

ATTACHMENT 1

“FLOWDOWN” CLAUSES APPLICABLE TO PURCHASE ORDERS INVOLVING FUNDS FROM A FEDERAL GOVERNMENT CONTRACT

If the Order involves funds from a Federal government contract – or funds from a subcontract at any tier relating to a Federal government contract – the following clauses from the Federal Acquisition Regulation (FAR) and the Defense Federal Acquisition Regulation Supplement (DFARS) are incorporated into the Order by reference where applicable and form a part of the terms and conditions of the Order.

The full text of the FAR/DFAR clauses may be found at <https://www.acquisition.gov/content/regulations>.

Seller agrees to flow down all applicable FAR and DFARS clauses to lower-tier subcontractors.

Where necessary to make the language of the FAR and DFARS clauses applicable to the Order, the term “Contractor” shall mean “Seller”, the term “Contract” shall mean “the Order” and the terms “Government”, “Contracting Officer” and equivalent terms and phrases shall mean “Mercer University”.

MANDATORY CLAUSES APPLICABLE TO PURCHASES OF “COMMERCIAL ITEMS”

The following clauses apply to Orders involving “commercial items”, a term defined at FAR 52.202-1. In general, a “commercial item” is a product or service that is available to the general public in the commercial marketplace. Only the following clauses are required for purchases of “commercial items”.

Clause	Title	Applicability
52.203-13	Contractor Code of Business Ethics and Conduct (JUN 2020)	Yes (if subcontract exceeds \$5.5 million and has performance period of more than 120 days)
52.203-19	Prohibition on Requiring Certain Internal Confidentiality Agreements or Statements (JAN 2017)	Yes (if other than personal services contracts with individuals)
52.204-23	Prohibition on Contracting for Hardware, Software, and Services Developed or Provided by Kaspersky Lab and Other Covered Entities (JUL 2018)	Yes
52.204-25	Prohibition on Contracting for Certain Telecommunications and Video Surveillance Services or Equipment (AUG 2020)	Yes
52.212-5	Contract Terms and Conditions Required to Implement Statutes or Executive Orders – Commercial Items (AUG 2020)	Yes (subparagraph (e) identifies mandatory flowdown clauses in subcontracts for commercial items).
52.219-8	Utilization of Small Business Concerns (OCT 2018)	Yes (if subcontract exceeds Simplified Acquisition Threshold{SAT})
52.222-21	Prohibition of Segregated Facilities (APR 2015)	Yes
52.222-26	Equal Opportunity (SEP 2016)	Yes
52.222-35	Equal Opportunity for Veterans (JUN 2020)	Yes (if subcontract exceeds \$150,000)
52.222-36	Equal Opportunity for Workers with Disabilities (JUN 2020)	Yes (if subcontract exceeds \$15,000)
52.222-37	Employments Reports on Veterans (JUN 2020)	Yes (if subcontract exceeds SAT)
52.222-40	Notification of Employee Rights Under the National Labor Relations Act (DEC 2010)	Yes (if subcontract exceeds SAT)
52.222-41	Service Contract Labor Standards (AUG 2018)	Yes (if subject to the Service Contract Labor Standards statute and exceeds \$2,500).
52.222-50	Combating Trafficking in Persons (JAN 2019)	Yes

