

**CUSTOMER CONTRACT REQUIREMENTS**  
**Subsonic Rotary Wing Technology Development**  
**CUSTOMER CONTRACT NNA06BC41C**

## CUSTOMER CONTRACT REQUIREMENTS

The following customer contract requirements apply to this contract to the extent indicated below. If this contract is for the procurement of commercial items under a Government prime contract, as defined in FAR Part 2.101, see Section 3 below.

**1. FAR Clauses.** The following contract clauses are incorporated by reference from the Federal Acquisition Regulation and apply to the extent indicated. In all of the following clauses, "Contractor" and "Offeror" mean Seller.

**52.203-6 Restrictions on Subcontractor Sales to the Government** (Jul 1995). This clause applies only if this contract exceeds \$100,000.

**52.203-7 Anti-Kickback Procedures (excluding subparagraph (c)(1))** (Jul 1995). Buyer may withhold sums owed Seller the amount of any kickback paid by Seller or its subcontractors at any tier if (a) the Contracting Officer so directs, or (b) the Contracting Officer has offset the amount of such kickback against money owed Buyer under the prime contract. This clause applies only if this contract exceeds \$100,000.

**52.203-8 Cancellation, Rescission, and Recovery of Funds for Illegal or Improper Activity** (Jan 1997). This clause applies to this contract if the Seller, its employees, officers, directors or agents participated personally and substantially in any part of the preparation of a proposal for this contract. The Seller shall indemnify Buyer for any and all losses suffered by the Buyer due to violations of the Act (as set forth in this clause) by Seller or its subcontractors at any tier.

**52.203-10 Price or Fee Adjustment for Illegal or Improper Activity** (Jan 1997). This clause applies only if this contract exceeds \$100,000. If the Government reduces Buyer's price or fee for violations of the Act by Seller or its subcontractors at any tier, Buyer may withhold from sums owed Seller the amount of the reduction.

**52.203-11 Certification and Disclosure Regarding Payments to Influence Certain Federal Transactions** (Apr 1991). This clause applies only if this contract exceeds \$100,000.

**52.203-12 Limitation on Payments to Influence Certain Federal Transactions** (Sep 2005). This clause applies only if this Contract exceeds \$100,000. Paragraph (c)(4) is modified to read as follows: "(c)(4) Seller will promptly submit any disclosure required (with written notice to Boeing) directly to the PCO for the prime contract. Boeing will identify the cognizant Government PCO at Seller's request. Each

subcontractor certification will be retained in the subcontract file of the awarding contractor.

**52.204-2 Security Requirements** (Aug 1996). Changes clause means the changes clause of this contract. This clause applies only if access to classified material is required.

**52.211-15 Defense Priority and Allocation Requirements** (Sep 1990). This clause is applicable if a priority rating is noted in this contract.

**52.215-15 Pension Adjustments and Asset Reversions** (Oct 2004). This Clause applies to this contract if it meets the requirements of FAR 15.408(g).

**52.215-18 Reversion or Adjustment of Plans for Postretirement Benefits Other Than Pensions (PRB)** (Jul 2005). This Clause applies to this contract if it meets the requirements of FAR 15.408(j).

**52.215-19 Notification of Ownership Changes** (Oct 1997). This Clause applies to this contract if it meets the requirements of FAR 15.408(k).

**52.219-8 Utilization of Small Business Concerns** (May 2004).

**52.219-9 Small Business Subcontracting Plan** (Jul 2005). In paragraph (c), "Contracting Officer" shall mean Buyer. This clause applies only if this contract exceeds \$550,000. and Seller is not a small business concern.

**52.222-1 Notice to Government of Labor Disputes** (Feb 1997). Contracting Officer shall mean Buyer.

**52.222-4 Contract Work Hours and Safety Standards Act - Overtime Compensation** (Jul 2005). Buyer may withhold or recover from Seller the amount of any sums the Contracting Officer withholds or recovers from Buyer because of liabilities of Seller or its subcontractors under this clause.

**52.222-21 Prohibition of Segregated Facilities** (Feb 1999).

**52.222-26 Equal Opportunity (subparagraph (b)(1) through (11))** (Apr 2002).

**52.222-35 Equal Opportunity for Special Disabled, Veterans of the Vietnam Era, and Other Eligible Veterans** (Dec 2001). This clause applies only if this contract exceeds \$25,000.

**52.222-36 Affirmative Action for Workers With Disabilities** (Jun 1998). This clause applies only if this contract exceeds \$ 10,000.

**52.222-37 Employment Reports on Special Disabled Veterans, Veterans of the Vietnam Era, and Other Eligible Veterans** (Dec 2001). This clause applies only if this contract exceeds \$25,000.

**52.222-39 Notification of Employee Rights Concerning Payment of Union Dues or Fees** (Dec 2004). This clause applies only if this contract exceeds \$100,000.

