

LOCKHEED MARTIN CORPORATION

CORPDOC 2B

FEDERAL ACQUISITION REGULATION (FAR) AND NATIONAL AERONAUTICS AND SPACE ADMINISTRATION FAR SUPPLEMENT (NASA FARS) FLOWDOWN PROVISIONS FOR SUBCONTRACTS/PURCHASE ORDERS FOR COMMERCIAL ITEMS UNDER A UNITED STATES NASA PRIME CONTRACT

A. INCORPORATION OF FAR AND NASA FAR SUPPLEMENT CLAUSES

The and S Supplement clauses referenced below are incorporated herein by reference, with the same force and effect as if they were given in full text, and are applicable, including any notes following the clause citation, to this ontract. 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 rime ontract referenced by number herein, the date or substance of the clause incorporated by said rime ontract shall apply instead. The ontracts isputes at shall have no application to this

ontract.

B. GOVERNMENT SUBCONTRACT

- (a) This ontract is entered into by the parties in support of a U.S. overnment contract.
- (b) s used in the and S Sdauses referenced below and otherwise in this ontract:
- 1. "dministrator" means the dministrator or eputy dministrator of S; and the term "his duly authorized representative" means any person or persons or board "other than the ontracting fficer" authorized to act for the dministrator.
- 2. " ommercial tem" means a commercial item as defined in 2.101.
- 3. "ommercially available off-the-shelf (TS) item" means a TSitem as defined in 2.101.
- 4. " ontract" means this contract.
- 5. " ontracting fficer" shall mean the U.S. overnment ontracting fficer for T 's government prime contract under which this ontract is entered.
- 6. "ontractor" and "fferor" means S, which is the party identified on the face of the ontract with whom ockneed artin is contracting, acting as the immediate subcontractor to T.



52.222-21 Т S Т TS(2015) (ote 8 applies.) TU TY(S 2016) (ote 8 applies.) 52.222-26 U 52.222-35 U TU TY V T S(T2015) (pplies if this ontract is for \$150,000 or more. ote 8 applies.) 52.222-36 TV Т W T S(U 2014) (pplies if this ontract exceeds SWT S \$15,000. ote 8 applies.) Υ Τ VΤ S(2016) (pplies if this ontract is for \$150,000 or more. ote 52.222-37 TS 8 applies.) 52.222-40 Т Т TSU Т Т 2010) (pplies Υ S T(if this ontract exceeds \$10,000. ote 8 applies.) 52.222-41 S V Т 1965 (Y2014) (pplies if this ontract is for services subject to the Service T T ontract ct. The clause does not apply if this ontract has been administratively exempted by the Secretary of abor or exempted by 41 U.S . 356, as interpreted in Subpart of 29 art 4. ote 8 applies.) 52.222-50 Т Т S S(2015) (ote 2 applies. n paragraph (e) ote 3 applies.)





- (c) ertification. S hereby certifies to the best of its knowledge and belief that no ederal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a ember of ongress, an officer or employee of ongress, or an employee of a ember of ongress on its behalf in connection with the awarding of this contract.
- (d) isclosure. f any registrants under the obbying isclosure ct of 1995 have made a lobbying contact on behalf of the offeror with respect to this contract, S shall complete and submit, with its offer, to T Standard orm , isclosure of obbying ctivities, to provide the name of the registrants. S need not report regularly employed officers or employees of the offeror to whom payments of reasonable compensation were made.
- (e) enalty. Submission of this certification and disclosure is a prerequisite for making or entering into this contract imposed by 31 U.S. . 1352. ny person who makes an expenditure prohibited under this provision or who fails to file or amend the disclosure required to be filed or amended by this provision, shall be subject to a civil penalty of not less than \$10,000, and not more than \$100,000, for each such failure.
- 2. 52.209-5 ertification egarding ebarment, Suspension, roposed ebarment, and ther esponsibility atters



- (ii) The taxpayer is delinquent in making payment. taxpayer is delinquent if the taxpayer has failed to pay the tax liability when full payment was due and required. taxpayer is not delinquent in cases where enforced collection action is preduded.
- (2) xamples. (i) The taxpayer has received a statutory notice of deficiency, under . . . Sec. 6212, which entitles the taxpayer to seek Tax ourt review of a proposed tax deficiency. This is not a delinquent tax because it is not a final tax liability. Should the taxpayer seek Tax ourt review, this will not be a final tax liability until the taxpayer has exercised all judicial appeal rights.
- (ii) The Shas filed a notice of ederal tax lien with respect to an assessed tax liability, and the taxpayer has been issued a notice under . . . Sec. 6320 entitling the taxpayer to request a hearing with the S ffice of ppeals contesting the lien filing, and to further appeal to the Tax ourt if the Sdetermines to sustain the lien filing. In the course of the hearing, the taxpayer is entitled to contest the underlying tax liability because the taxpayer has had no prior opportunity to contest the liability. This is not a delinquent tax because it is not a final tax liability. Should the taxpayer seek tax court review, this will not be a final tax liability until the taxpayer has exercised all judicial appeal rights.
- (iii) The taxpayer has entered into an installment agreement pursuant to . . . Sec. 6159. The taxpayer is making timely payments and is in full compliance with the agreement terms. The taxpayer is not delinquent because the taxpayer is not currently required to make full payment.
- (iv) The taxpayer has filed for bankruptcy protection. The taxpayer is not delinquent because enforced collection action is stayed under 11 U.S. . 362 (the ankruptcy ode).
- (2) rincipal, for the purposes of this certification, means an officer, director, owner, partner, or a person having primary management or supervisory responsibilities within a business entity (e.g., general manager; plant manager; head of a division, or business segment; and similar positions).
- (b) S shall provide immediate written notice to T if, at any time prior to contract award, S learns that its certification was erroneous when submitted or has become erroneous by reason of changed circumstances.



- (b) aragraph (a) applies only to the extent (1) S performs work in the United States, or (2) recruits employees in the United States to Work on this ontract.
- 4. 52.222-25 ffirmative ction ompliance
- (a) S represents: (1) that S has developed and has on file at each establishment, ffirmative ction programs required by the rules and regulations of the Secretary of abor (41 60-1 and 60-2), or (2) that in the event such a program does not presently exist, S will develop and place in operation such a written ffirmative ction ompliance rogram within one-hundred twenty (120) days from the award of this ontract.
- (b) aragraph (a) applies only to the extent (1) S performs work in the United States, or (2) recruits employees in the United States to Work on this ontract.