Clause	Title	Applicability
52.222-51	Exemption From Application Of The Service Contract Labor Standards To Contracts For Maintenance, Calibration, Or Repair Of Certain Equipment-- Requirements (MAY 2014)	Yes
52.222-53	Exemption From Application Of The Service Contract Labor Standards To Contracts For Certain Services-- Requirements (MAY 2014)	Yes
52.222-54	Employment Eligibility Verification (OCT 2015)	Yes (if subcontract exceeds SAT)
52.222-55	Minimum Wages Under Executive Order 13658 (DEC 2015)	Yes (if subcontract 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).
52.222-62	Paid Sick Leave Under Executive Order 13706 (JAN 2017)	Yes
52.224-3	Privacy Training (JAN 2017)	Yes (when, on behalf of the agency, contractor employees will (1) Have access to a system of records; (2) Create, collect, use, process, store, maintain, disseminate, disclose, dispose, or otherwise handle personally identifiable information; or (3) Design, develop, maintain, or operate a system of records)
52.226-6	Promoting Excess Food Donation to Nonprofit Organizations (JUN 2020)	Yes (if over \$25,000 with its subcontractors or suppliers, at any tier, who will perform, under this contract, the provision, service, or sale of food in the United States).
52.232-40	Providing Accelerated Payments to Small Business Subcontractors (DEC 2013)	Yes
52.247-64	Preference for Privately Owned U.S.-Flag Commercial Vessels (FEB 2006)	Yes (that may involve ocean transportation of supplies subject to the Cargo Preference Act of 1954).
252.244-7000	Subcontracts for Commercial Items and Commercial Components (DOD Contracts) (JUN 2013)	Yes
252.204-7012	Safeguarding Covered Defense Information and Cyber Incident Reporting (DEC 2019)	Yes (in all subcontracts, including subcontracts using FAR part 12 procedures for the acquisition of commercial items, except for subcontracts solely for the acquisition of COTS items).
252-204-7018	Prohibition on the Acquisition of Covered Defense Telecommunication Equipment or Services (JAN 2021)	Yes
252.246-7007	Contractor Counterfeit Electronic Part Detection and Avoidance System (AUG 2016)	Yes, when procuring (i) Electronic parts; (ii) End items, components, parts, or assemblies containing electronic parts; or (iii) Services, if the contractor will supply electronic parts or components, parts, or assemblies containing electronic parts as part of the service.
252-246-7008	Sources of Electronic Parts (MAY 2018)	Yes, when procuring (i) Electronic parts; (ii) End items, components, parts, or assemblies containing electronic parts; or (iii) Services, if the contractor will supply electronic parts or components, parts, or assemblies containing electronic parts as part of the service.
252.247-7023	Transportation of Supplies by Sea - Basic (FEB 2019)	Yes

**MANDATORY CLAUSES APPLICABLE TO PURCHASES OF
NONCOMMERCIAL ITEMS**

Clause	Title	Applicability
52.203-6	Restrictions on Subcontractor Sales to the Government (JUN 2020)	Yes (if subcontract exceeds Simplified Acquisition Threshold {SAT})
52.203-11	Certification and Disclosure Regarding Payments to Influence Certain Federal Transactions (SEP 2007)	Seller acknowledges that Coherent will reply upon Seller representations and certifications in this clause (if subcontract over \$150,000).
52.203-12	Limitation on Payments to Influence Certain Federal Transactions (JUN 2020)	Yes (if subcontract over \$150,000)
52.203-13	Contractor Code of Business Ethics and Conduct (JUN 2020)	Yes (if subcontract exceeds \$5.5 million and has performance period of more than 120 days).
52.203-14	Display of Hotline Poster(s) (JUN 2020)	Yes (if subcontract exceeds \$5.5 million, except when subcontract is for commercial items).
52.203-15	Whistleblower Protections Under the American Recovery and Reinvestment Act of 2009 (JUN 2010)	Yes (if subcontract will be funded in whole or in part under Recovery)
52.203-19	Prohibition on Requiring Certain Internal Confidentiality Agreements or Statements (JAN 2017)	Yes (if other than personal services contracts with individuals).
52.204-2	Security Requirements (AUG 1996)	Yes (if the subcontract includes access to classified information, but excluding any reference to Changes clause of the prime contract).
52.204-10	Reporting Executive Compensation and First-Tier Subcontract Awards (JUN 2020)	Yes (If subcontract exceeds \$30,000; If Seller meets the thresholds specified in paragraphs (d)(1)(i) and (ii) of the clause, Seller shall report required executive compensation by posting the information to the Governments Federal Funding Accountability Transparency Act Subaward Reporting System database at http://www.fsr.gov . All information posted will be available to the general public.
52.204-21	Basic Safeguarding of Covered Contractor Information Systems (JUN 2016)	Yes (when the contractor or a subcontractor at any tier may have Federal contract information residing in or transiting through its information system)
52.204-23	Prohibition on Contracting for Hardware, Software, and Services Developed or Provided by Kaspersky Lab and Other Covered Entities (JUL 2018)	Yes
52.204-25	Prohibition on Contracting for Certain Telecommunications and Video Surveillance Services or Equipment (AUG 2020)	Yes
52.208-8	Required Sources for Helium and Helium Usage Data (AUG 2018)	Yes (for all subcontracts involving a major helium requirement)
52.209-5	Certification Regarding Responsibility Matters (OCT 2015)	Seller acknowledges that Coherent will reply upon Seller representations and certifications in this clause.
52.209-6	Protecting the Government's Interest When Subcontracting with Contractors Debarred, Suspended or Proposed for Debarment (JUN 2020)	Yes (applies if subcontract exceeds \$35,000, except does not apply if this subcontract is for commercial off-the-shelf items).

