

CUSTOMER CONTRACT REQUIREMENTS
57361-Carbon Black and Graphene Nonlinear Optical Material Development and Characterization
CUSTOMER CONTRACT W911NF-19-2-0031

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. Prime Contract Special Provisions The following prime contract special provisions apply to this purchase order

W911NF-19-2-0031 Prime Contract Flowdowns .

Prime Contract Articles

ARTICLE 1 Metric System of Measurement

The Metric Conversion Act of 1975 as amended by the Omnibus Trade and Competitiveness Act of 1988 and implemented by Executive Order 12770 gives preference to the metric system. The Seller shall ensure that the metric system is used to the maximum extent practicable in performance of this Agreement.

ARTICLE 2 System for Award Management (formerly Central Contractor Registration and Universal Identifier Requirements)

Seller must provide its DUNS number to Buyer.

ARTICLE 3 Prohibition on Using Funds Under Grants and Cooperative Agreements with Entities that Require Certain Internal Confidentiality Agreements

A. Seller may not require its employees, contractors, or subcontractors seeking to report fraud, waste, or abuse to sign or comply with internal confidentiality agreements or statements prohibiting or otherwise restricting them from lawfully reporting that waste, fraud, or abuse to a designated investigative or law enforcement representative of a Federal department or agency authorized to receive such information.

B. The Seller must notify its employees, contractors, or subcontractors that the prohibitions and restrictions of any internal confidentiality agreements inconsistent with paragraph (a) of this award provision are no longer in effect.

C. The prohibition in paragraph (a) of this award provision does not contravene requirements applicable to Standard Form 312, Form 4414, or any other form issued by a Federal department or agency governing the nondisclosure of classified information.

D. If Buyer or the Government determines that Seller is not in compliance with this award provision, it:

1. Will prohibit the Seller's use of funds under this award, in accordance with section 743 of Division E of the Consolidated and Further Continuing Resolution Appropriations Act, 2015, (Pub. L. 113-235) or any successor provision of law; and
2. May pursue other remedies available for the Seller's material failure to comply with award terms and conditions.

Standard Terms and Conditions Applicable to For-Profit Entities Department of Defense Grant and Agreement Regulations (DoDGARS) DoD 3210.6-R and 32 CFR Parts 21-37

32 CFR 34.1(b)(2)(ii) Sub-Awards

32 CFR parts 32 and 34 are applicable to this contract.

32 CFR 34.18 Fee and Profit

This contract does not provide for the payment of fee or profit to the Seller or subcontractors.

Appendix A to Part 34 – Contract Provisions

This contract and others awarded by Seller in support of this contract contain the following provisions as applicable:

1. Equal Employment Opportunity E.O. 11246 (3 CFR, 1964-1965 Comp., p. 339), "Equal Employment Opportunity," as amended by E.O. 11375 (3 CFR, 1966-1970 Comp., p. 684), "Amending Executive Order 11246 Relating to Equal Employment Opportunity," and as supplemented by regulations at 41 CFR chapter 60, "Office of Federal Contract Compliance Programs, Equal Employment Opportunity, Department of Labor
2. Copeland "Anti-Kickback" Act (18 U.S.C. 874 and 40 U.S.C. 276c)
3. Contract Work Hours and Safety Standards Act (40 U.S.C. 327-333)
4. Rights to Inventions Made Under a Contract, Grant, or Cooperative Agreement (37 CFR Part 401)
5. Clean Air Act (42 U.S.C. 7401 et seq.) and the Federal Water Pollution Control Act (33 U.S.C. 1251 et. seq.)
6. Byrd Anti-Lobbying Amendment (31 U.S.C. 1352)
7. Debarment and Suspension (E.O.s 12549 and 12689)

National Policy Requirements

By accepting this contract, Seller assures that it will comply with applicable provisions of the national policies on the following topics:

