



SPOC 510

ACE PRECISION MACHINING CORPORATION FEDERAL AND DEFENSE ACQUISITION REGULATION SUPPLEMENTAL TERMS AND CONDITIONS

In the event the Order is issued for material and/or work required by Buyer for the performance of a contract with a department or agency of the United States Government including, without limitation, the Department of Defense (DoD) or a subcontract of any tier under such United States Government (included any DoD) contract as noted on the face of this Order, the following supplemental terms and conditions shall be applicable. These Supplemental Terms and Conditions are in addition to and not in derogation of the Term or Condition of Purchase; however, in the event they are inconsistent, the Supplemental Term or Condition shall govern.

1. APPROVAL OF SUBCONTRACTS

Unless Buyer otherwise advises Seller in writing, all subcontracts for completed or substantially completed articles or work covered by the Order must have prior approval by the Buyer and also, if required by the United States Government, by the Government Contracting Officer.

2. SUBCONTRACT SURVEILLANCE

Subject to all applicable military security regulations, authorized representatives of Buyer and/or its customer (with the concurrence of Buyer), shall have access to the Subcontractor's facilities in order to review progress, discuss problems/failures and witness testing pertaining to the requirements of the Order. The Subcontractor shall provide adequate information on subcontract performance in response to reasonable request by Buyer and/or its customer.

3. DISPUTES

If a decision on a question of fact is issued by the Contracting Officer under the Prime Contract "Disputes" clause and the decision relates to this Order, said decision, if binding upon the Buyer under the Prime Contract, shall be binding upon Buyer and Seller with respect to this Order.

4. GOVERNMENT VISITS

The United States Government and/or its designated representatives(s) shall be permitted to visit Seller with respect to the Order only after arrangements have been made with the Buyer's Subcontract Administrator or Buyer.

5. OFFSET CREDITS FOR FOREIGN PROCUREMENTS

Buyer represents that its business base consists, in part, of international orders, and that it may, from time to time, enter into international offset agreements to secure such orders. To the extent that the goods ordered hereunder are components of Buyer's products/systems sold to a foreign nation or concern or are non-recurring activities, tooling, equipment, engineering, etc. associated with Buyer's products/systems sold to a foreign nation or concern, and in recognition that such sale results directly or indirectly in business opportunities, sales or revenue for the Seller, the Seller agrees to cooperate with Buyer in the fulfillment of any offsets program obligations that Buyer may be required to accept as a condition of such foreign sale.

6. INDEMNIFICATION FOR DEFECTIVE COST OR PRICING DATA

Seller agrees to indemnify and hold Buyer harmless from any amount Buyer may be obligated to reimburse the United States Government or other customer and from any other liability, loss or cost, including without limitation, attorneys' fees, incurred by Buyer by reason of Seller's or Seller's Subcontractors' failure to comply with any provision incorporated into the Order relating to providing Buyer or the United States Government cost or pricing data. Seller further agrees to indemnify Buyer for any loss or cost, including, without limitation, attorneys' fees, incurred by Buyer in attempting to justify Seller's or its Subcontractor's data. Notwithstanding the foregoing, Buyer shall have no obligation to justify the data submitted by Seller provided it gives Seller an opportunity to justify such data directly with Buyer's customer.

7. FAR/DFARS CLAUSES

The following Federal Acquisition Regulation ("FAR") clauses and Defense Federal Acquisition Regulation Supplement ("DFARS") clauses, as required by the Prime Contract, are incorporated herein by reference, with the same force and effect as if they were given in full text. Whenever necessary to make such clauses applicable, the term "Contractor" shall mean "Seller" and the term "Contract" shall mean Order, the term "Government" and equivalent shall include the words "Buyer/Supplier Manager" and the term "Contracting Officer" and equivalent shall include the words "Buyer/Supplier Manager". All terms and conditions are subject to FAR 52.202-1, Definitions.

The following FAR and DFAR clauses apply to this Order, except if monetary threshold of Order is not met:

