

FEDERAL ACQUISITION REGULATION (FAR) AND DEPARTMENT OF DEFENSE FEDERAL ACQUISITION REGULATION (DFAR) CLAUSES UNDER NRL PRIME CONTRACT N00173-14-C-2027

The FAR and DFAR clauses referenced below are incorporated herein and made a part of this Subcontract Agreement. In all clauses, unless the context of the clause requires otherwise, the term “Contractor” shall mean Subcontractor, the term “Contract” shall mean this Subcontract, and the terms “Government”, “Contracting Officer” and equivalent phrases shall mean Contractor and Contractor’s Subcontracting Representative, respectively. It is intended that the referenced clauses shall apply to Subcontractor in such manner as is necessary to reflect the position of Subcontractor as a Subcontractor to Praxis, to insure Subcontractor’s obligations to Praxis and to the United States Government, and to enable Praxis to meet its obligations under its Prime Contract. If a clause is not applicable under the Subcontract it shall be considered self-deleting.

FAR 52.252-2 - CLAUSES INCORPORATED BY REFERENCE (FEB 1998)

This contract incorporates one or more clauses by reference, with the same force and effect as if they were given in full text. Upon request, the Contracting Officer will make their full text available. Also, the full text of a clause may be accessed electronically at these addresses:

<http://farsite.hill.af.mil/farsites.html>

<http://heron.nrl.navy.mil/contracts/home.htm>

a. FEDERAL ACQUISITION REGULATION CLAUSES

FAR CLAUSE	TITLE
52.202-1	Definitions (JAN 2012)
52.203-3	Gratuities (APR 1984)
52.203-5	Covenant Against Contingent Fees (APR 1984)
52.203-6	Restrictions On Subcontractor Sales To The Government (SEP 2006)
52.203-7	Anti-Kickback Procedures (Oct 2010)
52-203-8	Cancellation, Rescission, And Recovery Of Funds For Illegal Or Improper Activity (JAN 1997)
52.203-10	Price Or Fee Adjustment For Illegal Or Improper Activity (JAN 1997)
52.203-12	Limitation On Payments To Influence Certain Federal Transactions (OCT 2010)
52.203-13	Contractor Code Of Business Ethics And Conduct (APR 2010)
52.203-17	Contractor Employee Whistleblower Rights and Requirement to Inform Employees of Whistleblower Rights (SEP 2013)
52.204-2	Security Requirements (AUG 1996) with Alternate I (APR 1984)
52.204-4	Printed Or Copied Double-Sided On Recycled Paper (MAY 2011)
52.204-7	System for Award Management (JUL 2013)
52.204-9	Personal Identity Verification Of Contractor Personnel (JAN 2011)
52.204-10	Reporting Executive Compensation and First-Tier Subcontract Awards (JUL 2013)
52.204-13	System for Award Management Maintenance (JUL 2013)
52.209-6	Protecting The Government's Interest When Subcontracting With Contractors Debarred, Suspended, Or Proposed For Debarment (AUG 2013)
52.209-9	Updates of Information Regarding Responsibility Matters (JUL 2013)

