

**MACOM Technology Solutions
Attachment A
(January 2016)**

TERMS AND CONDITIONS – Fixed-Price Purchase Order Under U.S. Government Contract

40. FEDERAL ACQUISITION REGULATION (FAR), DEPARTMENT OF DEFENSE (DoD) FAR SUPPLEMENT (DFARS).

When the items furnished under this Order are for use in connection with one or more U.S. Government prime contracts or subcontracts, the following clauses set forth in the FAR and DFARS as in effect on the date of this purchase order, unless otherwise noted, are incorporated herein by reference. Where necessary to make the clauses applicable to this purchase order, "Contractor" shall mean "Seller," "Contracting Officer" shall mean "Buyer," and "Government" shall mean "Buyer" or the "Government" whenever appearing in the clauses, unless otherwise noted. Seller shall include the following clauses in its lower-tier purchase orders as required by the following clauses or applicable law. If this order is placed under a prime contract or subcontract from a U.S. Government agency other than the Department of Defense ("other agency"), the references to DFARS clauses regarding technical data shall be deemed to refer to the equivalent "other agency" regulation supplement. If any of the following FAR or DFARS clauses do not apply to a particular purchase order, such clauses are self-deleting.

a) All Orders

- 52.203-3 Gratuities (APR 1984)
- 52.203-15 Whistleblower Protections Under the American Recovery and Reinvestment Act of 2009 (JUN 2010)
- 52.204-2 Security Requirements (AUG 1996)
- 52.204-8 Annual Representations and Certifications (DEC 2014) *1
- 52.204-9 Personal Identity Verification of Contractor Personnel (JAN 2011)
- 52.204-14 Service Contract Reporting Requirements (JAN 2014)
- 52.204-15 Service Contract Reporting Requirements for Indefinite-Delivery Contracts (JAN 2014)
- 52.204-19 Incorporation by Reference of Representations and Certifications (DEC 2014)
- 52.207-4 Economic Purchase Quantity – Supplies (AUG 1987)
- 52.208-8 Required Sources for Helium and Helium Usage Data (APR 2014)
- 52.208-9 Contractor Use of Mandatory Sources of Supply or Services (May 2014)
- 52.209-2 Prohibition on Contracting with Inverted Domestic Corporations-Representation (NOV 2015)
- 52.209-10 Prohibition on Contracting with Inverted Domestic Corporations (NOV 2015)
- 52.211-5 Material Requirements (AUG 2000) *1
- 52.211-15 Defense Priority and Allocation Requirements (APR 2008) (Applicable when Buyer indicates in the contract documents that a rating applies to this contract)
- 52.215-15 Pension Adjustment and Asset Reversions (Oct 2010)
- 52.215-18 Reversions or Adjustments of Plans for Postretirement Benefits (PRB) Other Than Pensions (JUL 2005)
- 52.215-19 Notification of Ownership Changes (OCT 1997)
- 52.222-1 Notice to the Government of Labor Disputes (FEB 1997)
- 52.222-21 Prohibition of Segregated Facilities (APR 2015)
- 52.222-22 Previous Contracts and Compliance Reports (FEB 1999)
- 52.222-26 Equal Opportunity (APR 2015)
- 52.222-29 Notification of Visa Denial (APR 2015)
- 52.222-41 Service Contract Labor Standards (MAY 2014)
- 52.222-51 Exemption from Application of the Service Contract Labor Standards to Contracts for Maintenance, Calibration, or Repair of Certain Equipment – Requirements (MAY 2014)
- 52.222-52 Exemption from Application of the Service Contract Labor Standards to Contracts for Certain Services – Certification (MAY 2014)
- 52.222-55 Minimum Wages Under Executive Order 13658 (DEC 2014)
- 52.223-3 Hazardous Material Identification and Material Safety Data (Alt 1 applies if this order is for other than DoD) (JAN 1997)
- 52.223-4 Recovered Material Certification (MAY 2008) (inapplicable to commercially available off-the-shelf items)
- 52.223-5 Pollution Prevention and Right-to-Know Information (MAY 2011)
- 52.223-7 Notice of Radioactive Materials (subsection (a) shall read “15 days”) (JAN 1997)
- 52.223-11 Ozone-Depleting Substances (MAY 2001) *2
- 52.223-15 Energy Efficiency in Energy-Consuming Products (DEC 2007)
- 52.224-1 Privacy Act Notification (APR 1984)
- 52.224-2 Privacy Act (APR 1984)
- 52.225-8 Duty-free Entry (OCT 2010)
- 52.225-13 Restrictions on Certain Foreign Purchases (JUN 2008)
- 52.225-14 Inconsistency between English Version and Translation of Contract (FEB 2000)
- 52.225-19 Contractor Personnel in a Designated Operational Area or Supporting a Diplomatic or Consular Mission Outside the United States (MAR 2008)(applicable if this subcontract requires subcontractor personnel to perform outside the United States under conditions specified in the clause)
- 52.225-25 Prohibition on Contracting with Entities Engaging in Certain Activities or Transactions Relating to Iran-Representation and Certifications (OCT 2015)

