



**Water
Purification**

[Parker Hannifin Corporation](#)
[Filtration Group / Water Purification](#)

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General Atomics Deox Terms and Conditions

Applicable Job Code: 51142
Prime Contract No(s): N00019-14-C-0037
General Atomics Contract No.: 4700041372 dated 10/18/2018
Priority Rating: N/A

The following terms and conditions and flow downs apply to any purchase orders issues referencing the above job code and or prime contract number.

- 1) Parker Terms and Conditions of Purchase – Government Supplement available on www.villagemarine.com following the Suppliers link.
- 2) General Atomics Terms and Conditions DF-1 (REV 02/17)

Applicable items from Item 2 are attached to this document.



ARTICLE II – GENERAL PROVISIONS

The clauses in Part 52 of the FAR and Part 252 of the DFARS set forth below, and in effect on the date of the Order, are incorporated herein by this reference and made a part of the Order. In all such clauses, the term “Contractor” shall mean “Seller,” the term “Contract” shall mean the “Order,” and the term “Government Contracting Officer” (or equivalent phrases), shall mean “Buyer” as applicable; except that in those clauses conferring patent and data rights to the Government, the term “Government” or “Contracting Officer” retains its literal meaning and is not to be construed as “Buyer.” It is intended that the FAR and DFARS clauses referenced below shall apply to Seller and its lower-tier subcontractors, as applicable, in such manner as necessary to reflect the position of Seller as a subcontractor to Buyer, to ensure Seller’s obligations to Buyer and to the U.S. Government; and to enable Buyer to meet its obligations under its contracts funded by the U.S. Government.

Cluses	Title	Applicability
52.203-3	Gratuities	All Orders
52.203-5	Covenant Against Contingent Fees (Commercial Items Excluded)	Orders equal to or greater than \$150,000
52.203-6	Restrictions on Subcontracts Sales to the Government	Orders equal to or greater than \$150,000
52.203-7	Anti-Kickback Procedures <i>Except that subparagraph (c)(1) does not apply.</i>	Orders equal to or greater than \$150,000
52.203-8	Cancellation, Rescission and Recovery of Funds for Illegal or Improper Activity	Orders equal to or greater than \$150,000
52.203-10	Price or Fee Adjustment for Illegal or Improper Activity	Orders equal to or greater than \$150,000
52.203-11	Certification and Disclosure Regarding Payment to Influence Certain Federal Transactions	Orders equal to or greater than \$150,000
52.203-12	Limitation on Payments to Influence Certain Federal Transactions	Orders equal to or greater than \$150,000
52.203-13	Contractor Code of Business Ethics and Conduct	Orders equal to or greater than \$5,500,000 and with a period of performance greater than 90 days
52.203-14	Display of Hotline Posters	Orders equal to or greater than \$5,500,000
52.203-17	Contractor Employee Whistleblower Rights and Requirement To Inform Employees of Whistleblower Rights	Orders equal to or greater than \$150,000
52.204-2	Security Requirements	All Orders that may require access to classified information
52.204-9	Personal Identity Verification of Contractor Personnel	All Orders
52.204-10	Reporting Executive Compensation and First-Tier Subcontract Awards <i>Except subparagraphs (c)(1) and (c)(3) do not apply.</i>	Orders equal to or greater than \$30,000
52.204-21	Basic Safeguarding of Covered Contractor Information Systems	All Orders that involve Federal contract information
52.209-6	Protecting the Government’s Interest when Subcontracting with Contractors Debarred, Suspended, or Proposed for Debarment	Orders equal to or greater than \$35,000
52.209-10	Prohibition on Contracting with Inverted Domestic Corporations	All Orders
52.203-19	Prohibition on Requiring Certain Internal Confidentiality Agreements or Statement	All Orders
52.211-5	Material Requirements	All Orders
52.211-15	Defense Priority and Allocation Requirements	Orders greater than \$75,000
52.215-2	Audit and Records – Negotiation	Orders equal to or greater than \$150,000

