

SM&P CONTRACT BRIEF
PRIME CONTRACT SUMMARY
The Boeing Company
(HUNTINGTON BEACH)

Issue Date: FEBRUARY 1, 2007

Revised: August 20, 2008

Project Name: LOT 1 – DELTA IV PROGRAM

Prime Contract/Order Number: MDA-SS-97-949C (22% F04701-98-D-0002; 78% COMMERCIAL)

Customer: UNITED STATES GOVERNMENT
VARIOUS COMMERCIAL

Prime Contract Type: FIXED PRICE

DPAS Priority: D0-A2 FOR 22% OF WORK; NONE FOR 78%

Security Classification: N/A

Prime Contract Completion Date: TBD

Customer Approving Authority: UNITED STATES AIR FORCE
SPACE SYSTEMS COMMAND

Boeing Contract Administrator: J. HILL

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General:

Note:

By direction of ULA, Purchase Contracts issued on or after January 24, 2008 that incorporate Customer Contract Number MDA-SS-97-949C are controlled by the Prime Contract Summary for FA88811-08-C-0005, and are not controlled by the Prime Contract Summary for MDA-SS-97-949C. The Customer Contract Requirement for MDA-SS-97-C-949C has been revised to reflect this direction.

This IDS Contract Brief/Prime Contract Summary (CB)/(PCS) sets forth the required Special and General Provisions of the prime contract. Unless otherwise noted in the body of this CB/PCS, references herein to "Clause" or "Clauses" shall refer to the provisions set forth at <http://www.boeing.com/companyoffices/doingbiz/idscommon>. Buyers are required to review the optional use clauses and their corresponding procedures not referenced in this CB/PCS for possible inclusion in their purchase order. The buyers shall also be required to obtain from the responsible organizations the other flowdown requirements such as, but not necessarily limited to, patent rights, deliverable data, prime contract warranty requirements, technical, quality, schedule, configuration control, and logistics support.

1. Purchase Order Terms and Conditions

The general provisions of this contract consist of selected FAR provisions, Government agency clauses (DFARS/NFS/NRO/etc.) and special provisions. Use the appropriate GP series General Provisions and Clause H202 to incorporate the Customer Contract Requirements (CCR). Use Clause H203 on orders for commercial products or derivatives of commercial products. The GP series form and CCR meet prime contract requirements, except as otherwise noted below.

2. Advance Notification and/or Consent to Issue

- The prime contract incorporates FAR 52.244-2, Subcontracts (AUG 1998), WITHOUT Alternate I or Alternate II; therefore, there are no advance notification or consent requirements.

3. Patent and Data Rights

3.1. Patent Rights

The prime contract does not include FAR 52.227-12; there are no patent reporting requirements.

3.2. Data Rights

The data rights provisions in this prime contract are included in the general terms and conditions, in Customer Contract Requirements or are specified in this CB/PCS

4. Certifications

4.1. Price Reduction for Defective Cost or Pricing Data

There is no requirement under the prime contract to obtain cost or pricing data or to otherwise comply with the requirements of TINA.

4.2. Cost Accounting Standards

There is no requirement under the prime contract to comply with cost accounting standards.

4.3. Protecting the Government's Interest When Subcontracting With Contractors Debarred, Suspended, or Proposed for Debarment

This prime contract incorporates FAR 52.209-6, Protecting the Government's Interest When Subcontracting With Contractors Debarred, Suspended, or Proposed for Debarment. The clause prohibits the company from issuing purchase orders of \$25,000 or more to subcontractors who are debarred, suspended, or proposed for debarment without giving notice, as set forth in FAR 52.209-6, signed by a corporate officer or designee, to the Government Contracting Officer. Procurement agents shall comply with their local site requirements regarding the certification required by this FAR clause. Contact the Procurement/Subcontract Advisor for further guidance if a supplier fails or refuses to execute the designated certification. Refer to [SMPM 5.03.06](#) for further guidance.