1. NONDISCRIMINATION.

- a. On the basis of race, color, or national origin, in Title VI of the Civil Rights Act of 1964 (42 U.S.C. 2000d, et seq.), as implemented by DoD regulations at 32 CFR part 195.
- b. On the basis of sex or blindness, in Title IX of the Education Amendments of 1972 (20 U.S.C. 1681, et seq.). (Applicable to Educational Institutions only)
- c. On the basis of age, in the Age Discrimination Act of 1975 (42 U.S.C. 6101, et seq.), as implemented by Department of Health and Human Services regulations at 45 CFR part 90.
- d. On the basis of handicap, in Section 504 of the Rehabilitation Act of 1973 (29 U.S.C. 794), as implemented by Department of Justice regulations at 28 CFR part 41 and DoD regulations at 32 CFR part 56.

2. ENVIRONMENTAL STANDARDS.

- a. Comply with the applicable provisions of the Clean Air Act (42 U.S.C. 7401, et. Seq.) and Clean Water Act (33 U.S.C. 1251, et. seq.), as implemented by Executive Order 11783 [3 CFR, 1971-1075 Comp., p. 799] and Environmental Protection Agency (EPA) rules at Subpart J of 40 CFR part 32.
- b. Identify to Buyer and the awarding agency any impact this award may have on:
 1. The quality of the human environment, and provide help the Buyer and agency may need to comply with the National Environmental Policy Act (NEPA, at 42 U.S.C. 4231, et. seq.) and to prepare Environmental Impact Statements or other required environmental documentation. In such cases, Seller agrees to take no action that will have an adverse environmental impact (e.g., physical disturbance of a site such as breaking of ground) until the agency provides written notification of compliance with the environmental impact analysis process.

3. DRUG FREE WORKPLACE – Seller agrees to comply with the requirements regarding drug-free workplace requirements in Subpart B (or Subpart C, if Seller is an individual) of 32 CFR part 26, which implements sec. 5151-5160 of the Drug-Free Workplace Act of 1988 (Pub Law 100-690, Title V, Subtitle D; 41 U.S.C. 701, et. Seq)

4. OFFICIALS NOT TO BENEFIT. No member of or delegate to Congress, or resident commissioner, shall be admitted to any share or part of this contract or to any benefit arising from it, in accordance with 41 U.S.C. 22.

5. PREFERENCE FOR U.S. FLAG CARRIER Travel supported by U.S. Government funds under this contract shall use U.S. -flag air carriers (air carriers holding certificates under 49 USC 41102) for international air transportation of people and property to the extent that such service is available, in accordance with the International Air Transportation Fair Competitive Practices Act of 1974 (49 USC 40118) and the interpretative guidelines issued by the Comptroller General of the United States in the March 31, 1981, amendment to the Comptroller General Decision B138942.

6. CARGO PREFERENCE Seller agrees that it will comply with the Cargo Preference Act of 1954 (46 U.S.C. 1241), as implemented by Department of Transportation regulations at 46 CFR 381.7, which require that at least 50 percent of equipment, materials or commodities procured or otherwise obtained with U.S. Government funds under this Agreement, and which may be transported by ocean vessel, shall be transported on privately owned U.S.-flag commercial vessels, if available.

7. Trafficking Victims Protection Act of 2000 as amended (22 U.S.C. 7104) Trafficking in Persons–

By accepting this contract, Seller agrees that it will comply with Trafficking Victims Protection Act of 2000 (22 U.S.C. 7104(g)) as implemented by 2 CFR 175

175.15 - Award term.

(a) To implement the trafficking in persons requirement in section 106(g) of the TVPA, as amended, a Federal awarding agency must include the award term in paragraph (b) of this section in—

(1) A grant or cooperative agreement to a private entity, as defined in § 175.25(d); and

(2) A grant or cooperative agreement to a State, local government, Indian tribe or foreign public entity, if funding could be provided

under the award to a private entity as a subrecipient.

(b) The award term that an agency must include, as described in paragraph (a) of this section, is:

I. Trafficking in persons.

a. Provisions applicable to a Seller that is a private entity.