Cluses	Title	Applicability
52.215-10	Price Reduction for Defective Cost or Pricing Data <i>In paragraph (c)(1) the term "Contracting Officer" does not change.</i>	Orders equal to or greater than \$750,000
52.215-11	Price Reduction for Defective Cost or Pricing Data – Modifications	Orders equal to or greater than \$750,000
52.215-12	Subcontractor Cost or Pricing Data	Orders equal to or greater than \$750,000
52.215-13	Subcontractor Cost or Pricing Data – Modifications	Orders equal to or greater than \$750,000
52.215-14	Integrity of Unit Prices	Orders equal to or greater than \$150,000
52.215-15	Pension Adjustments and Asset Reversions	Orders equal to or greater than \$750,000
52.215-16	Facilities Capital Cost of Money	Orders equal to or greater than \$750,000
52.215-17	Waiver of Facilities Capital Cost of Money	Orders equal to or greater than \$750,000
52.215-18	Reversion or Adjustment of Plans for Postretirement Benefits (PRB) Other than Pensions	Orders equal to or greater than \$750,000
52.215-19	Notification of Ownership Changes	Orders equal to or greater than \$750,000
52.215-23	Limitations on Pass-Through Charges	Orders equal to or greater than \$750,000
52.216-7	Allowable Cost and Payment <i>In paragraph (a)(1) delete "Government" and add "Buyer" in its place and delete "Contractor" and add "Seller" in its place. If the Seller is an educational institution, modify the clause by deleting from paragraph (a) the words "Subpart 31.2" and substituting them with "Subpart 31.3." If the Order is with a State or local government, modify the clause by deleting from paragraph (a) the words "Subpart 31.2" and substituting for them "Subpart 31.6." If the Order is with a nonprofit organization other than an educational institution, a State or local government, or a nonprofit organization exempted under OMB Circular No. A-122, modify the clause by deleting from paragraph (a) the words "subpart 31.2" and substituting for them "Subpart 31.7."</i>	Cost Reimbursement and Time-and Material Orders
52.216-8	Fixed Fee	Cost-Plus-Fixed-Fee Orders
52.216-10	Incentive Fee	Cost-Plus-Incentive-Fee Orders
52.219-8	Utilization of Small Business Concerns	Orders equal to or greater than \$150,000
52.219-9	Small Business Subcontracting Plan	Orders equal to or greater than \$700,000 - Not applicable to small businesses
52.219-16	Liquidated Damages – Subcontracting Plan	Orders equal to or greater than \$700,000 - Not applicable to small businesses
52.222-1	Notice to the Government of Labor Disputes	All Orders
52.222-2	Payment for Overtime Premiums <i>The authorized overtime premium is \$0 unless otherwise stated in the text of the Order.</i>	Cost Reimbursement Orders equal to or greater than \$150,000
52.222-4	Contract Work Hours and Safety Standards Act – Overtime Compensation	Orders equal to or greater than \$150,000
52.222-19	Child Labor – Cooperation with Authorities and Remedies	Orders equal to or greater than \$3,500
52.222-21	Prohibition of Segregated Facilities	All Orders