- 52.209-10 Prohibition on Contracting with Inverted Domestic Corporations (MAY 2012)
- 52.211-15 Defense Priority And Allocation Requirements (APR 2008)
- 52.215-2 Audit And Records-Negotiation (OCT 2010) with Alternate II (APR 1998)
- 52.215-8 Order Of Precedence -Uniform Contract Format (OCT 1997)
- 52.215-10 Price Reduction For Defective Cost Or Pricing Data (AUG 2011)
- 52.215-11 Price Reduction For Defective Cost Or Pricing Data -Modifications (AUG 2011)
- 52.215-12 Subcontractor Cost Or Pricing Data (OCT 2010)
- 52.215-13 Subcontractor Cost Or Pricing Data Modifications (OCT 2010)
- 52.215-14 Integrity Of Unit Prices (OCT 2010)
- 52.215-15 Pension Adjustments And Asset Reversions (OCT 2010)
- 52.215-17 Waiver Of Facilities Capital Cost Of Money (OCT 1997)
- 52.215-18 Reversion Or Adjustment Of Plans For Post-Retirement Benefits (PRB) Other Than Pensions (JUL 2005)
- 52.215-19 Notification Of Ownership Changes (OCT 1997)
- 52.215-21 Requirements for Certified Cost or Pricing Data and Data Other Than Certified Cost or Pricing Data – Modifications (OCT 2010) with Alternate II (OCT 1997)
- 52.215-22 Limitations On Pass-Through Charges--Identification Of Subcontract Effort (OCT 2009)
- 52.215-23 Limitations on Pass-Through Charges. (OCT 2009)
- 52.216-7 Allowable Cost and Payment (JUN 2013)
- 52.216-8 Fixed-Fee (JUN 2011)
- 52.216-24 Limitation of Government Liability (APR 1984)
- 52.219-6 Notice Of Total Small-Business Set-Aside (NOV 2011)
- 52.219-8 Utilization Of Small Business Concerns (MAY 2014)
- 52.219-14 Limitations On Subcontracting (NOV 2011)
- 52.222-2 Payment For Overtime Premiums -The Use Of Overtime Is Authorized Under This Contract If The Overtime Premium Does Not Exceed "0" (JUL 1990)
- 52.222-3 Convict Labor (JUN 2003)
- 52.222-19 Child Labor – Cooperation With Authorities And Remedies (JAN 2014)
- 52.222-20 Walsh-Healey Public Contracts Act (OCT 2010)
- 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)
- 52.222-36 Affirmative Action For Workers With Disabilities (OCT 2010)
- 52.222-37 Employment Reports On Veterans (SEP 2010)
- 52.222-40 Notification of Employee Rights Under the National Labor Relations Act (DEC 2010)
- 52.222-50 Combating Trafficking In Persons (FEB 2009)
- 52.222-54 Employment Eligibility Verification (AUG 2013)
- 52.223-3 Hazardous Material Identification And Material Safety Data (JAN 1997)
- 52.223-4 Recovered Material Certification (MAY 2008)
- 52.223-5 Pollution Prevention And Right-To-Know Information (MAY 2011)
- 52.223-6 Drug-Free Workplace (MAY 2001)
- 52.223-10 Waste Reduction Program (MAY 2011)
- 52.223-15 Energy Efficiency in Energy-Consuming Products (DEC 2007)
- 52.223-17 Affirmative Procurement of EPA-designated Items in Service and Construction Contracts (MAY 2008)
- 52.223-18 Encouraging Contractor Policies to Ban Text Messaging While Driving (AUG 2011)
- 52.223-19 Compliance with Environmental Management Systems (MAY 2011)
- 52.225-13 Restrictions On Certain Foreign Purchases (JUN 2008)