- 52.203-5 Covenant Against Contingent Fees (May 2014)
- 52.203-6 Restrictions on Subcontractor Sales to the Government (Sep 2006)
- 52.203-7 Anti-Kickback Procedures (May 2014)
- 52.203-10 Price or Fee Adjustment for Illegal or Improper Activity (May 2014)
- 52.203-12 Limitation on Payments to Influence Certain Federal Transactions (Oct 2010)
- 52.203-13 Contractor Code of Business Ethics and Conduct (Oct 2015)
- 52.203-19 Prohibition on Requiring Certain Internal Confidentiality Agreements of Statements (Jan 2017)
- 52.204-9 Personal Identity Verification of Contractor Personnel (Jan 2011)
- 52.204-21 Basic Safeguarding of Covered Contractor Information systems (Jun 2016)
- 52.204-23 Prohibition on Contracting for Hardware, Software, and Services Developed or Provided by Kaspersky Lab and Other Covered Entities (Jul 2018)
- 52.209-6 Protecting the Governments Interest When Subcontracting with Contractors Debarred, Suspended, or Proposed for Debarment (Oct 2015)
- 52.111-5 Material Requirements (Aug 2000)
- 52.211-15 Defense Priority and Allocation Requirements (Apr 2008)
- 52.215-2 Audit and Records-Negotiation (Oct 2010)
- 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 Certified Cost or Pricing Data (Deviation 2018-00015) (May 2018)
- 52.215-13 Subcontractor Certified Cost or Pricing Data Modifications (DEVIATION 2018-00015) (May 2018)
- 52.215-14 Integrity of Unit Prices (Oct 2010)
- 52.215-15 Pension Adjustments and Asset Reversions (Oct 2010)
- 52.215-16 Facilities Capital Cost of Money (Jun 2003)
- 52.215-18 Reversion or Adjustment of Plans for Post-Retirement Benefits (PRB) Other Than Pensions (Jul 2005)
- 52.215-20 Requirements for Certified Cost or Pricing Data or Information other than Cost or Pricing Data (Oct 2010)

- 52.215-21 Requirements for Certified Cost or Pricing Data or Information other than Cost or Pricing Data- Modifications (Oct 2010)
- 52.215-23 Limitations on Pass-Through Charges (Oct 2009)
- 52.215-29 Notification of Ownership Changes (Oct 1997)
- 52.219-8 Utilization of Small Business Concerns (Nov 2016)
- 52.219-9 Small Business Subcontracting Plan (DEVIATION 2018-O0018)
- 52.222-1 Notice to the Government of Labor Disputes (Feb 1997)
- 52.222-17 Nondisplacement of Qualified Workers (May 2015)
- 52.222-19 Child labor- Cooperation with Authorities and remedies (Jan 2018)
- 52.222-20 Contracts for Materials, Supplies, Articles and Equipment Exceeding \$15,000.00 (May 2014)
- 52.222-21 Prohibition of Segregated Facilities (Apr 2015)
- 52.222-24 Pre-award On-Site Equal Opportunity Compliance Evaluation (Feb 1999)
- 52.222-25 Affirmative Action Compliance (Apr 1984)
- 52.222-26 Equal Opportunity (Sep 2016)
- 52.222-35 Equal Opportunity for Veterans (Oct 2015)
- 52.222-36 Affirmative Action for Workers with Disabilities (Jul 2014)
- 52.222-37 Employment Reports on Veterans (Feb 2016)
- 52.222-40 Notification of Employee Rights Under the National Labor Relations Act (Dec 2010)
- 52.222-50 Combating Trafficking in Persons (Mar 2015)
- 52.222-54 Employment Eligibility Verification (Oct 2015)
- 52.223-3 Hazardous Material Identification and Material Safety Data (Jan 1997)
- 52.223-7 Notice of Radioactive Materials (Jan 1997)
- 52.223-11 Ozone-Depleting Substances and High Global Warming Potential Hydrofluorocarbons (Jun 2016)
- 52.223-18 Encouraging Contractor policies to Ban Text Messaging While Driving (Aug 2011)
- 52.225-1 Buy American Act – Supplies (May 2014)
- 52.225-5 Trade Agreements (Feb 2016)
- 52.225-13 Restrictions on Certain Foreign Purchases (Jun 2008)
- 52.227-1 Authorization and Consent (Dec 2007)
- 52.227-2 Notice and Assistance Regarding Patent and Copyright Infringement (Dec 2007)
- 52.227-9 Refund of Royalties (Apr 1984)
- 52.230-1 Cost Accounting Standards Notices and Certification (DEVIATION 2018-O0015)(May 2018)
- 52.230-2 Cost Accounting Standards (DEVIATION 2018-O0015)(May 2018)
- 52.230-3 Disclosure and Consistency of Cost Accounting Practices (DEVIATION 2018-O0015)
- 52.230-4 Disclosure and Consistency of Cost Accounting Practices-Foreign Concerns (DEVIATION 2018-O0015)
- 52.230-6 Administration of Cost Accounting Standards (Jun 2010)
- 52.232-40 Providing Accelerated Payments to Small Business Subcontractors (DEC 2013)
- 52.242-3 Penalties for Unallowable Costs (May 2014)
- 52.242-13 Bankruptcy (Jul 1995)
- 52.242-15 Stop Work Order (Aug 1989) Alt 1 (Apr 1984)
- 52.242-17 Government Delay of Work (Apr 1984)
- 52.244-6 Subcontracts for Commercial Items (Oct 2018)
- 52.245-1 Government Property (Jan 2017)
- 52.245-9 Use and Charges (Apr 2012)
- 52.247-63 Preference for U.S.-Flag Air Carriers (Jun 2003)
- 52.248-1 Value Engineering (Oct 2010)
- 52.249-14 Excusable Delays (Apr 1984)