Cluses	Title	Applicability
52.222-24	Pre-Award On-Site Equal Opportunity Compliance Evaluation	Orders equal to or greater than \$10,000,000
52.222-26	Equal Opportunity	All Orders
52.222-35	Equal Opportunity for Veterans	Orders equal to or greater than \$150,000
52.222-36	Equal Opportunity for Workers with Disabilities	Orders equal to or greater than \$15,000
52.222-37	Employment Reports on Veterans	Orders equal to or greater than \$150,000
52.222-40	Notification of Employee Rights Under the National Labor Relations Act	Orders equal to or greater than \$10,000
52.222-50	Combating Trafficking in Persons	All Orders
52.222-54	Employment Eligibility Verification	Orders equal to or greater than \$3,500
52.222-60	Paycheck Transparency (Executive Order 13673)	Orders that exceed \$500,000, except commercially available off-the-shelf
52.222-62	Paid Sick Leave Under Executive Order 13706	All Orders subject to the Service Contract Labor Standards statute or the Wage Rate Requirement (Construction) to be performed in whole or in part in the U.S.
52.223-3	Hazardous Material Identification and Material Data Safety	All Orders if delivery of hazardous material is required
52.223-6	Drug-Free Workplace	All Orders
52.223-7	Notice of Radioactive Materials	All Orders for supplies which contain radioactive materials
52.223-11	Ozone – Depleting Substances	All Orders for supplies which contain ozone depleting substances
52.223-18	Encouraging Contractor Policies to Ban Text Messaging While Driving	All Orders
52.225-8	Duty Free Entry	All Orders for foreign supplies greater than \$15,000
52.225-13	Restrictions on Certain Foreign Purchases	All Orders
52.227-1	Authorization and Consent	All Orders Alternate I is applicable to Orders for research and development
52.227-2	Notice and Assistance Regarding Patent and Copyright Infringement	Orders equal to or greater than \$150,000
52.227-9	Refund of Royalties	All Fixed Price Orders
52.227-10	Filing Patent Applications – Classified Subject Matter	All Orders that may cover classified subject matter
52.227-11	Patent Rights – Ownership by the Contractor	All Orders for experimental, developmental or research work
52.228-5	Insurance – Work on a Government Installation	Fixed Price Orders equal to or greater than \$150,000
52.229-3	Federal State and Local Taxes	Fixed Price Orders equal to or greater than \$150,000
52.229-10	State of New Mexico Gross Receipts and Compensating Tax	Cost Reimbursement Orders to be performed in whole or in part within the state of New Mexico
52.230-2	Cost Accounting Standards <i>Except for paragraph (b)</i>	Orders equal to or greater than \$750,000 (unless an exemption applies)
52.230-3	Disclosure and Consistency of Cost Accounting Practices <i>Except for paragraph (b)</i>	Orders equal to or greater than \$750,000 (unless an exemption applies)

Cluses	Title	Applicability
52.230-4	Disclosure and Consistency of Cost Accounting Practices for Contracts Awarded to Foreign Concerns <i>Except for paragraph (b)</i>	Orders equal to or greater than \$750,000 (unless an exemption applies)
52.230-5	Cost Accounting Standards - Educational Institution <i>Except for paragraph (b)</i>	Orders equal to or greater than \$750,000 (unless an exemption applies)
52.230-6	Administration of Cost Accounting Standards	Orders equal to or greater than \$750,000
52.232-7	Payments under Time-and-Materials and Labor-Hour Contracts	Time-and-Materials and Labor-Hour Orders
52.232-20	Limitation of Cost	Cost Reimbursement Orders
52.232-22	Limitation of Funds	Cost Reimbursement Orders
52.232-40	Providing Accelerated Payments to Small Business Subcontractors	All Orders to small businesses
52.234-1	Industrial Resources Developed Under Defense Production Act Title III	All Orders
52.242-1	Notice of Intent to Disallow Costs <i>Except in subparagraph (a)(2), replace the first reference to 60 days with 30 days.</i>	Cost Reimbursement and Fixed Price Incentive Orders
52.242-13	Bankruptcy <i>Except replace "a listing of Government contract numbers and contracting offices for all Government contracts" with "a listing of all Buyer Orders."</i>	Orders equal to or greater than \$150,000
52.242-15	Stop Work Order <i>Except in subparagraph (b)(2), replace the reference to 30 days with 15 days.</i>	All Orders
52.243-1	Changes – Fixed Price <i>Except in subparagraph (c), replace the reference to 30 days with 15 days.</i>	Fixed Price Orders
52.243-2	Changes – Cost-Reimbursement <i>Except in subparagraph (c), replace the reference to 30 days with 15 days.</i>	Cost Reimbursement Orders
52.243-3	Changes – Time-and-Materials or Labor-Hours <i>Except in subparagraph (c), replace the reference to 30 days with 15 days.</i>	Time-and-Materials and Labor-Hour Orders
52.243-6	Change Order Accounting	All Orders
52.244-6	Subcontracts for Commercial Items	All Orders
52.245-1	Government Property <i>In which "Government" means Buyer except: (1) in the terms "Government furnished property" and "Government property," and (2) in subparagraph (d)(3)(i)(B), paragraph (e), subparagraph (f)(1)(ii), and subparagraph (j)(1) "Government" means Government and/or Buyer: In paragraph (g), and subparagraphs (h)(3), (h)(4), and (i).</i>	All Orders
52.246-1	Contractor Inspection Requirements	Orders equal to or less than \$150,000
52.246-2	Inspection of Supplies – Fixed Price	Fixed Price Orders
52.246-3	Inspection of Supplies – Cost-Reimbursement	Cost Reimbursement Orders
52.246-4	Inspection of Services – Fixed Price	Fixed Price Orders
52.246-5	Inspection of Services – Cost-Reimbursement	Cost Reimbursement Orders
52.246-6	Inspection – Time-and-Materials or Labor-Hours	Time-and-Materials and Labor-Hour Orders