1. You as the Seller, your employees, subcontractors under this award, and subcontractors' employees may not—

- i. Engage in severe forms of trafficking in persons during the period of time that the award is in effect;
- ii. Procure a commercial sex act during the period of time that the award is in effect; or
- iii. Use forced labor in the performance of this contract or subcontracts under this contract.

2. Buyer or Federal awarding agency may unilaterally terminate this contract, without penalty, if Seller or a subcontractor that is a private entity —

- i. Is determined to have violated a prohibition in paragraph a.1 of this award term; or
- ii. Has an employee who is determined by the agency official authorized to terminate the award to have violated a prohibition in paragraph a.1 of this award term through conduct that is either—

A. Associated with performance under this contract; or

B. Imputed to Seller or the subcontractor using the standards and due process for imputing the conduct of an individual to an organization that are provided in 2 CFR part 180, “OMB Guidelines to Agencies on Governmentwide Debarment and Suspension (Nonprocurement),” as implemented by our agency at [agency must insert reference here to its regulatory implementation of the OMB guidelines in 2 CFR part 180 (e.g., “2 CFR part XX”)].

b. Provision applicable to a Seller other than a private entity. Buyer or Federal awarding agency may unilaterally terminate this award, without penalty, if a Seller or subcontractor that is a private entity—

1. Is determined to have violated an applicable prohibition in paragraph a.1 of this award term; or

2. Has an employee who is determined by the agency official authorized to terminate the award to have violated an applicable prohibition in paragraph a.1 of this award term through conduct that is either—

i. Associated with performance under this contract; or

ii. Imputed to the subcontractor using the standards and due process for imputing the conduct of an individual to an organization that are provided in 2 CFR part 180, “OMB Guidelines to Agencies on Governmentwide Debarment and Suspension (Nonprocurement),” as implemented by our agency at [agency must insert reference here to its regulatory implementation of the OMB guidelines in 2 CFR part 180 (e.g., “2 CFR part XX”)].

c. Provisions applicable to any contractor.

1. You must inform Buyer immediately of any information you receive from any source alleging a violation of a prohibition in paragraph a.1 of this award term.

2. Our right to terminate unilaterally that is described in paragraph a.2 or b of this section:

- i. Implements section 106(g) of the Trafficking Victims Protection Act of 2000 (TVPA), as amended (22 U.S.C. 7104(g)), and
- ii. Is in addition to all other remedies for noncompliance that are available to us under this award.

3. You must include the requirements of paragraph a.1 of this award term in any subcontract you make to a private entity.

d. Definitions. For purposes of this award term:

1. “Employee” means either:

i. An individual employed by Seller or a subcontractor who is engaged in the performance of the project or program under this award; or
ii. Another person engaged in the performance of the project or program under this award and not compensated by Seller including, but not limited to, a volunteer or individual whose services are contributed by a third party as an in-kind contribution toward cost sharing or matching requirements.

2. "Forced labor" means labor obtained by any of the following methods: the recruitment, harboring, transportation, provision, or obtaining of a person for labor or services, through the use of force, fraud, or coercion for the purpose of subjection to involuntary servitude, peonage, debt bondage, or slavery.

3. "Private entity":

i. Means any entity other than a State, local government, Indian tribe, or foreign public entity, as those terms are defined in 2 CFR 175.25.

ii. Includes:

A. A nonprofit organization, including any nonprofit institution of higher education, hospital, or tribal organization other than one included in the definition of Indian tribe at 2 CFR 175.25(b).

B. A for-profit organization.

4. "Severe forms of trafficking in persons," "commercial sex act," and "coercion" have the meanings given at section 103 of the TVPA, as amended (22 U.S.C. 7102).

(c) An agency may use different letters and numbers to designate the paragraphs of the award term in paragraph (b) of this section, if necessary, to conform the system of paragraph designations with the one used in other terms and conditions in the agency's awards.