52.225-26	Contractors Performing Private Security Functions Outside the United States (JUL 2013) *7
52.226-1	Utilization of Indian Organizations and Indian-Owned Economic Enterprises (JUNE 2000) (inapplicable unless FAR 52.226-1 is contained in the prime contract with the U.S. Government and higher-level subcontracts)
52.227-3	Patent Indemnity (APR 1984)
52.227-9	Refund of Royalties (1984) (inapplicable unless the amount of royalties reported during negotiation of the subcontract exceeds \$250)
52.227-10	Filing of Patent Applications – Classified Subject Matter (DEC 2010) *6
52.227-11	Patent Rights- Ownership by the Contractor (MAY 2014) (references to “Government” and “Contracting Officer” remain unchanged, and the subcontractor has all rights and obligations of the Contractor in the clause.)
52.227-13	Patent Rights – Ownership by the Government (DEC 2007)
52.227-14	Rights in Data – General (MAY 2014)
52.230-2	Cost Accounting Standards (except its subparagraph (b)) (OCT 2015) (applicable to negotiated contracts, unless exempt or subject only to modified CAS coverage)
52.230-6	Administration of Cost Accounting Standards (JUN 2010)
52.232-40	Providing Accelerated Payments to Small Business Subcontractors (DEC 2013)
52.233-3	Protest After Award (AUG 1996)
52.234-1	Industrial Resources Developed Under Defense Production Act Title III (DEC 1994)
52.236-13	Accident Prevention (NOV 1991)
52.242.15	Stop-Work Order (AUG 1989)
52.244-6	Subcontracts for Commercial Items (DEC 2015)
52.245-1, Alt. 1	Government Property (except in clauses (e)(1), (e)(2)(ii), (e)(3)(i), (f)(1)(ii), the term “Government” shall remain) (APR 2012)
52.245-2	Government Property Installation Operation Services (APR 2012) (applicable to fixed-price service contracts, only) *5
52.245-9	Use and Charges (APR 2012)
52.246-2	Inspection of Supplies – Fixed-Price (AUG 1996)
52.246-4	Inspection of Services – Fixed-Price (AUG 1996)
52.246-16	Responsibility for Supplies (APR 1984)
52.247-64	Preference for Privately Owned U.S.-Flag Commercial Vessels (FEB 2006)
252.203-7002	Requirement to Inform Employees of Whistleblower Rights (SEP 2013)
252.204-7000	Disclosure of Information (AUG 2013)
252.204-7008	Compliance With Safeguarding Covered Defense Information Controls (AUG 2015)
252.204-7012	Safeguarding Covered Defense Information and Cyber Incident Reporting (SEP 2015) (in subparagraph (d)(1), Seller shall report to Buyer any cyber incident to Buyer’s Authorized Purchasing Representative within thirty-six (36) hours of discovery)
252.204-7014	Limitations on the Use of Disclosure of Information by Litigation Support Contractors (FEB 2014)
252.204-7015	Disclosure of Information to Litigation Support Contractors (FEB 2014)
252.222-7000	Restrictions on Employment of Personnel (MAR 2000)
252.223-7006	Prohibition on Storage, Treatment, and Disposal of Toxic and Hazardous Materials (SEP 2014)
252.225-7000	Buy American-Balance of Payments Program Certificate - Basic (NOV 2014)
252.225-7001	Buy American Act and Balance of Payments Program (NOV 2014)
252.225-7007	Prohibition on Acquisition of United States Munitions List Items from Communist Chinese Military Companies (SEP 2006) (applicable to contracts covered by the U.S. Munitions List, only)
252.225-7013	Duty-Free Entry (NOV 2014)
252.225-7016	Restriction on Acquisition of Ball and Roller Bearings (JUN 2011)
252.225-7025	Restrictions on Acquisitions of Forgings (DEC 2009)
252.225-7028	Exclusionary Policies and Practices of Foreign Governments (APR 2003)
252.225-7030	Restriction on Acquisition of Carbon, Alloy, and Armor Steel Plate (DEC 2006)
252.225-7036	Buy American Act- Free Trade Agreements – Balance of Payments Program (NOV 2014)

