

Effective Date: May 1, 2017

Battelle B712 – Commercial Under Government Contract

Commercial Items/Services Under U.S. Government Contracts

These supplementary provisions for Fixed-Price and Fixed-Price with Economic Price Adjustments orders shall be applicable to the furnishing of the goods or services identified on the face (or attached to) the attached Purchase Order. None of the provisions shall be construed in a manner that would adversely affect the interests of the United States Government, and in no event shall the provisions of this Purchase Order give the Subcontractor the ability to directly pursue a claim or course of action against the United States Government.

1. **Definitions.** As used throughout this supplement, the term “Buyer” shall mean Battelle Memorial Institute and “Seller” shall mean the supplier whose name appears on the attached Purchase Order. The term “Purchase Order” shall mean the attached Purchase Order as well as this Supplement.
2. **Independent Contractor.** It is agreed that in the conduct of the work under this Purchase Order, the Seller is acting in the capacity of an independent contractor and not as an agent or employee of the Buyer.
3. **Private Use of Contract Information and Data.** **Except** as specifically authorized, information and data developed or acquired by, or furnished to, Seller in the performance of this Purchase Order shall be used only in connection with work under this Purchase Order.
4. **Conflict of Interest.** In addition to any specific Conflict of Interest obligation made part of this Purchase Order and/or may be pursuant to the provisions of FAR 9.5, Seller warrants it is, and shall remain free of any obligation or restriction which would interfere or be inconsistent with or present a conflict of interest concerning the work to be furnished by Seller under this Purchase Order.
5. **Patent Indemnity.** Seller warrants the work performed or delivered under this Purchase Order will not infringe or otherwise violate the intellectual property rights of any third party in the United States or any foreign country. Seller agrees to defend, indemnify and hold harmless Battelle and Battelle’s Client from and against any such claims.
6. **Federal Acquisition Regulation (FAR)/Defense Federal Acquisition Regulation Supplement (DFARS).** As required per Federal Acquisition Regulations (FAR) clauses 52.244-6, Subcontracts for Commercial Items (Jan 2017) and 52.212-5, Contract Terms and Conditions Required to Implement Statutes or Executive Orders-Commercial Items (Jan 2017), and Defense Federal Acquisition Regulations Supplement (DFARS) Part 212.3 and supplemental clause 252.244-7000, Subcontracts for Commercial Items and Commercial Components (DoD Contracts) (Jun 2013), the following clauses are hereby incorporated by reference and apply to the Seller and any lower-tiered supplier to the extent indicated. In addition, all clauses required by the US Government by statute, regulation or otherwise to be flowed down are hereby incorporated into this Purchase Order by this reference, whether or not they are explicitly referenced in this Article.

Federal Acquisition Regulation (FAR)

All Purchases for Commercial Items:

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| 52.203-15 | (Jun 2010) | Whistleblower Protections Under the American Recovery and Reinvestment Act of 2009 |
| 52.222-26 | (Sept 2016) | Equal Opportunity |
| 52.222-41 | (May 2014) | Service Contract Act of 1965, as Amended |
| 52.222-50 | (Mar 2015) | Combating Trafficking in Persons |
| 52.222-51 | (May 2014) | Exemption from Application of the Service Contract Act to Contracts for Maintenance, Calibration, or Repair of Certain Equipment—Requirements |
| 52.222-53 | (May 2014) | Exemption from Application of the Service Contract Act to Contracts for Certain Services—Requirements |
| 52.222-55 | (Dec 2014) | Minimum Wages Under Executive Order 13658 |
| 52.222-56 | (Mar 2015) | Certification Regarding Trafficking in Persons Compliance Plan |
| 52.224-3 | (Jan 2017) | Privacy Training |
| 52.225-26 | (Oct 2016) | Contractors Performing Private Security Functions Outside the United States |
| 52.232-40 | (Dec 2013) | Providing Accelerated Payments to Small Business Subcontractors |
| 52.247-64 | (Oct 2016) | Preference for Privately Owned U.S.-Flagged Commercial Vessels |

Additional Clauses to All Orders Over \$3,000

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| 52.222-54 | (Oct 2015) | Employment Eligibility Verification |
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Additional Clauses to All Orders Over \$10,000

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| 52.222-40 | (Dec 2010) | Notification of Employee Rights Under the National Labor Relations Act |
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Additional Clauses to All Orders Over \$15,000

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| 52.222-36 | (Jul 2014) | Affirmative Action for Workers with Disabilities |
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Additional Clauses to All Orders Over \$25,000

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| 52.226-6 | (May 2014) | Promoting Excess Food Donation to Nonprofit Organizations |
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Additional Clauses to All Orders Over \$35,000

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| 52.209-6 | (Oct 2015) | Protecting the Government's Interest When Subcontracting with Contractors Debarred, Suspended, or Proposed for Debarment |
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Additional Clauses to All Orders Over \$100,000

