

## **FAR/HHSAR CONSULTING CLAUSES**

As used in the Federal Acquisition Regulation (FAR) and U.S. Department of Health and Human Services (HHSAR) clauses referenced throughout this Agreement, unless specified below, or where a purposeful distinction is made clear and the context of the clause requires retention of the original definition, the term “Government Contracting Officer” and equivalent phrases shall mean Leidos Biomed and Leidos Biomed’s Subcontracts Administrator, respectively. It is intended that the referenced clauses shall apply to Consultant in such manner as is necessary to reflect the position of Consultant as a Consultant to Leidos Biomed to ensure Consultant’s obligations to Leidos Biomed and to enable Leidos Biomed to meet its obligations under its Prime Contract. FAR clauses that are made inapplicable either by text or by prescription, are self-deleting.

Without limiting the Agreement provisions and in accordance with FAR 52.252-2 (FEB 1998), this Agreement incorporates the following clause(s) by reference, with the same force and effect as if it were given in full text. Upon request, the Leidos Biomed Subcontracts Administrator will make its full text available. Also, the full text of any Clause is available at: <https://www.acquisition.gov/browse/index/far>.

The dates of the Clauses incorporated by reference are the same as the corresponding Clause in the Prime Contract.

### **A.1. FAR (48 CFR Chapter 1) Clauses**

**[FAR CLAUSES HIGHLIGHTED IN GREEN POSSESS INSTRUCTIONAL TEXT WITH IMPLICATIONS FOR FOREIGN AGREEMENTS]**

<b>FAR Clause No.</b>	<b>Clause Title</b>
52.202-1	Definitions (JUN 2020) <i>APPLICABLE TO AGREEMENTS MORE THAN THE SAT.</i>
52.203-3	Gratuities (APR 1984) <i>APPLICABLE TO AGREEMENTS MORE THAN THE SAT.</i>
52.203-5	Covenant Against Contingent Fees (MAY 2014) <i>APPLICABLE TO AGREEMENTS MORE THAN THE SAT.</i>
52.203-6	Restrictions on Subcontractor Sales to the Government (JUN 2020) <i>APPLICABLE TO AGREEMENTS MORE THAN THE SAT.</i>
52.203-7	Anti-Kickback Procedures (JUN 2020) <i>APPLICABLE TO AGREEMENTS MORE THAN \$150,000.</i>
52.203-8	Cancellation, Rescission and Recovery of Funds for Illegal or Improper Activity (MAY 2014) <i>APPLICABLE TO AGREEMENTS MORE THAN THE SAT.</i>
52.203-10	Price or Fee Adjustment for Illegal or Improper Activity (MAY 2014) <i>APPLICABLE TO AGREEMENTS MORE THAN THE SAT.</i>
52.203-12	Limitation on Payments to Influence Certain Federal Transactions (JUN 2020) <i>APPLICABLE TO AGREEMENTS MORE THAN \$150,000.</i>