Clauses	Title	Applicability
52.246-16	Responsibility for Supplies	Fixed Price Orders
52.246-17	Warranty of Supplies of a Noncomplex Nature <i>In the blanks at (b)(1) and (c)(1), insert "one year after acceptance."</i>	Fixed Price Orders
52.246-18	Warranty of Supplies of a Complex Nature <i>In Paragraph (b)(1) insert the words: "one year after acceptance."</i>	Fixed Price Orders
52.246-20	Warranty of Services	Fixed Price Orders for service
52.247-63	Preference for U.S. Flag Air Carriers	Orders that may involve international air transportation
52.247-64	Preference for Privately Owned U.S.-Flagged Commercial Vessels	Orders that may involve ocean transportation of supplies
52.248-1	Value Engineering	Orders equal to or greater than \$150,000
52.249-1	Termination for Convenience of the Government (Fixed Price) (Short Form)	Fixed Price Orders less than \$150,000
52.249-2	Termination for Convenience of the Government (Fixed Price) <i>In paragraph (c), termination inventory schedule shall be submitted no later than "60 days from the effective date of termination", paragraph (d) is deleted, in paragraph (e) "the Seller shall submit the termination settlement proposal within 6 months", and in paragraph (l), "a request for an equitable adjustment shall be requested within 45 days".</i>	Fixed Price Orders equal to or greater than \$150,000
52.249-5	Termination for Convenience of the Government (Educational and Other Nonprofit Institutions) <i>In paragraph (c), termination inventory schedule shall be submitted no later than "60 days from the effective date of termination," in paragraph (d) "the Seller shall submit the termination settlement proposal within 6 months," and paragraph (h) is deleted.</i>	Orders with an educational or nonprofit institution for R&D work on a non-profit or no-fee basis
52.249-6	Termination (Cost-Reimbursement) <i>In paragraph (d), termination inventory schedule shall be submitted no later than "60 days from the effective date of termination", paragraph (e) is deleted, in paragraph (f) "the Seller shall submit the termination settlement proposal within 6 months." Paragraph (j) is deleted.</i>	Cost Reimbursement Orders. Alternate I applies if the Order is for construction. Alternate IV applies if the Order is a Time- and-Materials or Labor-Hour Order
52.249-8	Default (Fixed-Price Supply and Service)	Fixed Price Orders equal to or greater than \$150,000
52.249-9	Default (Fixed-Price Research and Development)	Fixed Price Orders equal to or greater than \$150,000 for research and development
52.249-10	Default (Fixed-Price Construction)	Fixed Price Orders equal to or greater than \$150,000 for construction
52.249-14	Excusable Delays	Cost Reimbursement, Time-and-Materials and Labor Hour Orders
252.203-7001	Prohibition on Persons Convicted of Fraud or Other Defense-Contract-Related Felonies <i>Except that paragraph (g) does not apply.</i>	Orders equal to or greater than \$150,000
252.203-7002	Requirement to Inform Employees of Whistleblower Rights	All Orders



