52.212-5 CONTRACT TERMS AND CONDITIONS REQUIRED TO IMPLEMENT STATUTES OR EXECUTIVE ORDERS – COMMERCIAL ITEMS (MAR 2015) (ALTERNATE II – MAR 2015)

(a) The Contractor shall comply with the following Federal Acquisition Regulation (FAR) clauses, which are incorporated in this contract by reference, to implement provisions of law or Executive orders applicable to acquisitions of commercial items:

(1) 52.209-10, Prohibition on Contracting with Inverted Domestic Corporations (Dec 2014).

(2) 52.233-3, Protest After Award (Aug 1996) (31 U.S.C. 3553).

(3) 52.233-4, Applicable Law for Breach of Contract Claim (Oct 2004) (Public Laws 108-77 and 108-78 (19 U.S.C. 3805 note)).

(b) The Contractor shall comply with the FAR clauses in this paragraph (b) that the Contracting Officer has indicated as being incorporated in this contract by reference to implement provisions of law or Executive orders applicable to acquisitions of commercial items:

Number	Title	Clause/Provision
52.203-13	CONTRACTOR CODE OF BUSINESS ETHICS AND CONDUCT (APR 2010)	Clause
52.203-6	RESTRICTIONS ON SUBCONTRACTOR SALES TO THE GOVERNMENT (SEP 2006) (ALTERNATE I - OCT 1995)	Clause
52.204-10	REPORTING EXECUTIVE COMPENSATION AND FIRST-TIER SUBCONTRACT AWARDS (JUL 2013)	Clause
52.204-15	SERVICE CONTRACT REPORTING REQUIREMENTS FOR INDEFINITE-DELIVERY CONTRACTS (JAN 2014)	Clause
52.209-6	PROTECTING THE GOVERNMENTS INTEREST WHEN SUBCONTRACTING WITH CONTRACTORS DEBARRED, SUSPENDED, OR PROPOSED FOR DEBARMENT (AUG 2013)	Clause
52.219-13	NOTICE OF SET-ASIDE OF ORDERS (NOV 2011)	Clause
52.219-14	LIMITATIONS ON SUBCONTRACTING (NOV 2011)	Clause
52.219-16	LIQUIDATED DAMAGES - SUBCONTRACTING PLAN (JAN 1999)	Clause
52.219-27	NOTICE OF SERVICE-DISABLED VETERAN-OWNED SMALL BUSINESS SET-ASIDE (NOV 2011)	Clause
52.219-28	POST-AWARD SMALL BUSINESS PROGRAM REREPRESENTATION (JUL 2013)	Clause
52.219-29	NOTICE OF SET-ASIDE FOR ECONOMICALLY DISADVANTAGED WOMEN-OWNED SMALL BUSINESS	Clause