52.227-1	Authorization And Consent (DEC 2007) with Alternate I (DEC 2007)
52.227-2	Notice and Assistance Regarding Patent and Copyright Infringement (DEC. 2007)
52.227-10	Filing of Patent Applications – Classified Subject Matter (DEC 2007)
52.227-11	Patent Rights --Ownership by the Contractor (DEC 2007)
52.227-14	Rights in Data – General (DEC 2007)
52.227-16	Additional Data Requirements (JAN 1987)
52.228-7	Insurance – Liability to Third Persons (MAR 1996)
52.232-9	Limitation on Withholding of Payments (APR 1984)
52.232-17	Interest (OCT 2010)
52.232-18	Availability Of Funds (APR 1984)
52.232-20	Limitation of Cost (Applicable when the contract or task order is fully funded) (APR 1984)
52.232-22	Limitation of Funds (Applicable when the contract or task order is not fully funded) (APR 1984)
52.232-23	Assignment Of Claims (JAN 1986) with Alternate I (APR 1984)
52.232-25	Prompt Payment (OCT 2008) with Alternate I (FEB 2002)
52.232-39	Unenforceability of Unauthorized Obligations (JUN 2013)
52.233-1	Disputes (JUL 2002) with Alternate I (DEC 1991)
52.233-4	Applicable Law For Breach Of Contract Claim (OCT 2004)
52.237-2	Protection Of Government Buildings, Equipment And Vegetation (APR 1984)
52.237-3	Continuity Of Services (JAN 1991)
52.242-1	Notice of Intent to Disallow Costs (APR 1984)
52.242-3	Penalties for Unallowable Costs (MAY 2001)
52.242-4	Certification of Final Indirect Costs (JAN 1997)
52.242-13	Bankruptcy (JUL 1995)
52.242-15	Stop-Work Order (AUG 1989) with Alternate I (APR 1984)
52.243-2	Changes – Cost-Reimbursement (AUG 1987) with Alternate V (APR 1984)
52.243-6	Change Order Accounting (APR 1984)
52.243-7	Notification of Changes (APR 1984)
52.244-2	Subcontracts (OCT 2010)
52.244-5	Competition in Subcontracting (DEC 1996)
52.244-6	Subcontracts For Commercial Items (DEC 2010) with Alternate I (Jun 2010)
52.245-1	Government Property (APR 2012) with Alternate II (APR 2012)
52.245-9	Use And Charges (APR 2012)
52.246-9	Inspection Of Research and Development (Short Form) (APR 1984)
52.246-23	Limitation Of Liability (FEB 1997)
52.246-25	Limitation Of Liability -Services (FEB 1997)
52.247-1	Commercial Bill Of Lading Notations (FEB 2006)
52.247-34	F.O.B. Destination (NOV 1991)
52.247-63	Preference For U. S. Flag Air Carriers (JUN 2003)
52.249-6	Termination (Cost Reimbursement) (MAY 2004)
52.249-14	Excusable Delays (APR 1984)
52.251-1	Government Supply Sources (APR 2012)
52.252-6	Authorized Deviations in Clauses (APR 1984) (fill in Defense Federal Acquisition Regulation Supplement (48 CFR Chapter 2))
52.253-1	Computer Generated Forms (JAN 1991)

b. DEPARTMENT OF DEFENSE FEDERAL ACQUISITION REGULATION (DFARS) CLAUSES

CLAUSE	TITLE
252.201-7000	Contracting Officer's Representative (DEC 1991)
252.203-7000	Requirements Relating to Compensation of Former DOD Officials (SEP 2011)
252.203-7001	Prohibition On Persons Convicted Of Fraud Or Other Defense Contract Related Felonies (DEC 2008)
252.203-7002	Requirement To Inform Employees Of Whistleblower Rights (SEP 2013)
252.203-7003	Agency Office of the Inspector General (DEC 2012)
252.203-7004	Display of Fraud Hotline Poster(s) (DEC 2012)
252.204-7000	Disclosure Of Information (AUG 2013)
252.204-7003	Control Of Government Personnel Work Product (APR 1992)
252.204-7004	Alternate A System for Award Management (FEB 2014)
252.204-7005	Oral Attestation Of Security Responsibilities (NOV 2001)
252.204-7006	Billing Instructions (OCT 2005)
252.204-7010	Requirement For Contractor To Notify DoD If The Contractor's Activities Are Subject To Reporting Under The U.S.-International Atomic Energy Agency Additional Protocol (JAN 2009)
252.205-7000	Provision Of Information To Cooperative Agreement Holders (DEC 1991)
252.209-7004	Subcontracting With Firms That Are Owned Or Controlled By The Government Of A Terrorist Country (DEC 2006)
252.209-7009	Organizational Conflict of Interest – Major Defense Acquisition Program (DEC 2012)
252.211-7003	Item Identification And Valuation (JUN 2013) (fill in <u>none</u> in (c)(1)(ii) and (c)(1)(iii))
252.211-7006	Passive Radio Frequency Identification (SEP 2011)
252.211-7007	Reporting of Government-Furnished Property (AUG 2012)
252.211-7008	Use of Government-Assigned Serial Numbers (SEP 2010)
252.215-7000	Pricing Adjustments (DEC 2012)
252.215-7002	Cost-Estimating System Requirements (DEC 2012)
252.217-7027	Contract Definitization (DEC 2012)
252.222-7006	Restrictions on the Use of Mandatory Arbitration Agreements (DEC 2010)
252.223-7001	Hazard Warning Labels (DEC 1991)
252.223-7004	Drug-Free Work Force (SEP 1988)
252.223-7006	Prohibition On Storage And Disposal Of Toxic And Hazardous Materials (APR 2012)
252.225-7001	Buy American Act And Balance Of Payments Program (DEC 2012)
252.225-7002	Qualifying Country Sources As Subcontractors (DEC 2012)
252.225-7004	Report Of Intended Performance Outside The United States And Canada-Submission After Award (OCT 2010)
252.225-7006	Quarterly Reporting Of Actual Contract Performance Outside The United States (OCT 2010)
252.225-7008	Restriction on Acquisition of Specialty Metals (MAR 2013)
252.225-7009	Restriction on Acquisition of Certain Articles Containing Specialty Metals (MAR 2013)
252.225-7012	Preference For Certain Domestic Commodities (FEB 2013)
252.225-7013	Duty Free Entry (OCT 2013)
252.225-7016	Restriction On Acquisition of Ball And Roller Bearings (JUN 2011)
252.225-7017	Photovoltaic Devices (JAN 2014)
252.225-7025	Restriction On Acquisition Of Forgings (DEC 2009)
252.225-7030	Restriction On Acquisition Of Carbon, Alloy, And Armor Steel Plate (APR 2003)

