

## Amendments to GER Terms & Conditions

**Industrial Property Rights:** In addition to the Government's rights in data and inventions SELLER agrees that GE Research, in the performance of its Prime contract obligation, shall have an unlimited, irrevocable, paid-up, royalty-free right to make, have made, sell, offer for sale, use, execute, reproduce, display, perform, distribute (internally or externally) copies of, and prepare derivative, and authorize others to do any, some or all of the foregoing, any and all, inventions, discoveries, improvements, mask works and patents as well as any and all data, copyrights, reports, and works of authorship, conceived, developed, generated or delivered in performance of this Contract. SELLER certifies the originality of all deliverable items and states that no portion is protected by any copyright or similar right vested in any third party.

## Supplier/Subcontractor Commercial Items Flow Downs of USG Requirements for DFAR, FAR Part 12 & FAR Part 15 Contracts, and Financial Assistance Grants & Cooperative Agreements

### U.S. GOVERNMENT REQUIREMENTS

Materials or items provided by Seller may contribute to or be incorporated into Purchaser's end items provided to the U.S. Government. As a result, the following terms and conditions are incorporated in this purchase order. The Seller shall include in each lower-tier subcontract the appropriate flow-down clauses as required by FAR, DFARS and NASA FAR Supplement. **Only those terms and conditions that are applicable based on the circumstances of this transaction shall be considered incorporated into this purchase order.**

**Suspension/Debarment.** Seller shall provide immediate notice to Purchaser in the event of being suspended, debarred or declared ineligible by any federal agency, or upon receipt of a notice of proposed debarment during the performance of this order.

**Anti-Kickback.** By acceptance of this purchase order, Seller certifies that it has not paid any kickbacks and is in compliance with the Anti-Kickback Act of 1986, 41 U.S.C. 51-58, and further, Seller agrees to indemnify Purchaser for any costs, liabilities or administrative offsets incurred by Purchaser as a result of violations or alleged violations of FAR [52.203-7](#), "Anti-Kickback Procedures", by Seller, its employees, its subcontractors or their employees.

**Procurement Integrity.** Seller agrees to comply with the requirements of section 27 of the "Office of Federal Procurement Policy Act" (41 U.S.C. 423), as amended by section 814 of Public Law 101-189, and with the implementing regulations contained in [FAR 3.104](#), and agrees to indemnify Purchaser for any costs and liabilities incurred by Purchaser as a result of violations of the act or regulations by Seller, its employees, its agents, its consultants, or subcontractors, or their employees.

**Business Ethics and Conduct.** Seller is put on notice that FAR [52.203-13](#) incorporated in this contract requires Seller to have a code of business ethics and conduct, if the contract meets the criteria for applicability. If Seller is unable to establish such a code or requires assistance in doing so, Seller shall contact Purchaser for assistance. It is the responsibility of Seller to ensure that this clause is properly flowed down in subcontracts that meet the clause criteria.

**Small Business Concern Size Status.** Seller shall notify Purchaser in writing if Seller is qualified as a small business concern, small disadvantaged business concern, or women-owned small business concern as defined in [48 CFR 52.219-8](#).

**Government Contract Clauses.** The following clauses in effect on the date of the order are hereby incorporated by reference, to the extent they apply to Purchaser's contract with the Government. However, in the event of a conflict between the clauses listed below and the Purchaser's Prime Contract, the Purchaser's Prime Contract shall prevail. Where applicable, the terms "government", "Contracting Officer", and similar terms shall mean Purchaser, and the term "Contractor" and similar terms shall mean Seller. The full text of a clause may be accessed electronically at [ecfr.federalregister.gov](http://ecfr.federalregister.gov) or [www.acquisition.gov](http://www.acquisition.gov).

Federal Acquisition Regulation (FAR) clauses required in accordance with [52.244-6](#) & [52.212-5\(e\)](#):