FAR Clause No.	Clause Title
52.203-17	Contractor Employee Whistleblower Rights and Requirements to Inform Employees of Whistleblower Rights (JUN 2020) <i>APPLICABLE TO AGREEMENTS MORE THAN THE SAT.</i>
52.203-19	Prohibition on Contracting with Entities That Require Certain Internal Confidentiality Agreements Statements (JUN 2017)
52.204-9	Personal Identity Verification of Contractor Personnel (JAN 2011) <i>APPLICABLE TO AGREEMENTS WHEN CONSULTANT'S EMPLOYEES ARE REQUIRED TO HAVE ROUTINE PHYSICAL ACCESS TO A FEDERALLY CONTROLLED FACILITY AND/OR ROUTINE ACCESS TO A FEDERALLY-CONTROLLED INFORMATION SYSTEM.</i>
52.204-10	Reporting Executive Compensation and First-Tier Subcontract Awards (JUN 2020) <i>APPLICABLE TO AGREEMENTS MORE THAN \$30,000.</i>
52.204-15	Service Contract Reporting Requirements for Indefinite-Delivery Contracts (OCT 2016)
52.204-21	Basic Safeguarding of Covered Contractor Information Systems (JUN 2021) <i>APPLICABLE TO AGREEMENTS WHEN THE CONSULTANT MAY HAVE FEDERAL CONTRACT INFORMATION RESIDING IN OR TRANSITING THROUGH ITS INFORMATION SYSTEM.</i>
52.204-25	Prohibition on Contracting for Certain Telecommunications and Video Surveillance Services or Equipment (NOV 2021)
52.204-27	Prohibition on a ByteDance Covered Application (JUN 2023) <i>APPLICABLE TO ALL AGREEMENTS.</i>
52.208-8	Required Sources for Helium and Helium Usage Data (AUG 2018)
52.209-6	Protecting the Government's Interests When Subcontracting with Contractors Debarred, Suspended or Proposed for Debarment (NOV 2021) <i>APPLICABLE TO AGREEMENTS MORE THAN \$35,000.</i>
52.209-10	Prohibition on Contracting with Inverted Domestic Corporations (NOV 2015)
52.215-2	Audit and Records – Negotiation (JUN 2020) <i>APPLICABLE TO AGREEMENTS MORE THAN THE SAT. ALTERNATE II MAY BE APPLICABLE FOR AGREEMENTS WITH STATE AND LOCAL GOVERNMENTS, EDUCATIONAL INSTITUTIONS AND OTHER NONPROFIT ORGANIZATIONS.</i> (AUG 2016)
52.215-10	Price Reduction for Defective Certified Cost or Pricing Data (AUG 2011) <i>APPLICABLE TO AGREEMENTS EXPECTED TO EXCEED \$750,000.</i>
52.215-12	Subcontractor Certified Cost or Pricing Data (JUN 2020) <i>APPLICABLE TO AGREEMENTS MORE THAN \$750,000.</i>
52.215-15	Pension Adjustments and Asset Reversions (OCT 2010) <i>APPLICABLE TO AGREEMENTS MORE THAN \$750,000.</i>
52.215-17	Waiver of Facilities Capital Cost of Money (OCT 1997)
52.215-18	Reversion or Adjustment of Plans for Postretirement Benefits (PRB) Other Than Pensions (JUL 2005) <i>APPLICABLE TO AGREEMENTS MORE THAN \$750,000.</i>

FAR Clause No.	Clause Title
52.215-19	Notification of Ownership Changes (OCT 1997) <i>APPLICABLE TO AGREEMENTS MORE THAN \$750,000.</i>
52.215-21	Requirements for Certified Cost or Pricing Data and Data Other Than Certified Cost or Pricing Data—Modifications (NOV 2021) <i>APPLICABLE TO AGREEMENTS IF REASONABLY CERTAIN THAT CERTIFIED COST OR PRICING DATA OR DATA OTHER THAN CERTIFIED COST OR PRICING DATA WILL BE REQUIRED FOR MODIFICATIONS.</i>
52.215-23	Limitations on Pass-Through Charges (JUN 2020) (Article I.2 Authorized Substitutions of Clauses) <i>APPLICABLE TO AGREEMENTS MORE THAN THE SAT.</i>
52.216-7	Allowable Cost and Payment (AUG 2018) <i>NOT APPLICABLE TO AGREEMENTS THAT ARE LABOR-HOUR.</i>
52.219-28	Post-Award Small Business Program Rerepresentation (MAR 2023) <i>APPLICABLE TO AGREEMENTS WHEN AWARDED TO A SMALL BUSINESS. NOT APPLICABLE TO FOREIGN AGREEMENTS IF ALL WORK WILL BE PERFORMED ENTIRELY OUTSIDE OF THE UNITED STATES AND ITS OUTLYING AREAS.</i>
52.222-3	Convict Labor (JUN 2003) <i>APPLICABLE TO AGREEMENTS MORE THAN \$10,000. APPLICABLE TO FOREIGN AGREEMENTS IF WORK IS PERFORMED IN THE UNITED STATES, PUERTO RICO, AMERICAN SAMOA, GUAM, NORTHERN MARIANA ISLANDS AND U.S. VIRGIN ISLANDS.</i>
52.222-4	Contract Work Hours and Safety Standards – Overtime Compensation – General (MAY 2018)
52.222-21	Prohibition of Segregated Facilities (APR 2015) <i>APPLICABLE TO FOREIGN AGREEMENTS WHERE THE CONSULTANT CERTIFIES THAT THE WORK WILL BE PERFORMED OUTSIDE OF THE UNITED STATES BY EMPLOYEES WHO WERE RECRUITED WITHIN THE UNITED STATES.</i>
52.222-26	Equal Opportunity (SEP 2016) <i>APPLICABLE TO AGREEMENTS MORE THAN \$10,000. APPLICABLE TO FOREIGN AGREEMENTS IF WORK IS PERFORMED IN THE UNITED STATES.</i>
52.222-29	Notification of Visa Denial (APR 2015) <i>APPLICABLE TO FOREIGN AGREEMENTS IF THE CONSULTANT IS REQUIRED TO PERFORM IN OR ON BEHALF OF A FOREIGN COUNTRY.</i>
52.222-35	Equal Opportunity for Veterans (JUN 2020) <i>APPLICABLE TO AGREEMENTS EXPECTED TO EXCEED SAT. APPLICABLE TO FOREIGN AGREEMENTS WHERE THE CONSULTANT CERTIFIES THAT THE WORK WILL BE PERFORMED OUTSIDE OF THE UNITED STATES BY EMPLOYEES WHO WERE RECRUITED WITHIN THE UNITED STATES.</i>
52.222-36	Equal Opportunity for Workers with Disabilities (JUN 2020) <i>APPLICABLE TO AGREEMENTS EXPECTED TO \$15,000. APPLICABLE TO FOREIGN AGREEMENTS WHERE THE CONSULTANT CERTIFIES THAT THE WORK WILL BE PERFORMED OUTSIDE OF THE UNITED STATES BY EMPLOYEES WHO WERE RECRUITED WITHIN THE UNITED STATES.</i>
52.222-37	Employment Reports on Veterans (JUN 2020) <i>APPLICABLE TO AGREEMENTS IF FAR 52.222-35 APPLIES. APPLICABLE TO AGREEMENTS IF EXPECTED TO EXCEED</i>