	CONCERNS (JUL 2013)	
52.219-3	NOTICE OF TOTAL HUBZONE SET-ASIDE OR SOLE SOURCE AWARD (NOV 2011)	Clause
52.219-30	NOTICE OF SET-ASIDE FOR WOMEN-OWNED SMALL BUSINESS CONCERNS ELIGIBLE UNDER THE WOMEN-OWNED SMALL BUSINESS PROGRAM (JUL 2013)	Clause
52.219-6	NOTICE OF TOTAL SMALL BUSINESS SET-ASIDE (NOV 2011)	Clause
52.219-8	UTILIZATION OF SMALL BUSINESS CONCERNS (OCT 2014)	Clause
52.219-9	SMALL BUSINESS SUBCONTRACTING PLAN (OCT 2014) (ALTERNATE II -- OCT 2001)	Clause
52.222-19	CHILD LABOR--COOPERATION WITH AUTHORITIES AND REMEDIES (JAN 2014)	Clause
52.222-21	PROHIBITION OF SEGREGATED FACILITIES (FEB 1999)	Clause
52.222-26	EQUAL OPPORTUNITY (MAR 2007)	Clause
52.222-3	CONVICT LABOR (JUN 2003)	Clause
52.222-35	EQUAL OPPORTUNITY FOR VETERANS (JUL 2014)	Clause
52.222-36	EQUAL OPPORTUNITY FOR WORKERS WITH DISABILITIES (JUL 2014)	Clause
52.222-37	EMPLOYMENT REPORTS ON VETERANS (JUL 2014)	Clause
52.222-40	NOTIFICATION OF EMPLOYEE RIGHTS UNDER THE NATIONAL LABOR RELATIONS ACT (DEC 2010)	Clause
52.222-54	EMPLOYMENT ELIGIBILITY VERIFICATION (AUG 2013)	Clause
52.223-14	ACQUISITION OF EPEAT® - REGISTERED TELEVISIONS (JUN 2014)	Clause
52.223-18	ENCOURAGING CONTRACTOR POLICIES TO BAN TEXT MESSAGING WHILE DRIVING (AUG 2011)	Clause
52.225-13	RESTRICTIONS ON CERTAIN FOREIGN PURCHASES (JUN 2008)	Clause
52.225-5	TRADE AGREEMENTS (NOV 2013)	Clause
52.232-33	PAYMENT BY ELECTRONIC FUNDS TRANSFER -- SYSTEM FOR AWARD MANAGEMENT (JUL 2013)	Clause
52.239-1	PRIVACY OR SECURITY SAFEGUARDS (AUG 1996)	Clause

(c) The Contractor shall comply with the FAR clauses in this paragraph (c), applicable to commercial services, that the Contracting Officer has indicated as being incorporated in this contract by reference to implement provisions of law or Executive orders applicable to acquisitions of commercial items:

Number	Title	Clause/Provision
52.222-17	NONDISPLACEMENT OF QUALIFIED WORKERS (MAY 2014)	Clause
52.222-41	SERVICE CONTRACT LABOR STANDARDS (MAY 2014)	Clause
52.222-42	STATEMENT OF EQUIVALENT RATES FOR FEDERAL HIRES (MAY 2014)	Clause
52.222-43	FAIR LABOR STANDARDS ACT AND SERVICE CONTRACT LABOR STANDARDSâ??PRICE ADJUSTMENT (MULTIPLE YEAR AND OPTION CONTRACTS) (MAY 2014)	Clause
52.222-51	EXEMPTION FROM APPLICATION OF THE SERVICE CONTRACT LABOR STANDARDS TO CONTRACTS FOR MAINTENANCE, CALIBRATION, OR REPAIR OF CERTAIN EQUIPMENT - REQUIREMENTS (MAY 2014)	Clause
52.222-53	EXEMPTION FROM APPLICATION OF THE SERVICE CONTRACT LABOR STANDARDS TO CONTRACTS FOR CERTAIN SERVICES - REQUIREMENTS (MAY 2014)	Clause
52.222-55	MINIMUM WAGES UNDER EXECUTIVE ORDER 13658 (DEC 2014)	Clause

(d) *Comptroller General Examination of Record*. The Contractor shall comply with the provisions of this paragraph (d) if this contract was awarded using other than sealed bid, is in excess of the simplified acquisition threshold, and does not contain the clause at 52.215-2, Audit and Records--Negotiation.

(1) The Comptroller General of the United States, an appropriate Inspector General appointed under section 3 or 8G of the Inspector General Act of 1978 (5 U.S.C. App.), or an authorized representative of either of the foregoing officials shall have access to and right to--

(i) Examine any of the Contractor's or any subcontractors' records that pertain to, and involve transactions relating to, this contract; and

(ii) Interview any officer or employee regarding such transactions.

(2) The Contractor shall make available at its offices at all reasonable times the records, materials, and other evidence for examination, audit, or reproduction, until 3 years after final payment under this contract or for any shorter period specified in FAR Subpart 4.7, Contractor Records Retention, of the other clauses of this contract. If this contract is completely or partially terminated, the records relating to the work terminated shall be made available for 3 years after any resulting final termination settlement. Records relating to appeals under the disputes clause or to litigation or the settlement of claims arising under or relating to this contract shall be made available until such appeals, litigation, or claims are finally resolved.