4.4 Limitation on Payments to Influence Certain Federal Transactions

The prime contract contains FAR 52.203-12, Limitation on Payments to Influence Certain Federal Transactions. This provision requires that certification pursuant to FAR 52.203-11, Certification and Disclosure Regarding to Influence Certain Federal Transactions, be included in all RFQ's expected to exceed \$100,000 and that FAR 52.203-12 be included in all subcontracts over \$100,000. The prospective

subcontractor, by signing and returning its proposal to the RFQ, certifies that it is in compliance with FAR 52.203-11, Certification and Disclosure Regarding Payments to Influence Certain Federal Transactions. This Certification states that the prospective subcontractor has not engaged in any of the prohibited activities set forth in these clauses except for those disclosed on OMB Standard Form LLL, Disclosure of Lobbying Activities. The buyer shall include Clause A702 in all RFQ's expected to exceed \$100,000. The buyer must obtain from the seller a signed proposal in response to a RFQ that includes FAR 52.203-11 prior to the release of purchase contract, or (for certain sites) must obtain from the seller a signed certification. Refer to PRO-1626 and [SMPM 5.03.06](#) for further information and guidance, particularly with respect to specific site requirements (addressed in Exhibit 1 of SMPM 5.03.06).

5. Socio-Economic

5.1. Subcontracting Plan Certification

This prime contract incorporates [FAR 52.219-9, Small Business and Small Disadvantaged Business Subcontracting](#). Where the anticipated contract may exceed \$2,500,000 including firm options prices, the Buyer must obtain from Seller a small business subcontracting plan or certification that Seller is in full compliance with the requirements of FAR 52.219-9. Include Solicitation Clause A709 in the RFQ in order to obtain the requisite certification from Seller prior to issuance of any purchase orders. Refer to Procedure PRO-5676 and [SMPM 5.01.11](#) for further information and guidance.

5.2. Affirmative Action

The prime contract contains FAR 52.222-26, Equal Opportunity. Procurement agents shall comply with their local site requirements regarding the certification required by this FAR clause prior to issuing a purchase contract. Refer to POL-5 and [SMPM 5.03.06](#) for further guidance.

6. Foreign Procurements

6.1. Qualifying Country Sources as Subcontractors

The prime contract contains the DoD FAR Supplement 252.225-7002, which prohibits the company from precluding foreign companies located in qualifying countries from competing for subcontracts. Therefore, buyers shall not preclude foreign companies from qualifying countries from competing with U.S. firms for any subcontract issued under this prime contract. As used herein, the term "Qualifying Countries" means: Australia, Belgium, Canada, Denmark, Egypt, Federal Republic of Germany, France, Greece, Israel, Italy, Luxembourg, Netherlands, Norway, Portugal, Spain, Sweden, Switzerland, Turkey and the United Kingdom of Great Britain and Northern Ireland.

6.2 Foreign Sources and Foreign Nationals

The equipment/technical data generated under this prime contract is subject to the International Traffic in Arms (ITAR) regulation and may require an export license before assigning any foreign national to perform work hereunder or before granting access to foreign nationals to any equipment/technical data generated or delivered in performance of this prime contract.

The buyer shall obtain an export license before assigning any foreign national to perform work under this contract or before assigning any foreign national to perform work under a contract or before granting access to any work, equipment, or technical data generated or delivered in the performance of work under a subcontract. The buyer shall notify and obtain the Contracting Officer's written approval prior to assigning or granting access to any work, equipment, or technical data generated or delivered in the performance of work under a subcontract to foreign nationals or their representatives. This notification

shall include the name and country of origin of the foreign national or representative, the specific work, equipment, or data to which the foreign person will have access, and whether the foreign national is cleared to have access to technical data (DoD 5220.22-M, National Industrial Security Program Operating Manual (NISPOM)).

7. Commercial Items and Commercial Components

The prime contract includes FAR 52.244-6, Subcontracts for Commercial Items and Commercial Components. This provision deletes the flowdown requirement of all but a few FAR and DFARS clauses for subcontracts for commercial items or commercial components. If the buyer is going to procure commercial items, use Clause H203 in such orders. Refer to Procedure PRO-4605 and [SMPM 5.01.10](#) for further information and guidance.

8. Other Customer Contract Requirements

8.1. Ozone Reporting

The prime contract recommends that the Government be notified if any subcontractor reports that they are using Class I or Class II Ozone Depleting Substances (ODS). The Buyer shall notify the ACO if any supplier reports that they are using a Class I or Class II ODS. No consent is required with this notification. If further guidance is needed, contact the Procurement/Subcontract Advisor.

8.2. DPAS Ratings

The Government customer has issued no overall DPAS rating for the prime contract, intending to issue specific ratings for individual tasks. Authorizing documents issued to support a particular task will have the applicable DPAS rating (if any) shown on the authorization itself. The Procurement Agent shall manually add the applicable DPAS code to the resulting purchase order.