

## **FAR FLOWDOWN PROVISIONS – Commercial Items, Components and Services**

### **INCORPORATION OF FAR CLAUSES**

The Federal Acquisition Regulation (FAR) clauses referenced below are incorporated herein by reference, with the same force and effect as if they were given in full text, and are applicable, including any note following the clause citation, to this Contract. If the date or substance of any of the clauses listed below is different than the date of substance of this clause actually incorporated in the Prime Contract reference by number herein, the date or substance of the clause incorporated by said Prime Contract shall apply instead.

#### **Government Subcontract**

This Contract is entered into by the Parties in support of a U.S. Government contract.

As used in the clauses referenced below and otherwise in this Contract:

1. “Commercial item” means a commercial item as defined in FAR 2.101.
2. “Contract” means this contract, order, or purchase order.
3. “Contractor means the SELLER as defined in the SEAKR general terms and conditions, acting as the immediate (first tier) subcontractor to SEAKR.
4. “Prime Contract” means the contract between SEAKR and the U.S. Government or between SEAKR and its higher-tier contractor who has a contract with the U.S. Government.
5. “Subcontract” means any contract placed by the CONTRACTOR or lower-tier subcontractors under this contract.

#### **Changes Required by Prime Contract**

CONTRACTOR agrees that upon the request of SEAKR it will negotiate in good faith with SEAKR relative to changes to this Contract to incorporate additional provisions herein or to change provisions hereof, as SEAKR may reasonably deem necessary in order to comply with the provisions of the applicable Prime Contract or with the provisions of changes to such Prime Contract. If any such change to this Contract causes an increase or decrease in cost of, or the time required for performance of any part of the work under this Contract, an equitable adjustment shall be made pursuant to the “Changes” clause of this Contract.

#### **Preservation of Government Rights**

If SEAKR furnished designs, drawings, special tooling, equipment, engineering data or other technical or proprietary information (Furnished Items) to which the U. S. Government owns or has the right to authorize the use of, nothing herein shall be construed to mean that SEAKR, acting on its own behalf, may modify or limit any rights the U.S. Government may have to authorize the CONTRACTOR’s use of such Furnished Items in support of other U. S. Government prime contracts.

### **PROVISIONS OF THE FEDERAL ACQUISITION REGULATION INCORPORATED BY REFERENCE**

#### **The following FAR clauses apply to this Contract:**

- FAR 52.219-8 UTILIZATION OF SMALL BUSINESS CONCERNS (MAY 2004)
- FAR 52.219-28 POST AWARD SMALL BUSINESS REREPRESENTATION (APR 2009)
- FAR 52.222-21 PROHIBITION OF SEGREGATED FACILITIES (FEB 1999)
- FAR 52.222-26 EQUAL OPPORTUNITY (MAR 2007)
- FAR 52.222-50 COMBATING TRAFFICKING IN PERSONS (FEB 2009)
- FAR 52.225-13 RESTRICTIONS ON CERTAIN FOREIGN PURCHASES (JUN 2008)
- FAR 52.244-6 SUBCONTRACTS FOR COMMERCIAL ITEMS (JUN 2010)
- FAR 52.247-64 PREFERENCE FOR PRIVATELY OWNED U.S. FLAG COMMERCIAL VESSELS (FEB 2006)

#### **The following FAR clause applies to this Contract if the value of this Contract equals or exceeds \$10,000:**

- FAR 52.222-36 AFFIRMATIVE ACTION FOR WORKERS WITH DISABILITIES (JUN 1998)

**The following FAR clauses apply to this Contract if the value of this Contract equals or exceeds \$100,000:**

- FAR 52.203-12 LIMITATION ON PAYMENTS TO INFLUENCE CERTAIN FEDERAL TRANSACTIONS (SEP 2007)
- FAR 52.222-35 EQUAL OPPORTUNITY FOR SPECIAL DISABLED VETERANS, VETERANS OF THE VIETNAM ERA, AND OTHER ELIGIBLE VETERANS (SEP 2006)

**The following FAR clauses apply to this Contract as indicated:**

- FAR 52.222-54 EMPLOYMENT ELIGIBILITY VERIFICATION (JAN 2009) (Applies if this Contract exceeds \$3,000, and is for 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 is for construction.)
- FAR 52.223-11 OZONE-DEPLETING SUBSTANCES (MAY 2001) (Applicable if the Work was manufactured with or contains ozone-depleting substances.)
- FAR 52.225-1 BUY AMERICAN ACT -- SUPPLIES (FEB 2009) (Applicable if the Work contains other than domestic components.)
- FAR 52.227-19 COMMERCIAL COMPUTER SOFTWARE LICENSE (DEC 2007) (Applicable if existing computer software is to be delivered under this Contract.)
- FAR 52.245-1 GOVERNMENT PROPERTY (JUN 2007) (Applicable if U.S. Government property is furnished to SELLER by SEAKR.)