FAR Clause No.	Clause Title
	<b>\$150,000. APPLICABLE TO FOREIGN AGREEMENTS WHERE THE CONSULTANT CERTIFIES THAT THE WORK WILL BE PERFORMED OUTSIDE OF THE UNITED STATES BY EMPLOYEES WHO WERE RECRUITED WITHIN THE UNITED STATES.</b>
52.222-40	Notification of Employee Rights Under the National Labor Relations Act (DEC 2010) <b>APPLICABLE TO AGREEMENTS MORE THAN THE SAT. APPLICABLE TO FOREIGN AGREEMENTS WHEN WORK WILL BE PERFORMED EXCLUSIVELY INSIDE THE UNITED STATES.</b>
52.222-49	Service Contract Labor Standards—Place of Performance Unknown (MAY 2014) <b>NOT APPLICABLE TO FOREIGN AGREEMENTS WHERE PERFORMANCE OCCURS ENTIRELY OUTSIDE OF THE UNITED STATES.</b>
52.222-50	Combating Trafficking in Persons (NOV 2021) (22 U.S.C. Chapter 78 and E.O. 13627) <b>APPLICABLE TO ALL AGREEMENTS. CERTIFICATION REQUIREMENT UNDER PARAGRAPH (H) "COMPLIANCE PLAN." APPLIES ONLY TO ANY PORTION OF AGREEMENT THAT IS FOR SUPPLIES (OTHER THAN COTS ITEMS) ACQUIRED OUTSIDE THE UNITED STATES OR TO SERVICES THAT ARE PERFORMED OUTSIDE THE UNITED STATES AND IS MORE THAN \$500,000.</b>
52.222-54	Employment Eligibility Verification (MAY 2022) <b>APPLICABLE TO AGREEMENTS MORE THAN \$150,000 FOR WORK PERFORMED INSIDE THE UNITED STATES AND PERIOD OF PERFORMANCE IS 120 DAYS OR MORE.</b>
52.223-6	Drug-Free Workplace (MAY 2001) <b>APPLICABLE TO AGREEMENTS MORE THAN THE SAT.</b>
52.223-7	Notice of Radioactive Materials (JAN 1997)
52.223-12	Maintenance, Service, Repair or Disposal of Refrigeration Equipment and Air Conditioners (JUN 2016)
52.223-15	Energy Efficiency in Energy-Consuming Products (MAY 2020)
52.223-18	Encouraging Contractor Policies to Ban Text Messaging While Driving (JUN 2020) <b>APPLICABLE TO ALL AGREEMENTS.</b>
52.225-5	Trade Agreements (DEC 2022) (Article I.2 Authorized Substitutions of Clauses) <b>APPLICABLE TO AGREEMENTS MORE THAN \$183,000.</b>
52.225-8	Duty Free Entry (Oct 2010)
52.225-13	Restrictions on Certain Foreign Purchases (FEB 2021)
52.227-1	Authorization and Consent (JUN 2020) (Alt. 1) (APR 1984)
52.227-2	Notice and Assistance Regarding Patent and Copyright Infringement (JUN 2020) <b>APPLICABLE TO AGREEMENTS IF FAR 52.227-1 IS APPLICABLE.</b>
52.232-22	Limitation of Funds (APR 1984) <b>APPLICABLE TO AGREEMENTS THAT ARE INCREMENTALLY FUNDED.</b>
52.232-39	Unenforceability of Unauthorized Obligations (JUN 2013) <b>APPLICABLE AT AGREEMENTS. ANY END USER LICENSE AGREEMENT, TERMS OF SERVICE.</b>

