

CUSTOMER CONTRACT REQUIREMENTS
iCPS
CUSTOMER CONTRACT NNM12AA32T

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.

52.203-6 Restrictions on Subcontractor Sales to the Government (Sep 2006) Alternate I (OCT 1995). This clause applies only if this contract exceeds (i) \$100,000 if included in Buyer's customer RFP or customer contract issued before October 1, 2010 or (ii) \$150,000 if included in Buyer's customer RFP issued on or after October 1, 2010, or if the prime contract was issued prior to October 1, 2010 but was amended after October 1, 2010 to increase the Simplified Acquisition Threshold.

52.203-12 Limitation on Payments to Influence Certain Federal Transactions (OCT 2010). This clause applies only if this contract exceeds \$150,000. Paragraph (g)(2) is modified to read as follows: "(g)(2) Seller will promptly submit any disclosure required (with written notice to Boeing) directly to the PCO for the prime contract. Boeing will identify the cognizant Government PCO at Seller's request. Each subcontractor certification will be retained in the subcontract file of the awarding contractor."

52.203-13 Contractor Code of Business Ethics and Conduct (APR 2010). This clause applies only if this contract is in excess of \$5,000,000 and has a period of performance of more than 120 days.

52.204-10 Reporting Executive Compensation And First-Tier Subcontract Awards (JUL 2010). Delete all paragraphs except (b). Contractor means Buyer in paragraph (b). The "required information" in paragraph (b) that will be made public includes the information required as set forth in the deleted paragraphs. Seller shall maintain active registration in the U. S. government CCR database in accordance with FAR 52.204-7.

52.209-6 Protecting the Government's Interests When Subcontracting With Contractors Debarred, Suspended or Proposed for Debarment (DEC 2010). 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.

52.212-5 Contract Terms and Conditions Required to Implement Statutes or Executive Orders - Commercial Items (NOV 2011). Delete the introductory paragraph of (e) (1) and substitute the following in lieu thereof: "The clauses included in paragraph (e) (1) are included in this contract in lieu of those included in paragraphs (a), (b), (c) and (d) and apply to the extent required by the clause. Paragraph (e) (2) is deleted."

52.212-5 Contract Terms and Conditions Required to Implement Statutes or Executive Orders - Commercial Items Alternate II (DEC 2010).

52.215-21 Requirement for Certified Cost or Pricing Data or Information Other Than Certified Cost and Pricing Data - Modifications (OCT 2010). This clause applies only if this contract exceeds the threshold set forth in FAR 15.403-4. The term "Contracting Officer" shall mean Buyer.

52.219-8 Utilization of Small Business Concerns (JAN 2011).

52.219-9 Small-Business Subcontracting Plan (JAN 2011). This clause applies only if this contract exceeds \$650,000 and Seller is not a small business concern. Seller shall adopt a subcontracting plan that complies with the requirements of this clause. In addition, Seller shall submit to Buyer Form X31162, Small and Small Disadvantaged Business and Women-Owned Small Business Subcontracting Plan Certificate of Compliance. In accordance with paragraph (d)(10)(iv), Seller agrees that it will submit the ISR and/or SSR using eSRS, and, in accordance with paragraph (d)(10)(vi), Seller agrees to provide the prime contract number, its own DUNS number, and the email address of Seller's official responsible for acknowledging or rejecting the ISRs, to its subcontractors with subcontracting plans. As required by subparagraph (d)(10)(v), the following information is provided: (1) the prime contract numbers are GS-23F-0183K-NNM06AA03Z-NNM12AA32T ; (2) Buyer's DUNS number is 07-487-5162 , and (3) the email address of the Government or Buyer official responsible for acknowledging or rejecting reports is Cheryll Sundberg .

52.219-9 Small-Business Subcontracting Plan Alternate III (JUL 2010).

52.219-9 Small-Business Subcontracting Plan Basic (APR 2008), Alternate I (OCT 2001), Alternate II (OCT 2001). This clause applies only if this contract exceeds \$550,000 and Seller is not a small business concern. Seller shall adopt a subcontracting plan that complies with the requirements of this clause. In addition, Seller shall submit to Buyer Form X31162, Small and Small Disadvantaged Business and Women-Owned Small Business Subcontracting Plan Certificate of Compliance. In accordance with paragraph (d)(10)(iv), Seller agrees that it will submit the ISR and/or SSR using eSRS, and, in accordance with paragraph (d)(10)(vi), Seller agrees to provide the prime contract number, its own DUNS number, and the email address of the Government or Contractor official responsible for acknowledging or rejecting the reports, to its subcontractors with subcontracting plans.

52.222-1 Notice to the Government of Labor Disputes (FEB 1997). Contracting Officer shall mean Buyer.

52.222-21 Prohibition of Segregated Facilities (FEB 1999).

52.222-26 Equal Opportunity (MAR 2007).

52.222-35 Equal Opportunity for Veterans. (SEP 2010). This clause applies only if this contract is \$100,000 or more.