Clause	Title	Applicability
52.214-26	Audit and Records—Sealed Bidding (JUN 2020)	Yes (for all subcontracts over \$750,000 involving sealed bidding).
52.214-28	Subcontractor Certified Cost or Pricing Data—Modifications—Sealed Bidding (JUN 2020)	Yes (for all subcontracts over \$750,000 where certified cost or pricing data is required).
52.215-2	Audit and Records—Negotiation (JUN 2020)	Yes (for all subcontracts which exceed SAT)
52.215-12	Subcontractor Certified Cost or Pricing Data (JUN 2020)	Yes (for all subcontracts which exceed \$2,000,000 where certified cost or pricing data is required).
52.215-13	Subcontractor Certified Cost or Pricing Data--Modifications (JUN 2020)	Yes (for all subcontracts which exceed \$2,000,000 where certified cost or pricing data is required).
52.215-14	Integrity of Unit Prices (JUN 2020)	Yes (if applicable)
52.215-15	Pension Adjustments and Asset Reversions (OCT 2010)	Yes (if applicable)
52.215-18	Reversion or Adjustment of Plans for Postretirement Benefits (PRB) Other Than Pensions (JUL 2005)	Yes (if applicable)
52.215-19	Notification of Ownership Changes (OCT 1997)	Yes (if applicable)
52.219-8	Utilization of Small Business Concerns (OCT 2018)	Yes (if subcontract exceeds SAT)
52.219-9	Small Business Subcontracting Plan (JUN 2020)	Yes (if subcontract offers subcontracting possibilities and is expected to exceed \$700,000; not applicable if subcontractor is a small business concern).
52.219-16	Liquidated Damages - Subcontracting Plan (JAN 1999)	Yes (included in subcontracts where 52.219-9 applies)
52.222-3	Convict Labor (JUN 2003)	Yes (implements E.O. 11755)
52.222-4	Contract Work Hours and Safety Standards—Overtime Compensation (MAY 2018)	Yes (paragraphs (a) through (d))
52.222-6	Construction Wage Rate Requirements (AUG 2018)	Yes (if construction contract involved)
52.222-19	Child Labor - Cooperation with Authorities and Remedies (JAN 2019)	Yes (if subcontract exceeds Micro Purchase Threshold {MPT})
52.222-21	Prohibition of Segregated Facilities (APR 2015)	Yes
52.222-22	Previous Contracts and Compliance Reports (FEB 1999)	If Seller represents that it has participated in a previous contract or subcontract subject to FAR 52.222-26, it has filed all required compliance reports.
52.222-25	Affirmative Action Compliance (APR 1984)	Seller represents that it has developed and has on file at each establishment Affirmative Action programs required by the rules and regulations of the Secretary of Labor, or if such a program does not presently exist, that a program will be developed and placed in operation within 120 days from the award of this Contract.
52.222-26	Equal Opportunity (SEP 2016)	Yes
52.222-35	Equal Opportunity for Veterans (JUN 2020)	Yes (if subcontract exceeds \$150,000)
52.222-36	Affirmative Action for Workers with Disabilities (JUN 2020)	Yes (if subcontract exceeds \$15,000)
52.222-37	Employment Reports on Veterans (JUN 2020)	Yes (if subcontract exceeds \$150,000)
52.222-40	Notification of Employee Rights Under the National Labor Relations Act (DEC 2010)	Yes (if subcontract exceeds SAT)
52.222-41	Service Contract Labor Standards (AUG 2018)	Yes (If subcontract exceeds \$2,500)
52.222-50	Combating Trafficking in Persons (JAN 2019)	Yes