<a href="#">52.203-13</a>	Contractor Code of Business Ethics and Conduct.
<a href="#">52.203-15</a>	Whistleblower Protections Under the American Recovery and Reinvestment Act of 2009 (Section 1553 of Pub. L. 111-5).
<a href="#">52.203-19</a>	Prohibition on Requiring Certain Internal Confidentiality Agreements or Statements.
<a href="#">52.204-10</a>	Reporting Executive Compensation and First-Tier Subcontract Awards.
<a href="#">52.204-21</a>	Basic Safeguarding of Covered Contractor Information Systems.
<a href="#">52.204-23</a>	Prohibition on Contracting for Hardware, Software, and Services Developed or Provided by Kaspersky Lab and Other Covered Entities.
<a href="#">52.204-24</a>	Representation Regarding Certain Telecommunications and Video Surveillance Services or Equipment.
<a href="#">52.204-25</a>	Prohibition on Contracting for Certain Telecommunications and Video Surveillance Services or Equipment as prescribed – <ul style="list-style-type: none"> <li>• In solicitations issued on or after August 13, 2019, and resultant contracts; and</li> <li>• In solicitations issued before August 13, 2019, provided award of the resulting contract(s) occurs on or after August 13, 2019.</li> </ul>
<a href="#">52.204-26</a>	Covered Telecommunications Equipment or Services-Representation.
<a href="#">52.212-4</a>	Contract Terms and Conditions Commercial Items <a href="#">52.219-8</a> Utilization of Small Business Concerns (15 U.S.C. 637(d)(2) and (3)).
<a href="#">52.219-8</a>	Utilization of Small Business Concerns (15 U.S.C. 637(d)(2) and (3)).
<a href="#">52.222-21</a>	Prohibition of Segregated Facilities.
<a href="#">52.222-26</a>	Equal Opportunity (E.O. 11246).
<a href="#">52.222-35</a>	Equal Opportunity for Veterans (38 U.S.C. 4212).
<a href="#">52.222-36</a>	Equal Opportunity for Workers with Disabilities (29 U.S.C. 793).
<a href="#">52.222-37</a>	Employment Reports on Veterans.
<a href="#">52.222-40</a>	Notification of Employee Rights Under the National Labor Relations Act.
<a href="#">52.222-50</a>	Combating Trafficking in Persons.
<a href="#">52.222-54</a>	Employment Eligibility Verification.
<a href="#">52.222-55</a>	Minimum Wages Under Executive Order 13658. (Applies when <a href="#">52.222-41</a> is applicable; Seller shall indemnify Purchaser in the event Purchaser is held liable under paragraph (j)).
<a href="#">52.222-56</a>	Certification Regarding Trafficking in Persons Compliance Plan.
<a href="#">52.222-62</a>	Paid Sick Leave Under Executive Order 13706 (E.O. 13706).
<a href="#">52.225-26</a>	Contractors Performing Private Security Functions Outside the United States (Section 862, as amended, of the National Defense Authorization Act for Fiscal Year 2008; 10 U.S.C. 2302 Note).
<a href="#">52.232-40</a>	Providing Accelerated Payments to Small Business Subcontractors.
<a href="#">52.244-6</a>	Subcontracts for Commercial Items.
<a href="#">52.247-64</a>	Preference for Privately Owned U.S.-Flag Commercial Vessels (46 U.S.C. Appx 1241(b) and 10 U.S.C. 2631).

DoD FAR Supplement (DFARS) clauses required in accordance with [252.244-7000](#). The full text of a clause may be accessed electronically at [www.eCFR.gov](http://www.eCFR.gov).

<a href="#">252.203-7002</a>	Requirement to Inform Employees of Whistleblower Rights.
<a href="#">252.203-7003</a>	Agency Office of the Inspector General (As referenced in FAR <a href="#">52.203-13</a> ).
<a href="#">252.204-7012</a>	Safeguarding covered defense information and cyber incident reporting.
<a href="#">252.204-7015</a>	Notice of Authorized Disclosure of Information by Litigation Support.
<a href="#">252.211-7003</a>	Item unique identification and valuation (Applies when the Order involves Goods for which unique item identification is required in accordance with paragraph (c)(1)).
<a href="#">252.223-7008</a>	Prohibition of Hexavalent Chromium.
<a href="#">252.225-7007</a>	Prohibition on Acquisition of Certain Items from Communist Chinese Military Companies.
<a href="#">252.225-7009</a>	Restriction on Acquisition of Certain Articles Containing Specialty Metals (10 U.S.C. 2533b).
<a href="#">252.226-7001</a>	Utilization of Indian Organizations, Indian-Owned Economic Enterprises and Native Hawaiian Small Business Concerns (Applies if order exceeds \$500,000).

<a href="#">252.227-7013</a>	Rights in Technical Data – Noncommercial Items (Applies when technical data is specified to be delivered under the Order).
<a href="#">252.227-7015</a>	Technical Data–Commercial Items.
<a href="#">252.227-7037</a>	Validation of Restrictive Markings on Technical Data.
<a href="#">252.244-7000</a>	Subcontracts for Commercial Items.
<a href="#">252.246-7003</a>	Notification of Potential Safety Issues.
<a href="#">252.246-7007</a>	Contractor Counterfeit Electronic Part Detection and Avoidance System.
<a href="#">252.246-7008</a>	Sources of Electronic Parts.
<a href="#">252.247-7003</a>	Pass-Through of Motor Carrier Fuel Surcharge Adjustments to the Cost Bearer.
<a href="#">252.247-7023</a>	Transportation of Supplies by Sea (10 U.S.C. 2631).