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| 52.222-35 | (Oct 2015) | Equal Opportunity Veterans |
| 52.222-37 | (Feb 2016) | Employment Reports on Veterans |

Additional Clauses to All Orders Over \$150,000

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| 52.203-6 | (Sep 2006) | Restrictions on Subcontractor Sales to the Government |
| 52.203-12 | (Oct 2010) | Limitation on Payments to Influence Certain Federal Transactions |
| 52.219-8 | (Nov 2016) | Utilization of Small Business Concerns |
| 52.222-17 | (May 2014) | Nondisplacement of Qualified Workers |

Additional Clauses to All Orders Over \$700,000

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| 52.219-9 | (Jan 2017) | Small Business Subcontracting Plan |
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Additional Clauses to All Orders Over \$5,000,000

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| 52.203-13 | (Oct 2015) | Contractor Code of Business Ethics and Conduct |
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Department of Defense FAR Supplement (DFARS)

All Purchases for Commercial Items:

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| 252.204-7009 | (Oct 2016) | Limitations on the Use or Disclosure of Third-Party Contractor Reported Cyber Incident Information. |
| 252.204-7012 | (Oct 2016) | Safeguarding of Unclassified Controlled Technical Information (Nov 2013) |
| 252.204-7014 | (May 2016) | Limitations on the Use or Disclosure of Information by Litigation Support Solicitation Offerors |
| 252.204-7015 | (May 2016) | Disclosure of Information to Litigation Support Contractors |
| 252.211-7003 | (Mar 2012) | Item Identification and Valuation |
| 252.223-7008 | (Jun 2013) | Prohibition of Hexavalent Chromium |
| 252.225-7009 | (Oct 2014) | Restriction on Acquisition of Certain Articles Containing Specialty Metals, as applicable |
| 252.225-7010 | (Jul 2009) | Commercial Derivative Military Article-Specialty Metals Compliance Certificate |
| 252.225-7028 | (Apr 2003) | Exclusionary Policies and Practices of Foreign Governments |
| 252.225-7040 | (Oct 2015) | Contractor Personnel Authorized to Accompany U.S. Armed Forces Deployed Outside the United States |
| 252.225-7043 | (Jun 2015) | Antiterrorism/Force Protection Policy for Defense Contractor Outside the United States |
| 252.227-7013 | (Feb 2014) | Rights in Technical Data – Noncommercial Items |
| 252.227-7015 | (Feb 2014) | Technical Data, Commercial Items |
| 252.227-7037 | (Sep 2016) | Validation of Restrictive Markings on Technical Data |
| 252.236-7013 | (Jun 2013) | Requirement for Competition Opportunity for American Steel Producers, Fabricators, and Manufacturers |
| 252.237-7010 | (Jun 2013) | Prohibition on Interrogation of Detainees by Contractor Personnel |
| 252.237-7019 | (Jun 2013) | Training for Contractor Personnel Interacting with Detainees |
| 252.239-7018 | (Nov 2013) | Supply Chain Risk |
| 252.244-7000 | (Jun 2013) | Subcontracts for Commercial Items |
| 252.246-7003 | (Jun 2013) | Notification of Potential Safety Issues |
| 252.246-7007 | (Aug 2016) | Contractor Counterfeit Electronic Part Detection and Avoidance System |
| 252.246-7008 | (Oct 2016) | Sources of Electronic Parts |
| 252.247-7024 | (Mar 2000) | Notification of Transportation of Supplies by Sea |

Additional Clauses to All Orders at or Below \$150,000

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| 252.247-7023 | (Apr 2014) | Transportation of Supplies by Sea (Substance of this clause, including paragraphs (a) through (e) and paragraph (h)) |
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Additional Clauses to All Orders Over \$150,000

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| 252.247-7023 | (Jun 2013) | Transportation of Supplies by Sea (Substance of this clause, including paragraph (h)) |
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Additional Clauses to All Orders Over \$500,000

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| 252.226-7001 | (Sep 2004) | Utilization of Indian Organizations, Indian-Owned Economic Enterprises and Native Hawaiian Small Business Concerns |
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52.222-41 will only apply to purchase orders subject to the Service Contract Act of 1965. Seller shall include the requirements above in any lower-tiered purchase order issued by the Seller.

1. **Assignment.** This Purchase Order may not be assigned, in whole or in part, nor may any assignment of any money, due or to become due, be made by Seller, without, in each case, the prior written consent of Buyer.
2. **Disputes.** All disputes under this Purchase Order which are not resolved by mutual agreement may be decided by recourse to an action at law or in equity. Until final resolution of any dispute hereunder, Seller shall diligently proceed with the performance of this Purchase Order as directed by Buyer. Any such dispute must be raised within one (1) year of its accrual.