

## **FLOWDOWN REQUIREMENTS FOR COMMERCIAL ITEM CONTRACTS**

### **A INCORPORATION OF FAR AND DFARS CLAUSES**

The Federal Acquisition Regulation (FAR) and Department of Defense Federal Acquisition Regulation Supplement (DFARS) clauses referenced below are incorporated herein by reference, with the same force and effect as if they were stated in full text, and are applicable, including any notes following the clause citation, to this Contract. If the date or substance of any of the clauses listed below is different from the date or substance of the clause actually incorporated in the Prime Contract under which this Subcontract was issued, the date or substance of the clause incorporated by said Prime Contract shall apply instead. The Contract Disputes Act, 41 U.S.C. §§ 7101, *et seq.*, shall have no application to this Subcontract. Any reference to “Disputes” or a “Disputes clause” shall mean the disputes provisions of this Subcontract.

If a clause is inapplicable to the performance of this Order, it is self-deleting. Seller is responsible for confirming which clauses are applicable to the Order.

### **B GOVERNMENT SUBCONTRACT**

This contract is entered into by the parties in support of a U.S. Government contract. As used in the FAR clauses and DFARS clauses incorporated by reference below and otherwise in this Contract:

1. “Commercial Item” means a commercial item as defined in FAR § 2.101.
2. “Contract” means this contract.
3. “Contracting Officer” shall mean the U.S. Government Contracting Officer for Air Methods Corporation’s government prime contract under which this Contract is entered.
4. “Contractor” and “OFFEROR” means the SELLER, as defined in this Contract, acting as the immediate (first tier) subcontractor to Air Methods Corporation.
5. “Prime Contract” means the contract between Air Methods Corporation and the U.S. Government or between Air Methods Corporation and its higher-tier contractor who has a contract with the U.S. Government.
6. “Subcontract” means any contract placed by the contractor or lower-tier subcontractors under this Contract.

**C     SUBSTITUTIONS**

Whenever necessary to make the context of the clauses set forth below applicable to this subcontract:

1.     Substitute “Air Methods Corporation” for “Government” or “United States.”
2.     Substitute “Air Methods Corporation Procurement Representative” for “Contracting Officer,” “Administrative Contracting Officer” and “ACO.”

**D     PRESERVATION OF THE GOVERNMENT’S RIGHTS**

If Air Methods Corporation furnishes designs, drawings, special tooling, equipment, engineering data, or other technical or proprietary information (Furnished Items) which the U.S. Government owns or has the right to authorize the use of, nothing herein shall be construed to mean that Air Methods Corporation, acting on its own behalf, may modify or limit any rights the Government may have to authorize the Contractor’s use of such Furnished Items in support of other U.S. Government prime contracts.

**E     FAR CLAUSES INCORPORATED BY REFERENCE**

The following clauses from the FAR are hereby incorporated in the Contract by reference and shall have the same force and effect as if set forth in full text. The SELLER hereby acknowledges that it has in its possession or is otherwise familiar with all of the referenced clauses incorporated herein by reference and agrees to perform this Contract in accordance with the provisions of such referenced clauses and the other provisions of this Contract. The full text of the referenced clauses may be accessed electronically at various Internet sites, including <http://farsite.hill.af.mil> and <http://www.acquisition.gov>.

REFERENCE	TITLE	DATE
52.203-13	Contractor Code of Business Ethics and Conduct	Oct 2015
52.203-19	Prohibition on Requiring Certain Internal Confidentiality Agreements or Statements	Jan 2017
52.204-21	Basic Safeguarding of Covered Contractor Information Systems	June 2016
52.219-8	Utilization of Small Business Concerns	Nov 2016
52.222-19	Child Labor – Cooperation with Authorities and Remedies	Oct 2016
52.222-21	Prohibition of Segregated Facilities	Apr 2015

52.222-26	Equal Opportunity	Sep 2016
52.222-35	Equal Opportunity for Veterans	Oct 2015
52.222-36	Equal Opportunity 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
52.222-41	Service Contract Labor Standards	May 2014
52.222-50	Combating Trafficking in Persons	Mar 2015
52.222-55	Minimum Wages Under Executive Order 13658	Dec 2015
52.222-60	Paycheck Transparency (Executive Order 13673)	Oct 2016
52.222-62	Paid Sick Leave Under Executive Order 13706	Oct 2016
52.224-3	Privacy Training	Jan 2017
52.232-40	Providing Accelerated Payments to Small Business Subcontractors	Dec 2013
52.247-64	Preference for Privately Owned U.S.-Flag Commercial Vessels	Feb 2006

**F DFARS CLAUSES INCORPORATED BY REFERENCE**

If the Prime Contract is a Department of Defense Contract, the following DFARS clauses are also incorporated by reference in the Contract and shall have the same force and effect as if set forth in full text. The SELLER hereby acknowledges that is has in its possession or is otherwise familiar with all of the referenced clauses incorporated herein and agrees to perform this Contract in accordance with the provisions of such referenced clauses and the other provisions of this Contract. The full text of the referenced clauses may be accessed electronically at various Internet sites, including <http://farsite.hill.af.mil>.

REFERENCE	TITLE	DATE
252.203-7002	Requirements to Inform Employees of Whistleblower Rights	Sep 2013
252.204-7009	Limitations On The Use And Disclosure Of Third Party	Oct 2016

Contractor Reported Cyber Incident Information

252.204-7012	Safeguarding Covered Defense Information And Cyber Incident Reporting	Oct 2016
252.204-7015	Notice of Authorized Disclosure of Information for Litigation Support	May 2016
252.211-7003	Item Unique Identification and Valuation	Mar 2016
252.223-7008	Prohibition of Hexavalent Chromium	Jun 2013
252.225-7008	Restriction on Acquisition of Specialty Metals	Mar 2013
252.225-7009	Restriction on Acquisition of Certain Articles Containing Specialty Metals	Oct 2014
252.225-7039	Contractors Performing Private Security Functions	Jun 2016
252.225-7048	Export-Controlled Items	Jun 2013
252.226-7001	Utilization Of Indian Organizations, Indian-Owned Economic Enterprises, and Native Hawaiian Small Business Concerns	Sep 2004
252.227-7015	Technical Data— Commercial Items	Feb 2014
252.227-7037	Validation of Restrictive Markings on Technical Data	Sep 2016
252.246-7003	Notification of Potential Safety Issues	Jun 2013
252.246-7007	Contractor Counterfeit Electronic Part Detection And Avoidance System	Aug 2016
252.246-7008	Sources of Electronic Parts	Oct 2016