD Programs." For projects anticipating animal use, proposals should briefly describe plans for Institutional Animal Care and Use Committee (IACUC) review and approval. Animal studies in the program will be expected to comply with the Public Health Service (PHS) Policy on Humane Care and Use of Laboratory Animals, available at <http://grants.nih.gov/grants/olaw/olaw.htm>.

All award recipients must receive approval by a DoD-certified veterinarian, in addition to an IACUC approval. No animal studies may be conducted using DoD/DARPA funding until the United States Army Medical Research and Materiel Command (USAMRMC) Animal Care and Use Review Office (ACURO) or other appropriate DoD veterinary office(s) grant approval. As a part of this secondary review process, the award recipient will be required to complete and submit an ACURO Animal Use Appendix, which may be found at [https://mrmcwww.army.mil/index.cfm?pageid=Research\\_Protections.acuro&rn=1](https://mrmcwww.army.mil/index.cfm?pageid=Research_Protections.acuro&rn=1).

### **Intellectual Property Procurement Contract Proposers Noncommercial Items (Technical Data and Computer Software)**

Proposers responding to this BAA requesting a procurement contract to be issued under the FAR/DFARS shall identify all noncommercial technical data and noncommercial computer software that it plans to generate, develop, and/or deliver under any proposed award instrument in which the Government will acquire less than unlimited rights, and to assert specific restrictions on those deliverables. Proposers shall follow the format under DFARS 252.227-7017 for this stated purpose. In the event that proposers do not submit the list, the Government will assume that it automatically has "unlimited rights" to all noncommercial technical data and noncommercial computer software generated, developed, and/or delivered under any award instrument, unless it is substantiated that development of the noncommercial technical data and noncommercial computer software occurred with mixed funding. If mixed funding is anticipated in the development of noncommercial technical data and noncommercial computer software generated, developed, and/or delivered under any award instrument, then proposers should identify the data and software in question, as subject to Government Purpose Rights (GPR). In accordance with DFARS 252.227-7013 Rights in Technical Data - Noncommercial Items, and DFARS 252.227-7014 Rights in Noncommercial Computer Software and Noncommercial Computer Software Documentation, the Government will

automatically assume that any such GPR restriction is limited to a period of five (5) years in accordance with the applicable DFARS clauses, at which time the Government will acquire “unlimited rights” unless the parties agree otherwise. Proposers are advised that the Government will use the list during the evaluation process to evaluate the impact of any identified restrictions and may request additional information from the proposer, as may be necessary, to evaluate the proposer’s assertions. If no restrictions are intended, then the proposer should state “NONE.” It is noted an assertion of “NONE” indicates that the Government has “unlimited rights” to all noncommercial technical data and noncommercial computer software delivered under the award instrument, in accordance with the DFARS provisions cited above. Failure to provide full information may result in a determination that the proposal is not compliant with the BAA – resulting in nonselectability of the proposal.

A sample list for complying with this request is as follows:

#### NONCOMMERCIAL

Technical Data Computer Software To  
be Furnished With Restrictions  
Summary of Intended Use in the Conduct of the Research  
Basis for Assertion Asserted Rights  
Category  
Name of Person Asserting  
Restrictions

#### **Commercial Items (Technical Data and Computer Software)**

Proposers responding to this BAA requesting a procurement contract to be issued under the FAR/DFARS shall identify all commercial technical data and commercial computer software that may be embedded in any noncommercial deliverables contemplated under the research effort, along with any applicable restrictions on the Government’s use of such commercial technical data and/or commercial computer software. In the event that proposers do not submit the list, the Government will assume that there are no restrictions on the Government’s use of such commercial items. The Government may use the list during the evaluation process to evaluate the impact of any identified restrictions and may request additional information from the proposer, as may be necessary, to evaluate the proposer’s assertions. If no restrictions are intended, then the proposer should state “NONE.” Failure to provide full information may result in a determination that the proposal is not compliant with the BAA – resulting in nonselectability of the proposal.

A sample list for complying with this request is as follows:

#### COMMERCIAL

Technical Data Computer Software To be Furnished With Restrictions  
Summary of Intended Use in the Conduct of the Research  
Basis for Assertion  
Asserted Rights Category  
Name of Person Asserting Restrictions

#### **Non-Procurement Contract Proposers – Noncommercial and Commercial Items (Technical Data and Computer Software)**

Proposers responding to this BAA requesting a Grant, Cooperative Agreement, Technology Investment Agreement, or Other Transaction for Prototype shall follow the applicable rules and regulations governing these various award instruments, but in all cases should appropriately identify any potential restrictions on the Government’s use of any Intellectual Property contemplated under those award instruments in question. This includes both Noncommercial Items and Commercial Items. Although not required, proposers may use a format similar to that described in Paragraphs 1.a and 1.b above. The Government may use the list during the evaluation process to evaluate the impact of any identified restrictions, and may request additional information from the proposer, as may be necessary, to evaluate the proposer’s assertions. If no restrictions are intended, then the proposer should state “NONE.” Failure to provide full information may result in a determination that the proposal is not compliant with the BAA – resulting in

nonselectability of the proposal.

**Patents**

Include documentation proving your ownership of or possession of appropriate licensing rights to all patented inventions (or inventions for which a patent application has been filed) that will be utilized under your proposal for the DARPA program. If a patent application has been filed for an invention that your proposal utilizes, but the application has not yet been made publicly available and contains proprietary information, you may provide only the patent number, inventor name(s), assignee names (if any), filing date, filing date of any related provisional application, and a summary of the patent title, together with either: (1) a representation that you own the invention, or (2) proof of possession of appropriate licensing rights in the invention.

**Intellectual Property Representations**

Provide a good faith representation that you either own or possess appropriate licensing rights to all other intellectual property that will be utilized under your proposal for the DARPA program. Additionally, proposers shall provide a short summary for each item asserted with less than unlimited rights that describes the nature of the restriction and the intended use of the intellectual property in the conduct of the proposed research.