- 252.225-7048 Export-Controlled Items (JUN 2013)
- 252.226-7001 Utilization of Indian Organizations, Indian-Owned Economic Enterprises, and Native Hawaiian Small Business Concerns (SEP 2004)
- 252.227-7013 Rights in Technical Data - Noncommercial Items (MAY 2013) with Alternate I (MAR 2011)
- 252.227-7014 Rights in Noncommercial Computer Software and Noncommercial Computer Software Documentation (MAY 2013) Alternate I (JUN 1995)
- 252.227-7015 Technical Data—Commercial Items (JUN 2013)
- 252.227-7016 Rights in Bid or Proposal Information (JAN 2011)
- 252.227-7019 Validation of Asserted Restrictions – Computer Software (SEP 2011)
- 252-227-7025 Limitations on the Use or Disclosure of Government-Furnished Information Marked with Restrictive Legends (MAY 2013)
- 252-227-7026 Deferred Delivery of Technical Data or Computer Software (APR 1988)
- 252.227-7027 Deferred Ordering of Technical Data or Computer Software (APR 1988)
- 252.227-7030 Technical Data – Withholding of Payment (MAR 2000)
- 252.227-7037 Validation of Restrictive Markings on Technical Data (JUN 2013)
- 252.227-7039 Patents—Reporting of Subject Inventions (APR 1990)
- 252.231-7000 Supplemental Cost Principles (DEC 1991)
- 252.232-7010 Levies On Contract Payments (DEC 2006)
- 252.235-7010 Acknowledgement of Support and Disclaimer (MAY 1995)
- 252.235-7011 Final Scientific or Technical Report (NOV 2004)
- 252.237-7023 Continuation of Mission Essential Functions (OCT 2010)
- 252.237-7024 Notice of Continuation of Essential Contractor Services (OCT 2010)
- 252.242-7006 Accounting System Administration (FEB 2012)
- 252.243-7002 Requests For Equitable Adjustment (DEC 2012)
- 252.244-7000 Subcontracts For Commercial Items (JUN 2013)
- 252.244-7001 Contractor Purchasing System Administration (JUN 2012)
- 252.245-7001 Tagging, Labeling, and Marking of Government-Furnished Property (APR 2012)
- 252.245-7002 Reporting Loss of Government Property (APR 2012)
- 252.245-7003 Contractor Property Management System Administration (APR 2012)
- 252.245-7004 Reporting, Reutilization, and Disposal (MAR 2015)
- 252.246-7000 Material Inspection and Receiving Report (MAR 2008)
- 252.246-7001 Warranty Of Data (DEC 1991)
- 252.246-7003 Notification Of Potential Safety Issues (JUN 2013)
- 252.251-7000 Ordering From Government Supply Sources (AUG 2012)

c. FAR CLAUSES INCORPORATED BY FULL TEXT

52.219-28 POST-AWARD SMALL BUSINESS PROGRAM REREPRESENTATION (APR 2012)