NASA FAR Supplement (NFS) clauses required to be included in purchases of commercial items. The full text of a clause may be accessed electronically at [ecfr.federalregister.gov](http://ecfr.federalregister.gov) or [acquisition-uat.gsa.gov/nfs](http://acquisition-uat.gsa.gov/nfs).

[1852.246-74](#) Contractor Counterfeit Electronic Part Detection and Avoidance.

10 CFR Part 600 Appendix B to Subpart D – Contract Provisions or 2 CFR Part 200 and 2 CFR 910 as applicable Financial Assistance Grants and Cooperative Agreements Required by Office of Management and Budget (OMB Circulars). The full text of a clause may be accessed electronically at [www.ecfr.gov](http://www.ecfr.gov).

*Equal Employment Opportunity* – [E.O. 11246](#) (Mar 2007) as amended by [E.O. 11375](#) and as supplemented by regulations at [41 CFR Chapter 60](#) – Office of Federal Contract Compliance Programs, Equal Employment Opportunity, Department of Labor.

*Employment Opportunity*. Except as otherwise provided under [41 CFR Chapter 60](#), all contracts that meet the definition of “federally assisted construction contract” in [41 CFR Part 60-1.3](#) must include the [equal opportunity clause](#) provided under [41 CFR 60-1.4](#)(b), in accordance with Executive Order 11246, “Equal Employment Opportunity” (30 FR 12319, 12935, 3 CFR Part, 1964-1965 Comp., p. 339), as amended by Executive Order 11375, “Amending Executive Order 11246 Relating to Equal Employment Opportunity,” and implementing regulations at 41 CFR part 60, “Office of Federal Contract Compliance Programs, Equal Employment Opportunity, Department of Labor.”

*Clean Air Act (41 U.S.C. 7401 et seq.) and Federal Water Pollution control act (33 U.S.C. 1251 et seq.)* as amended (Applies if order exceeds \$100,000).

*Byrd Anti-Lobbying Amendment (31 U.S.C. 1352)* – certification required for all contractors who apply or bid for an award of \$100,000 or more.

## **NOTIFICATION TO VENDORS AND SUBCONTRACTORS**

As a federal contractor GE has obligations to notify its subcontractors of our policy with respect to Affirmative Action, the nondiscrimination and affirmative action compliance requirements of Executive Order 11246, as amended, the Rehabilitation Act of 1973, as amended, and the Vietnam Era Veterans’ Readjustment Assistance Act of 1974, as amended. To that end, we wanted to let you know that GE is committed to maintaining a work environment that is free from any and all forms of unlawful discrimination and harassment. It is therefore the company’s policy to prohibit discrimination and harassment against any applicant, employee, vendor, contractor or customer on the basis of race, color, sex, national or ethnic origin, age, disability, pregnancy, veteran status, genetic information, sexual orientation, gender identity or expression, citizenship status, or any other basis prohibited by law. It is also the company’s policy to prohibit any and all forms of retaliation against any individual who has complained of harassing or discriminatory conduct, or participated in a company or agency investigation into such complaints.

It is also GE's policy to take affirmative action to employ, advance in employment, and otherwise treat qualified minorities, women, protected veterans, and individuals with disabilities without regard to their race/ethnicity, sex, veteran status, or physical or mental disability. Under this policy GE also will provide reasonable accommodations to the known physical or mental limitations of an otherwise qualified employee or applicant for employment, unless the accommodation would impose undue hardship on the operation of the company's business or cause a direct threat to the health or safety of the individual or others.

Company policy prohibits employees and applicants from being subjected to harassment, intimidation, threats, coercion, or discrimination because they have engaged in or may engage in (1) filing a complaint; (2) assisting or participating in an investigation, compliance review, hearing, or any other activity related to the administration of any Federal, state or local law requiring equal opportunity; (3) opposing any act or practice made unlawful by any Federal, state or local law requiring equal opportunity; or (4) exercising any other right protected by Section 503 or Section 212 or their implementing regulations.

We also wanted to remind you of your obligations to abide by the requirements of [41 CFR Part 60-1](#), [41 CFR 60-300.5\(a\)](#) and [41 CFR 60-741.5\(a\)](#). These regulations prohibit discrimination against qualified individuals on the basis of race, gender, protected veteran status or disability, and require affirmative action by covered prime contractors and subcontractors to employ and advance in employment qualified minorities, women, protected veterans and individuals with disabilities.

Thank you for your efforts in compliance with these requirements.