Cluses	Title	Applicability
252.203-7003	Agency Office of the Inspector General	Orders equal to or greater than \$5,500,000
252.203-7004	Display of Fraud Hotline Poster(s)	Orders equal to or greater than \$5,500,000
252.204-7000	Disclosure of Information	All Orders
252.204-7012	Safeguarding Covered Defense Information and Cyber Incident Reporting	All Orders that involve covered defense information
252.208-7000	Intent to Furnish Precious Metal as Government - Furnished Material	Orders equal to or greater than \$150,000
252.209-7004	Subcontracting with Firms That Are Owned or Controlled by the Government of a Terrorist Country	Orders equal to or greater than \$35,000
252.209-7009	Organizational Conflict of Interest-Major Defense Acquisition Program	Orders equal to or greater than (a) \$750,000 and greater than 10% of the value of the prime contract or (b) \$55 million
252.211-7000	Acquisition Streamlining	Orders equal to or greater than \$1,500,000
252.211-7003	Item Unique Identification and Valuation	All Orders
252.211-7007	Reporting of Government-Furnished Equipment in the DoD Item Unique Identification (IUID) Registry	All Orders
252.215-7000	Price Adjustment	Orders equal to or greater than \$750,000
252.215-7002	Cost Estimating Systems Requirements	Orders equal to or greater than \$750,000
252.219-7003	Small Business Subcontracting Plan (DoD Contracts)	Orders equal to or greater than \$700,000
252.222-7006	Restrictions on the Use of Mandatory Arbitration Agreements	Orders equal to or greater than \$1,000,000
252.223-7001	Hazard Warning Labels	All Orders that require the submission of hazardous material data sheets.
252.223-7002	Safety Precautions for Ammunition and Explosives	All Orders that involve ammunition or explosives
252.223-7003	Change in Place of Performance - Ammunition and Explosives	All Orders that involve ammunition or explosives
252.223-7006	Prohibition on Storage and Disposal of Toxic and Hazardous Materials	All Orders
252.223-7007	Safeguarding Sensitive Conventional Arms, Ammunition, and Explosives	All Orders that involve ammunition or explosives
252.223-7008	Prohibition of Hexavalent Chromium	All Orders
252.225-7001	Buy American Act and Balance of Payments Program <i>"Government" is not changed in this clause.</i>	All Orders
252.225-7002	Qualifying Country Sources as Subcontractors	All Orders
252.225-7004	Report of Intended Performance Outside the United States and Canada- Submission after Award	Orders equal to or greater than \$700,000
252.225-7007	Prohibition on Acquisition of United States Munitions List Items from Communist Chinese Military Companies	All Orders
252.225-7008	Restriction on Acquisition of Specialty Metals	All Orders
252.225-7009	Restriction on Acquisition of Certain Articles Containing Specialty Metals	All Orders
252.225-7013	Duty-Free Entry	All Orders
252.225-7015	Restriction on Acquisition of Hand or Measuring Tools	All Orders