- 252.227-7013 Rights in Technical Data – Noncommercial Items (FEB 2014) (the term “Government” shall remain through this clause, the term “Contracting Officer” shall mean both “Contracting Officer and Buyer”)
- 252.227-7014 Rights in Noncommercial Computer Software and Noncommercial Computer Software Documentation (FEB 2014) (the term “Government” shall remain throughout this clause, the term “Contracting Officer” shall mean both “Contracting Officer and Buyer”)
- 252.227-7016 Rights in Bid or Proposal Information (JAN 2011)
- 252.227-7019 Validation of Asserted Restrictions - Computer Software (SEP 2011)
- 252.227-7025 Limitations on the Use or Disclosure of Government Furnished Information Marked with Restrictive Legends (MAY 2013)
- 252.227-7030 Technical Data – Withholding of Payment (MAR 2000)
- 252.227-7037 Validation of Restrictive Markings on Technical Data (JUN 2013) (the terms throughout this clause shall remain unchanged)
- 252.228-7001 Ground and Flight Risk (JUN 2010)
- 252.228-7005 Accident Reporting and Investigation Involving Aircraft, Missiles and Space Launch Vehicles (DEC 1991) (the term “Government” shall mean “Government and Buyer”)
- 252.229-7011 Reporting of Foreign Taxes – US Assistance Programs (SEP 2005)
- 252.235-7003 Frequency Authorization (MAR 2014)
- 252.235-7004 Protection of Human Subjects (JUL 2009)
- 252.243-7001 Pricing of Contract Modifications (DEC 1991) (applicable to fixed-price contracts, only)
- 252.244-7000 Subcontracts for Commercial Items (JUN 2013)
- 252.246-7001, Alt I Warranty of Data (MAR 2014)
- 252.246-7003 Notification of Potential Safety Issues (JUN 2013)
- 252.246-7007 Contractor Counterfeit Electronic Part Detection and Avoidance System (MAY 2014) (for paragraphs (a)-(e) the term “Contractor” shall mean “Seller” and the term “Contracting Officer” shall mean both “Contracting Officer” and “Buyer”)
- 252.247-7023 Transportation of Supplies by Sea (APR 2014) (paragraphs (a) through (e) apply to all orders; paragraphs (f) and (g) apply to transactions greater than \$150,000, only)
- 252.247-7024 Notification of Transportation of Supplies by Sea (MAR 2000)

b) All Orders of \$3,500 or Greater

- 52.222-54 Employment Eligibility Verification (OCT 2015)
- 52.223-18 Encouraging Contractor Policies to Ban Text Messaging While Driving (AUG 2011)
- 52.225-1 Buy American-Supplies (MAY 2014)
- 52.225-2 Buy American Certificate (MAY 2014)

c) All Orders Greater than \$10,000

- 52.222-40 Notification of Employee Rights Under the National Labor Relations Act (DEC 2010) *2

d) All Orders Greater than \$15,000

- 52.222-20 Contracts for Materials, Supplies, Articles, and Equipment Exceeding \$15,000 (MAY 2014)
- 52.222-36 Affirmative Action for Workers With Disabilities (JUL 2014)