FAR Clause No.	Clause Title
52.232-40	Providing Accelerated Payments to Small Business Subcontractors (NOV 2021) <i>APPLICABLE TO AGREEMENTS IF CONSULTANT IS A SMALL BUSINESS CONCERN.</i>
52.237-2	Protection of Government Buildings, Equipment and Vegetation (APR 1984)
52.242-3	Penalties for Unallowable Costs (DEC 2022) <i>APPLICABLE TO AGREEMENTS MORE THAN \$800,000.</i>
52.242-13	Bankruptcy (JUL 1995) <i>APPLICABLE TO AGREEMENTS MORE THAN THE SAT.</i>
52.244-5	Competition in Subcontracting (DEC 1996)
52.244-6	Subcontracts for Commercial Items (MAR 2023)
52.245-1	Government Property (SEP 2021) <i>APPLICABLE IF CONSULTANT RECEIVES GOVERNMENT PROVIDED PROPERTY.</i>
52.245-9	Use and Charges (APR 2012) <i>APPLICABLE IF CONSULTANT RECEIVES GOVERNMENT PROVIDED PROPERTY.</i>
52.246-6	Inspection – Time-and-Materials and Labor Hour (MAY 2001)
52.249-14	Excusable Delays (APR 1984)

## A.2. HHSAR Clauses

Upon request, the Leidos Biomed Subcontracts Administrator will make their full text available. Also, the full text of a HHSAR Clause is available at: <https://www.hhs.gov/grants/contracts/contract-policies-regulations/hhsar/index.html>.

HHSAR Clause No.	Clause Title
352.203-70	Anti-Lobbying (DEC 2015) <i>APPLICABLE TO AGREEMENTS MORE THAN THE SAT.</i>
352.211-2	Conference Sponsorship Requests and Conference Materials Disclaimer (DEC 2015)
352.211-3	Paperwork Reduction Act (DEC 2015)
352.222-70	Contractor Cooperation in Equal Employment Opportunity Investigations (DEC 2015) <i>APPLICABLE TO AGREEMENTS THAT INCLUDED FAR 52.222-26 EQUAL OPPORTUNITY.</i>
352.231-70	Salary Rate Limitation (DEC 2015) <i>APPLICABLE TO AGREEMENTS THAT ARE COST-REIMBURSEMENT, FIXED-PRICE LEVEL-OF-EFFORT, TIME-AND-MATERIALS OR LABOR-HOUR. SALARY RATE LIMITATION ALSO APPLIES TO INDIVIDUALS.</i>
352.233-71	Litigation and Claims (DEC 2015) <i>APPLICABLE TO AGREEMENTS THAT ARE COST-REIMBURSEMENT, TIME-AND-MATERIALS OR LABOR-HOUR. NOT APPLICABLE TO AGREEMENTS THAT ARE FIXED-PRICE.</i>
352.237-71	Crime Control Act of 1990 – Reporting Child Abuse (DEC 2015)
352.237-74	Non-Discrimination in Service Delivery (DEC 2015)

HHSAR Clause No.	Clause Title
352.239-74	Electronic and Information Technology Accessibility (DEC 2015)
352.270-12	Needle Exchange (DEC 2015)
352.270-13	Continued Ban on Funding Abortion and Continued Ban on Funding of Human Embryo Research (DEC 2015)

***A.3. FAR Clause 52.223-99 Ensuring Adequate COVID-19 Safety Protocols for Federal Contractors (Deviation) (OCT 2021) - RESERVED***