(3) As used in this clause, records include books, documents, accounting procedures and practices, and other data, regardless of type and regardless of form. This does not require the

Contractor to create or maintain any record that the Contractor does not maintain in the ordinary course of business or pursuant to a provision of law.

(e) (1) Notwithstanding the requirements of the clauses in paragraphs (a), (b), and (c), of this clause, the Contractor is not required to flow down any FAR clause in a subcontract for commercial items, other than--

(i) *Paragraph (d) of this clause*. This paragraph flows down to all subcontracts, except the authority of the Inspector General under paragraph (d)(1)(ii) does not flow down; and

(ii) *Those clauses listed in this paragraph (e)(1).* Unless otherwise indicated below, the extent of the flow down shall be as required by the clause –

(A) 52.203-13, Contractor Code of Business Ethics and Conduct (Apr 2010) (41 U.S.C. 3509).

(B) 52.203-15, Whistleblower Protections Under the American Recovery and Reinvestment Act of 2009 (Jun 2010) (Section 1553 of Pub. L. 111-5).

(C) 52.219-8, Utilization of Small Business Concerns (Oct 2014) (15 U.S.C. 637(d)(2) and (3)), in all subcontracts that offer further subcontracting opportunities. If the subcontract (except subcontracts to small business concerns) exceeds $650,000 ($1.5 million for construction of any public facility), the subcontractor must include 52.219-8 in lower tier subcontracts that offer subcontracting opportunities.

(D) 52.222-26, Equal Opportunity (Mar 2007) (E.O. 11246).

(E) 52.222-35, Equal Opportunity for Veterans (Jul 2014) (38 U.S.C. 4212).

(F) 52.222–36, Equal Opportunity for Workers with Disabilities (Jul 2014) (29 U.S.C. 793).

(G) 52.222-40, Notification of Employee Rights Under the National Labor Relations Act (Dec 2010) (E.O. 13496). Flow down required in accordance with paragraph (f) of FAR clause 52.222–40.

(H) 52.222-41, Service Contract Labor Standards (May 2014) (41 U.S.C. chapter 67).

(I) X 52.222-50, (1) Combating Trafficking in Persons (Mar 2015) (22 U.S.C. chapter 78 and E.O. 13627).

See Task Order (2) Alternate I (Mar 2015) of 52.222-50 (22 U.S.C. chapter 78 and E.O. 13627).

(J) 52.222–51, Exemption from Application of the Service Contract Labor Standards to Contracts for Maintenance, Calibration, or Repair of Certain Equipment—Requirements (May 2014) (41 U.S.C. chapter 67).

(K) 52.222-53, Exemption from Application of the Service Contract Labor Standards to Contracts for Certain Services—Requirements (May 2014) (41 U.S.C. chapter 67).

(L) 52.222-54, Employment Eligibility Verification (Aug 2013).

(M) 52.226-6, Promoting Excess Food Donation to Nonprofit Organizations. (May 2014) (42 U.S.C. 1792). Flow down required in accordance with paragraph (e) of FAR clause 52.226-6.

(N) 52.247-64, Preference for Privately Owned U.S.-Flag Commercial Vessels

(Feb 2006) (46 U.S.C. Appx. 1241(b) and 10 U.S.C. 2631). Flow down required in accordance with paragraph (d) of FAR clause 52.247–64.

(O) 52.222-55, Minimum Wages Under Executive Order 13658 (Dec 2014) (Executive Order 13658).

(2) While not required, the contractor may include in its subcontracts for commercial items a minimal number of additional clauses necessary to satisfy its contractual obligations.

[Note to Offerors: If choosing not to accept orders funded in whole or in part by the American Recovery and Reinvestment Act (ARRA), this clause will be replaced with the base clause, meaning that Alternate II is not applicable.]