- 252.203-701 Prohibition on Persons Convicted of Fraud of Other Defense-Contract-Related Felonies (Dec 2008)
- 252.203-7002 Requirements to Inform Employees of Whistleblowers Rights (Sep 2013)
- 252.203-7004 Display of Hotline Posters (Oct 2016)

252.204-7000 Disclosure of Information (Oct 2016)
252.204-7012 Safeguarding of Unclassified Controlled Technical Information (Oct 2016)
252.204-7015 Disclosure of Information to Litigation Support Contractors (May 2016)
252.209-7004 Subcontracting with Firms That are Owned or Controlled by the Government of a Terrorist Country (Oct 2015)
252.211-7003 Item Unique Identification and Valuation (Mar 2016)
252.215-7000 Pricing Adjustments (Dec 2012)
252.219-7003 Small Business Subcontracting Plan (DoD Contracts)(Apr 2018)
252.219-7004 Small Business Subcontracting Plan (Test Program)(Apr 2018)
252.222-7006 Restriction on the Use of Mandatory Arbitration Agreements (Dec 2010)
252.223-7008 Prohibition of Hexavalent Chromium (Jun 2013)
252.225-7001 Buy American Act and balance of Payments Program (Dec 2017)
252.225-7002 Qualifying Country Sources as Subcontractors (Dec 2017)
252.225-7004 Report of Intended Performance Outside the United States and Canada-Submission after Award (Oct 2015)
252.225-7009 Restriction on Acquisition of Certain Articles Containing Specialty Metals (Oct 2014)
252.225-7012 Preference for Certain Domestic Commodities (Dec 2017)
252.225-7013 Duty Free Entry (May 2016)
252.225-7016 Restriction on Acquisition of Ball and Roller Bearings (Jun 2011)
252.225-7021 Trade Agreements (Dec 2017)
252.227-7030 Technical Data- Withholding of Payment (Mar 2000)
252.225-7033 Waiver of United Kingdom Levies (Apr 2003)
252.225-7043 Antiterrorism/Force Protection for Defense Contractors Outside of the United States (Jun 2015)
252.225-7048 Export Controlled Items (Jun 2013)
252.226-7001 Utilization of Indian Organizations and Indian Owned Economic Enterprises (Sep 2004)
252.227-7013 Rights in Technical Data- Noncommercial Items (Feb 2014)
252.227-7014 Rights in Noncommercial Computer Software and Noncommercial Computer Software Documentation (Feb 2014)
252.227-7015 Technical Data- Commercial Items
252.227-7016 Rights in bid or Proposal Information (Jan 2011)
252.227-7017 Identification and Assertion of Use, Release, or Disclosure Restrictions (Jan 2011)
252.227-7019 Validation of Asserted Restrictions- Computer Software (Sept 2016)
252.227-7025 Limitations on the Use or Disclosure of Government –Furnished Information Marked with Restrictive Legends (May 2013)
252.227-7027 Deferred Ordering of Technical Data or Computer Software (Apr 1988)
252.227-7028 Technical Data or Computer Software Previously delivered to the Government (Jun 1995)
252.227-7030 Technical Data- Withholding of Payment (Mar 2000)
252.227-7037 Validation of Restrictive Markings on Technical Data (Sept 2016)
252.227-7038 Patent Rights- Ownership by the Contractor (Large Business) (Jun 2012)
252.231-7000 Supplemental Cost Principles (Dec 1991)
252.235-7010 Acknowledgement of Support and Disclaimer (May 1995)
252.237-7010 Prohibition on Interrogation of Detainees by Contractor Personnel (Jun 2013)
252.239-7010 Cloud Computing Services (Oct 2016)
252.243-7001 Pricing of Contract Modifications (Dec 1991)
252.243-7002 Requests for Equitable Adjustment (Dec 2012)
252.244-7000 Subcontracts for Commercial Items and Commercial Components (Jun 2013)
252.245-7002 Reporting Loss of Government Property (Dec 2017)
252.245-7003 Contractor Property Management System Administration (Apr 2012)
252.246-7001 Warranty of Data (Mar 2014)
252.246-7003 Notification of Potential Safety Issues (Jun 2013)



252.246-7007 Contractor Counterfeit Electronic Part Detection and Avoidance System (Aug 2016)

252.247-7023 Transportation of Supplies by Sea (Apr 2014)