Clause	Title	Applicability
52.222-51	Exemption from Application of the Service Contract Labor Standards to Contracts for Maintenance, Calibration, or Repair of Certain Equipment – Requirements (MAY 2014)	Yes
52.222-53	Exemption from Application of the Service Contract Labor Standards to Contracts for Certain Services - Requirements (MAY 2014)	Yes
52.222-54	Employment Eligibility Verification (OCT 2015)	Yes (if subcontract exceeds SAT 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).
52.222-62	Paid Sick Leave Under Executive Order 13706 (JAN 2017)	Yes
52.223-3	Hazardous Material Identification and Material Safety Data (JAN 1997)	Yes (if contract requires delivery of hazardous materials, defined in FAR 23.301).
52.223-7	Notice of Radioactive Materials (JAN 1997)	Yes
52.223-11	Ozone-Depleting Substances and High Global Warming Potential Hydrofluorocarbons (JUN 2016)	Applies if the product was manufactured with or contains ozone-depleting substances.
52.223-12	Maintenance, Service, Repair, or Disposal of Refrigeration Equipment and Air Conditioners (JUN 2016)	Applies if subcontract is for services involving maintenance, repair or disposal of any equipment or appliance using ozone-depleting substances.
52.223-15	Energy Efficiency in Energy-Consuming Products (MAY 2020)	Applies if subcontract requires energy-consuming products listed in the ENERGY STAR® Program or Federal Energy Management Program to be delivered; acquired by subcontractor for use in performing services at Federally-controlled facility; furnished for use by the Government or specified in the design of a building or work, or incorporated during its construction, renovation or maintenance.
52.223-16	Acquisition of EPEAT® -Registered Personal Computer Products (OCT 2015)	Included in contracts for personal computer products, service that require furnishing personal computer products for use by the Government, or contractor operation of Government owned facilities.
52.223-18	Encouraging Contractor Policies to Ban Text Messaging While Driving (JUN 2020)	Yes
52.224-2	Privacy Act (APR 1984)	Yes, if applicable
52.224-3	Privacy Training (JAN 2017)	Yes (when, on behalf of the agency, contractor employees will (1) Have access to a system of records; (2) Create, collect, use, process, store, maintain, disseminate, disclose, dispose, or otherwise handle personally identifiable information; or (3) Design, develop, maintain, or operate a system of records)

Clause	Title	Applicability
52.225-1	Buy American —Supplies (MAY 2014)	Yes
52.225-2	Buy American Certificate (MAY 2014)	Yes
52.225-3	Buy American Act—Free Trade Agreements—Israeli Trade Act (MAY 2014)	Yes
52.225-4	Buy American -- Free Trade Agreements--Israeli Trade Act Certificate (MAY 2014)	Yes
52.225-5	Trade Agreements (OCT 2019)	Yes
52.225-6	Trade Agreements Certificate (MAY 2014)	Yes
52.225-8	Duty-Free Entry (OCT 2010)	Yes
52.225-13	Restrictions on Certain Foreign Purchases (JUN 2008)	Yes
52.225-26	Contractors Performing Private Security Functions Outside the United States (OCT 2016)	Yes (if applicable)
52.226-6	Promoting Excess Food Donation to Nonprofit Organizations (JUN 2020)	Yes (if applicable)
52.227-1	Authorization and Consent (JUN 2020)	Yes (if subcontract over SAT)
52.227-2	Notice and Assistance Regarding Patent and Copyright Infringement (JUN 2020)	Yes (if subcontract over SAT)
52.227-9	Refund of Royalties (APR 1984)	Yes (if applicable)
52.227-10	Filing of Patent Applications—Classified Subject Matter (DEC 2007)	Yes (if applicable)
52.227-11	Patent Rights—Ownership by the Contractor (MAY 2014)	Yes (if applicable)
52.227-13	Patent Rights—Ownership by the Government (DEC 2007)	Yes (if applicable)
52.227-14	Rights in Data—General (MAY 2014)	Yes
52.227-16	Additional Data Requirements (JUN 1987)	Yes
52.227-17	Rights in Data—Special Works (DEC 2007)	Yes
52.227-18	Rights in Data—Existing Works (DEC 2007)	Yes
52.227-19	Commercial Computer Software License (DEC 2007)	Yes (applicable only if existing computer software is to be delivered under this subcontract).
52.228-3	Workers' Compensation Insurance (Defense Base Act) (JUL 2014)	Yes (if Defense Base Act applies)
52.228-4	Workers' Compensation and War-Hazard Insurance Overseas (APR 1984)	Yes (when the contract will be a public-work contract performed outside the United States and the Secretary of Labor waives the applicability of the Defense Base Act).
52.228-5	Insurance—Work on a Government Installation (JAN 1997)	Yes (when contract will require work on a Government installation).
52.229-3	Federal, State, and Local Taxes (FEB 2013)	Yes (if fixed-price contract over SAT)
52.229-10	State of New Mexico Gross Receipts and Compensating Tax (APR 2003)	Yes (if applicable)
52.230-2	Cost Accounting Standards (JUN 2020)	Yes (except paragraph (b))
52.230-3	Disclosure and Consistency of Cost Accounting Practices (OCT 2015)	Yes (except paragraph (b))
52.230-6	Administration of Cost Accounting Standards (JUN 2010)	Yes
52.232-16	Progress Payments (JUN 2020)	Yes
52.232-40	Providing Accelerated Payments to Small Business Subcontractors (DEC 2013)	Yes
52.234-1	Industrial Resources Developed Under Title III, Defense Production Act (SEP 2016)	Yes
52.236-13	Accident Prevention (NOV 1991)	Yes
52.244-6	Subcontracts for Commercial Items (AUG 2020)	Yes
52.245-1	Government Property (JAN 2017)	Yes
52.245-2	Government Property Installation Operation Services (APR 2012)	Yes
52.246-1	Contractor Inspection Requirements (APR 1984)	Required when contract is \$250,000 or less and clause is necessary to ensure explicit understanding of contractor's inspection responsibilities.
52.246-2	Inspection of Supplies—Fixed-Price (AUG 1996)	Yes
52.246-3	Inspection of Supplies— Cost Reimbursement (MAY 2001)	Yes