(a) Definitions. As used in this clause—

Long-term contract means a contract of more than five years in duration, including options. However, the term does not include contracts that exceed five years in duration because the period of performance has been extended for a cumulative period not to exceed six months under the clause at 52.217-8, Option to Extend Services, or other appropriate authority.

Small business concern means a concern, including its affiliates, that is independently owned and operated, not dominant in the field of operation in which it is bidding on Government contracts, and

qualified as a small business under the criteria in 13 CFR Part 121 and the size standard in paragraph (c) of this clause.

(b) If the Contractor represented that it was a small business concern prior to award of this contract, the Contractor shall rerepresent its size status according to paragraph (e) of this clause or, if applicable, paragraph (g) of this clause, upon the occurrence of any of the following:

(1) Within 30 days after execution of a novation agreement or within 30 days after modification of the contract to include this clause, if the novation agreement was executed prior to inclusion of this clause in the contract.

(2) Within 30 days after a merger or acquisition that does not require a novation or within 30 days after modification of the contract to include this clause, if the merger or acquisition occurred prior to inclusion of this clause in the contract.

(3) For long-term contracts—

(i) Within 60 to 120 days prior to the end of the fifth year of the contract; and

(ii) Within 60 to 120 days prior to the exercise date specified in the contract for any option thereafter.

(c) The Contractor shall rerepresent its size status in accordance with the size standard in effect at the time of this rerepresentation that corresponds to the North American Industry Classification System (NAICS) code assigned to this contract. The small business size standard corresponding to this NAICS code can be found at <http://www.sba.gov/content/table-small-business-size-standards>.

(d) The small business size standard for a Contractor providing a product which it does not manufacture itself, for a contract other than a construction or service contract, is 500 employees.

(e) Except as provided in paragraph (g) of this clause, the Contractor shall make the rerepresentation required by paragraph (b) of this clause by validating or updating all its representations in the Online Representations and Certifications Application and its data in the Central Contractor Registration, as necessary, to ensure they reflect current status. The Contractor shall notify the contracting office by e-mail, or otherwise in writing, that the data have been validated or updated, and provide the date of the validation or update.

(f) If the Contractor represented that it was other than a small business concern prior to award of this contract, the Contractor may, but is not required to, take the actions required by paragraphs (e) or (g) of this clause.

(g) If the Contractor does not have representations and certifications in ORCA, or does not have a representation in ORCA for the NAICS code applicable to this contract, the Contractor is required to complete the following rerepresentation and submit it to the contracting office, along with the contract number and the date on which the rerepresentation was completed:

The Contractor represents that it ___ is, ___ is not a small business concern under NAICS Code 541712 assigned to contract number N00173-14-C-2027.

Signature: _____

Authorized Name and Title: _____

[Contractor to sign and date and insert authorized signer's name and title].

(End of Clause)

52.223-11 OZONE-DEPLETING SUBSTANCES (MAY 2001)

(a) Definitions. "Ozone-depleting substance", as used in this clause, means any substance the Environmental Protection Agency designates in 40 CFR Part 82 as –

Class I, including, but not limited to, chlorofluorocarbons, halons, carbon tetrachloride, and methyl chloroform; or

Class II, including, but not limited to, hydrochlorofluorocarbons.

(b) The Contractor shall label products which contain or are manufactured with ozone-depleting substances in the manner and to the extent required by 42 U.S.C. 7671j (b), (c), and (d) and 40 CFR Part 82, Subpart E, as follows:

WARNING

Contains (or manufactured with, if applicable) ___*___ a substance(s) which harm(s) public health and environment by destroying ozone in the upper atmosphere.

*The Contractor shall insert the name of the substance(s).

(End of Clause)