e) All Orders of \$25,000 or Greater, but less than \$204,000

- 52.225-3 Buy American Act – Free Trade Agreements – Israeli Trade Act (MAY 2014)

f) All Orders of \$30,000 or Greater

- 52.204-10 Reporting Executive Compensation and First-Tier Subcontract Awards (OCT 2015)

g) All Orders of \$35,000 or Greater

- 52.209-6 Protecting the Government’s Interest When Subcontracting with Contractors Debarred, Suspended, or Proposed for Debarment (OCT 2015) (applicable, unless the subcontract is for commercially available off-the-shelf items)

h) All Orders That Exceed the Simplified Acquisition Threshold (currently \$150,000 or Greater)

52.201	Definitions (NOV 2013)
52.203-5	Covenant Against Contingent Fees (MAY 2014) *1
52.203-6	Restrictions on Subcontractor Sales to the Government (SEP 2006) (for commercial items, use Alternate 1)
52.203-7	Anti-Kickback Procedures (MAY 2015) *1
52.203-8	Cancellation, Recession, and Recovery of Funds for Illegal or Improper Activity (MAY 2014) *1
52.203-10	Price or Fee Adjustment for Illegal or Improper Activity (MAY 2014) *1
52.203-11	Certification and Disclosure Regarding Payments to Influence Certain Federal Transactions (SEPT 2007)
52.203-12	Limitation on Payments to Influence Certain Federal Transactions (OCT 2010)
52.203-16	Preventing Personal Conflicts of Interest (DEC 2011)
52.203-17	Contractor Employee Whistleblower Rights and Requirement to Inform Employees of Whistleblower Rights (APR 2014)
52.204-4	Printed or Copied Double-Sided on Postconsumer Fiber Content Paper (MAY 2011)
52.204-5	Women-Owned Business (Other Than Small Business) (OCT 2014) *2
52.215-2	Audit and Records – Negotiation (OCT 2010) *1
52.215-14	Integrity of Unit Prices (except for paragraph (b) of this clause) (OCT 2010)
52.215-18	Reversion or Adjustment of Plans for Postretirement Benefits (PRB) Other Than Pensions (JUL 2005)
52.215-19	Notification of Ownership Changes (Oct 1997)
52.215-22	Limitations on Pass-Through Charges – Identification of Subcontract Effort (DoD Only) (OCT 2009)
52.215-23	Limitations on Pass-Through Charges (OCT 2009)
52.219-8	Utilization of Small Business Concerns (OCT 2014) *2
52.222-4	Contract Work Hours and Safety Standards Act – Overtime Compensation (MAY 2014) *1, 2
52.222-35	Equal Opportunity for Veterans (OCT 2015)
52.222-37	Employment Reports on Veterans (OCT 2015)
52.222-38	Compliance with Veterans’ Employment Reporting Requirements (SEP 2010)
52.227-1	Authorization and Consent (DEC 2007) *5
52.227-2	Notice and Assistance Regarding Patent and Copyright Infringement (DEC 2007) *5
52.229-3	Federal, State, and Local Taxes (FEB 2013)
52.244-5	Competition in Subcontracting (DEC 1996) (applicable to cost-reimbursement subcontracts, as well as all subcontracts that exceed the simplified acquisition threshold)
52.247-63	Preference for U.S. Flag Air Carriers (JUN 2003) (inapplicable to commercial item subcontracts)
52.248-1	Value Engineering (OCT 2010)
252.203-7001	Prohibition on Persons Convicted of Fraud or Other Defense-Contract-Related Felonies (DEC 2008) (applicable to all first-tier subcontractors receiving orders greater than \$150,000, except those for commercial items or components)
252.208-7000	Intent to Furnish Precious Metals as Government-Furnished Material (DEC 1991)
252.225-7008	Restriction on Acquisition of Speciality Metals (MAR 2013)
252.225-7012	Preference For Certain Domestic Commodities (FEB 2013)
252.249-7002	Notification of Anticipated Contract Termination or Reduction (OCT 2015)