52.222-36 Affirmative Action For Workers With Disabilities (OCT 2010). This clause applies only if this contract exceeds \$15,000.

52.222-37 Employment Reports on Veterans (SEP 2010). This clause applies if this contract is \$100,000 or more.

52.222-40 Notification of Employee Rights Under the National Labor Relations Act. (DEC 2010).

52.222-41 Service Contract Act of 1965 (NOV 2007). This clause applies only if this contract is subject to the Act.

52.222-54 Employment Eligibility Verification (JAN 2009).

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.

52.223-3 Hazardous Material Identification and Material Safety Data Basic (JAN 1997), Alternate I (JUL 1995) . This clause applies only if Seller delivers hazardous material under this contract.

52.223-18 Encouraging Contractor Policies To Ban Text Messaging While Driving (AUG 2011).

52.224-2 Privacy Act (APR 1984). This clause applies only if Seller is required to design, develop, or operate a system of records contemplated by this clause.

52.225-5 Trade Agreements (NOV 2011). Delete the first two sentences in (b) and substitute the following in lieu thereof: "The WTO, GPA and FTAs apply to all items ordered in this contract."

52.225-13 Restriction on Certain Foreign Purchases (JUN 2008).

52.225-19 Contractor Personnel in a Designated Operational Area or Supporting a Diplomatic or Consular Mission Outside the United States. (MAR 2008). This clause is applicable when Seller personnel perform work outside the United States in: (1) In a designated operational area during (i) Contingency operations; (ii) Humanitarian or peacekeeping operations; or (iii) Other military operations; or military exercises, when designated by the Combatant Commander; or; (2) When supporting a diplomatic or consular mission (i) That has been designated by the Department of State as a danger pay post See http://aoprals.state.gov/Web920/danger_pay_all.asp and (ii) That the Contracting Officer has indicated is subject to this clause.

52.227-14 Rights in Data--General (DEC 2007). This clause applies only if data, as defined in paragraph (a) of the clause, will be produced, furnished, or acquired under this contract.

52.227-14 Rights in Data--General Alternate II (DEC 2007). This clause applies only if data, as defined in paragraph (a) of the clause, will be produced, furnished, or acquired under this contract.

52.227-14 Rights in Data--General Alternate III (DEC 2007). This clause applies only if data, as defined in paragraph (a) of the clause, will be produced, furnished, or acquired under this contract.

52.228-5 Insurance - Work on a Government Installation (JAN 1997). Seller shall provide and maintain insurance as set forth in this contract.

52.237-2 Protection of Government Buildings, Equipment, and Vegetation (APR 1984). This clause applies only if work will be performed on a Government installation. "Contracting Officer" shall mean 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.

2. NASA FAR Supplement Clauses NASA Contracts. The following contract clauses are incorporated by reference from the National Aeronautics and Space Administration Federal Acquisition Regulation Supplement and apply to the extent indicated. In all of the following clauses, "Contractor" means Seller.

1852.219-74 Use of Rural Area Small Businesses (SEP 1990). This clause applies only if this contract offers subcontracting possibilities.

1852.219-75 Small Business Subcontracting Reporting (MAY 1999). This clause applies if FAR 52.219-9 is included in this contract.

1852.227-14 Rights in Data - General (JAN 1980). This clause applies only if data will be produced, furnished or acquired under this contract except contracts for basic or applied research with universities or colleges.

3. Commercial Items If goods or services being procured under this contract are commercial items and Clause H203 is set forth in the purchase

order, the foregoing Government clauses in Sections 1 and 2 above are deleted and the following FAR/DFARS clauses are inserted in lieu thereof:

52.203-13 Contractor Code of Business Ethics and Conduct (APR 2010). This clause applies only if this contract is in excess of \$5,000,000 and has a period of performance of more than 120 days.

52.209-6 Protecting the Government's Interests When Subcontracting With Contractors Debarred, Suspended or Proposed for Debarment (DEC 2010). 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.

52.219-8 Utilization of Small Business Concerns (JAN 2011).

52.222-26 Equal Opportunity (MAR 2007).

52.222-35 Equal Opportunity for Veterans. (SEP 2010). This clause applies only if this contract is \$100,000 or more.

52.222-36 Affirmative Action For Workers With Disabilities (OCT 2010). This clause applies only if this contract exceeds \$15,000.

52.222-40 Notification of Employee Rights Under the National Labor Relations Act. (DEC 2010).

52.222-41 Service Contract Act of 1965 (NOV 2007). This clause applies only if this contract is subject to the Act.

52.222-54 Employment Eligibility Verification (JAN 2009).

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.

52.223-18 Encouraging Contractor Policies To Ban Text Messaging While Driving (AUG 2011).

52.247-64 Preference for Privately-Owned U.S. Flag Commercial Vessels (Feb 2006) & Alternate I (Apr 2003) (FEB 2006).