**52.227-1 Authorization and Consent** (JUL 1995) - **Alternate I** (APR 1984)

**52.227-2 Notice and Assistance Regarding Patent and Copyright Infringement** (Aug 1996). A copy of each notice sent to the Government will be sent to Buyer. "Contracting Officer" shall mean "Buyer". This clause applies only if this contract exceeds \$100,000.

**52.227-14 Rights in Data - General** (Jun 1987). This clause applies only if data will be produced, furnished or acquired under this contract.

**52.227-16 Additional Data Requirements** (Jun 1987). This clause applies only if this contract involves experimental, developmental, research, or demonstration work.

**52.242-15 Stop Work Order** (Aug 1989). Change "90 days" and "30 days" to "100 days" and "20 days" respectively. The terms "Contracting Officer" and "Government" shall mean Buyer.

**52.245-18 Special Test Equipment** (Feb 1993). Change "30 days" to "45 days" in paragraph (b) and (c). The notice of intent to procure special test equipment required by this clause shall be forwarded to the Buyer.

**2. NASA FAR Supplement Clauses.** NASA Contracts. The following contract clauses are incorporated by reference from the National Aeronautics and Space Administration Federal Acquisition Regulation Supplement and apply to the extent indicated. In all of the following clauses, \"Contractor\" means Seller.

**18-52.208-81 Restrictions on Printing and Duplicating** (Nov 2004).

**18-52.219-74 Use of Rural Area Small Businesses** (Sep 1990). This clause applies only if this contract offers subcontracting possibilities.

**18-52.219-75 Small Business Subcontracting Reporting** (May 1999). This clause applies if FAR 52.219-9 is included in this contract.

**18-52.219-76 NASA 8 Percent Goal** (Jul 1997). This clause applies only if Seller is not a small business.

**18-52.223-70 Safety and Health** (Apr 2002). This clause applies only if this contract exceeds \$1,000,000 or construction, repairs or alteration in excess of \$100,000, or it involve the use of hazardous materials or operations.

**18-52.223-74 Drug- and Alcohol-Free Workforce** (Mar 1996). This clause applies to Seller if work is performed by an employee in a sensitive position, except if this contract is for commercial items.

**18-52.227-70 New Technology** (May 2002). This clause only applies if this Contract is for experimental, developmental, or research work and Seller is other than a small business firm or nonprofit organization..

**18-52.227-72 Designation of New Technology Representative** (Jul 1997). The new technology representative (if any) will be designated in this contract. This is applicable to this contract if it includes a "New Technology" clause or a " Patents Rights - Retention by the Contract (Short Form)" clause.

**18-52.242-72 Observance of Legal Holidays** (Aug 1992). This clause applies only if this contract requires work on a Government installation.

**18-52.242-73 NASA Contractor Financial Management Reporting** (Nov 2004). This clause applies only if this contract is a cost-type, price redetermination or FPI contract. "Contracting Officer" shall mean Buyer's Authorized Procurement Representative.

**18-52.244-70 Geographic Participation in the Aerospace Program** (Apr 1985). This clause applies only if this contract is for \$100,000 or more.

**18-52.245-70 Acquisition of Centrally Reportable Equipment** (Jul 1997). [excluding paragraph (b)(3)]. "Contracting Officer" shall mean Buyer. If the equipment is to be acquired as Special Test Equipment (STE), Seller shall submit the applicable request 75 days in advance of the date Seller intends to acquire the equipment. No later than 30 September of each year, Seller will provide Buyer a list of all property acquired under this clause. The list will include at a minimum: (1) part number; (2) serial number; (3) modification number, if any; (4) nomenclature; (5) acquisition cost; (6) acquisition date; and (7) the date of the prior year's list.

**3. Commercial Items.** If goods or services being procured under this contract are commercial items and Clause H203 is set forth in the purchase order, the foregoing Government clauses in Sections 1 and 2 above are deleted and the following FAR/DFARS clauses are inserted in lieu thereof:

**52.219-8 Utilization of Small Business Concerns** (May 2004).

This clause applies only if the supplies are of a type described in paragraph (b)(2) of this clause. In paragraph (d), "45 days" is changed to "60 days." In paragraph (g) "Government" means Buyer. If this contract is at or below \$100,000, paragraphs (f) and (g) are excluded.

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**52.222-26 Equal Opportunity (subparagraph (b)(1) through (11))** (Apr 2002).

**52.222-35 Affirmative Action for Special Disabled and Vietnam Era Veterans** (Dec 2001). This clause applies only if this contract exceeds \$25,000.

**52.222-36 Affirmative Action for Handicapped Workers** (Jun 1998). This clause applies only if this contract exceeds \$10,000.

**52.222-39 Notification of Employee Rights Concerning Payment of Union Dues or Fees** (Dec 2004). This clause applies only if this contract exceeds \$100,000.

**4. Cost Accounting Standards.**

(1) (Applicable if this contract incorporates clause H001). The version of FAR 52.230-2, Cost Accounting Standards, incorporated by clause H001 is the version dated April 1998.  
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