i) All Orders Greater than \$204,000

52.225-5	Trade Agreements (NOV 2013) (inapplicable unless the acquisition is covered by the WTO GPA (see subpart 25.4) and the agency has determined that the restrictions of the Buy American statute are not applicable to U.S.-made end products)
52.225-6	Trade Agreements Certificate (MAY 2014)

j) All Orders Greater than \$500,000

- 52.222-50 Combating Trafficking in Persons (MAR 2015) *1
- 52.222-56 Certification Regarding Trafficking in Persons Compliance Plan (MAR 2015) *4
- 252.226-7001 Utilization of Indian Organizations, Indian-Owned Economic Enterprises, and Native Hawaiian Small Business Concerns (SEP 2004)

k) All Orders of \$700,000 or Greater

- 52.219-9 Small Business Subcontracting Plan (OCT 2015) *3
- 52.219-9 Liquidated Damages-Subcontracting Plan (JAN 1999)
- 252.219-7003 Small Business Subcontracting Plan (DoD Contracts) (OCT 2014)

l) All Orders Greater than \$750,000

- 52.214-26 Audit and Records-Sealed Bidding (OCT 2010)
- 52.214-27 Price Reduction for Defective Certified Cost or Pricing Data-Modifications-Sealed Bidding (AUG 2011)
- 52.214-28 Subcontractor Certified Cost or Pricing Data-Modifications-Sealed bidding (OCT 2010)
- 52.215-10 Price Reduction for Defective Cost or Pricing Data (AUG 2011)
- 52.215-11 Price Reduction for Defective Cost or Pricing Data – Modifications (AUG 2011)
- 52.215-12 Subcontractor Cost or Pricing Data (OCT 2010)
- 52.215-13 Subcontractor Cost or Pricing Data – Modifications (OCT 2010)
- 52.215-20 Requirements for Cost or Pricing Data Other Than Coast or Pricing Data (Oct 2010)
- 52.230-3 Disclosure and Consistency of Cost Accounting Practices (except its subparagraph (b)) (OCT 2015) (applicable to negotiated subcontracts, only)
- 52.230-5 Cost Accounting Standards – Educational Institution (OCT 2015) (applicable to negotiated subcontracts, only)

m) All Orders Greater than \$1 Million

- 252.222-7006 Restrictions on the Use of Mandatory Arbitration Agreements (DEC 2010)

n) All Orders greater than \$1.5 Million

- 252.211-7000 Acquisition Streamlining (OCT 2010)

o) All Orders Greater than \$5.5 Million if the Period of Performance Exceeds 120 Days

- 52.203-14 Display of Hotline Poster (s) (OCT 2015)

p) All Orders Greater than \$5.5 Million and a Period of Performance greater than 120 days

- 52.203-13 Contractor Code of Business Ethics and Conduct (Notwithstanding any alterations to this clause to reflect the relationship between Buyer and Seller, all disclosures of violation of the civil False Claims Act or of federal criminal law shall be directed to the Office of the Inspector General of the agency issuing the prime contract, with a copy to the Contracting Officer of the prime contact.) (OCT 2015)
- 52.203-14 Display of Hotline Poster(s) (OCT 2015) *1 (or unless performed entirely outside the United States)

q) All Orders Greater than \$10 Million and including the clause 52.222-26, Equal Opportunity

- 52.222-24 Preaward On-Site Equal Opportunity Compliance Evaluation (FEB 1999)

- *1 Inapplicable if commercial item contract.
- *2 Inapplicable if performed entirely outside the United States.
- *3 Inapplicable if Seller is a small business.
- *4 Applicable if the contract is for supplies, other than commercially available off-the-shelf items, to be acquired outside the United States, or services to be performed outside the United States.

- *5 (“Government” shall mean U.S. Government or M/A-COM, and “Contracting Officer” shall mean Contracting Officer or buyer, and “Subcontractor” shall mean the vendor receiving this order as may be appropriate throughout these clauses).
- *6 Applicable to subcontracts that cover or are likely to cover classified subject matter.
- *7 For DoD contracts, applicable to contingency operations, combat operations, as designated by the Secretary of Defense, or other significant military operations, as designated by the Secretary of Defense. For non-DoD contracts, applicable to combat operations, as designated by the Secretary of Defense, or other significant military operations, as specified.