Clause	Title	Applicability
52.246-4	Inspection of Services— Fixed-Price (AUG 1996)	Yes
52.246-5	Inspection of Services— Cost Reimbursement (APR 1984)	Yes
52.246-6	Inspection--Time-and-Material and Labor-Hour (MAY 2001)	Yes
52.246-16	Responsibility for Supplies (APR 1984)	Yes
52.247-63	Preference for U.S.-Flag Air Carriers (JUN 2003)	Yes (if international air transportation of personnel or property will be required).
52.247-64	Preference for Privately Owned U.S.-Flag Commercial Vessels (FEB 2006)	Yes
52.248-1	Value Engineering (JUN 2020)	Yes (if subcontract over SAT)
252.203-7001	Prohibition on Persons Convicted of Fraud or Other Defense-Contract Related Felonies (DEC 2008)	Yes (if over SAT)
252.203-7004	Display of Fraud Hotline Posters (AUG 2019)	Yes (if subcontract exceeds \$5.5 million, except when subcontract is for commercial items).
252.204-7008	Compliance with Safeguarding Covered Defense Information Controls (OCT 2016)	Yes
252.204-7012	Safeguarding Covered Defense Information and Cyber Incident Reporting (DEC 2019)	Yes (in all subcontracts, including subcontracts using FAR part 12 procedures for the acquisition of commercial items, except for subcontracts solely for the acquisition of COTS items).
252.225-7013	Duty-Free Entry (APR 2020)	Yes (DOD contracts only)
252.204-7018	Prohibition on the Acquisition of Covered Defense Telecommunication Equipment or Services (JAN 2021)	Yes
252.204-7019	Notice of NIST SP-171 DoD Assessment Requirements (NOV 2020)	Yes
252.204-7020	NIST SP 800-171 DoD Assessment Requirements (NOV 2020)	Yes
252.244-7000	Subcontracts for Commercial Items and Commercial Components (DoD Contracts) (JUN 2013)	Yes (in all subcontracts for commercial items at any tier).
252.246-7007	Contractor Counterfeit Electronic Part Detection and Avoidance System (AUG 2016)	Yes, when procuring (i) Electronic parts; (ii) End items, components, parts, or assemblies containing electronic parts; or (iii) Services, if the contractor will supply electronic parts or components, parts, or assemblies containing electronic parts as part of the service.
252.246-7008	Sources of Electronic Parts (MAY 2018)	Yes, when procuring (i) Electronic parts; (ii) End items, components, parts, or assemblies containing electronic parts; or (iii) Services, if the contractor will supply electronic parts or components, parts, or assemblies containing electronic parts as part of the service.
252.247-7023	Transportation of Supplies by Sea—Basic (FEB 2019)	Yes

CONFLICTS AMONG CLAUSES APPLICABLE TO THE ORDER

In the event of any conflict among the clauses applicable to the Order, including those not applicable solely to federal contracts, the most stringent clause will apply.