Cluses	Title	Applicability
252.225-7016	Restriction on Acquisition of Ball and Roller Bearings	All Orders
252.225-7021	Trade Agreements	All Orders
252.225-7025	Restriction on Acquisition of Forgings	All Orders
252.225-7027	Restriction on Contingent Fees for Foreign Military Sales	All Orders
252.225-7028	Exclusionary Policies and Practices of Foreign Governments	All Orders
252.225-7030	Restriction on Acquisition of Carbon, Alloy, and Armor Steel Plate	All Orders
252.225-7033	Waiver of United Kingdom Levies	Orders equal to or greater than \$1,000,000
252.225-7040	Contractor Personnel Authorized to Accompany U.S. Armed Forces Deployed Outside the United States	All Orders
252.225-7043	Anti-Terrorism/Force Protection Policy for Defense Contractors Outside the United States	All Orders
252.225-7048	Export Controlled Items	All Orders
252.226-7001	Utilization of Indian Organizations, Indian-Owned Economic Enterprises and Native Hawaiian Small Concerns	Orders equal to or greater than \$500,000
252.227-7013	Rights in Technical Data – Noncommercial Items <i>Except delete "[I]o the Contractor" from (b)(1)(vi); delete "contract or" and "thereunder" from (b)(1)(ix); add "Buyer or" before "Government" in (c) and (i); change second and third occurrences of "Contracting Officer" to "Government" in (e)(4); add "And the Government" after "parties" in (h)(1); and change In (h)(2) "sixty (60)" to "fifty (50)" days. No substitutions for "Government" shall be made.</i>	All Orders
252.227-7014	Rights in Noncommercial Computer Software and Noncommercial Computer Software Documentation <i>Except add "Buyer or" before "Government" in (b)(1)(i); delete "[I]o the Contractor" from (b)(1)(iii); delete "contract or" and "thereunder" from (b)(1)(vi); change the second and third occurrences of "Contracting Officer" to "Government" in (e)(4); add "And the Government" after "parties" in (h)(1); and change In (h)(2) "sixty (60)" to "fifty (50)" days. No substitutions for "Government" shall be made.</i>	All Orders
252.227-7016	Rights in Bid or Proposal Information	All Orders
252.227-7017	Identification and Assertion of Use, Release or Disclosure Restrictions	All Orders
252.227-7019	Validation of Asserted Restrictions Computer Software	All Orders
252.227-7025	Limitations on the Use or Disclosure of Government-Furnished Information Marked With Restrictive Legends	All Orders
252.227-7026	Deferred Delivery of Technical Data or Computer Software	All Orders
252.227-7027	Deferred Ordering of Technical Data or Computer Software	All Orders
252.227-7028	Technical Data or Computer Software Previously Delivered to the Government	All Orders

Clauses	Title	Applicability
252.227-7030	Technical Data – Withholding of Payment	All Orders
252.227-7032	Rights in Technical Data and Computer Software (Foreign)	All Orders with foreign contractors to be performed overseas except Canada
252.227-7037	Validation of Restrictive Markings on Technical Data	All Orders
252.227-7038	Patent Rights – Ownership by the Contractor (Large Business)	All Orders for experimental, developmental, or research work or construction that includes experimental, development or research work to be performed by a large business.
252.227-7039	Patents – Reporting of Subject Inventions	All Orders for experimental, developmental, or research work to be performed by a small business concern or nonprofit organization.
252.228-7001	Ground and Flight Risk	All Orders
252.228-7005	Accident Reporting and Investigation Involving Aircraft, Missiles, and Space Launch Vehicles	All Orders
252.229-7011	Reporting of Foreign Taxes – U.S. Assistance Programs	All Orders that exceed \$500
252.231-7000	Supplemental Costs Principles	Orders equal to or greater than \$750,000
252.234-7002	Earned Value Management System	Orders equal to or greater than 50,000,000
252.234-7003	Notice of Cost and Software Data Reporting System	Orders equal to or greater than \$50,000,000
252.234-7004	Cost and Software Data Reporting System	Orders equal to or greater than \$50,000,000
252.235-7003	Frequency Authorization	All Orders
252.239-7016	Telecommunications Security Equipment, Devices, Techniques, and Services	All Orders
252.242-7004	Material Management and Accounting System	Orders equal to or greater than \$150,000
252.243-7001	Pricing of Contract Modifications	Fixed Price Orders
252.243-7002	Requests for Equitable Adjustment	Orders equal to or greater than \$150,000
252.244-7000	Subcontracts for Commercial Items and Commercial Components (DoD Contracts)	All Orders
252.245-7001	Tagging, Labeling, and Marking of Government Furnished Property	All Orders
252.245-7002	Reporting Loss of Government Property	All Orders
252.246-7001	Warranty of Data	All Orders
252.246-7003	Notification of Potential Safety Issues	All Orders
252.246-7007	Contractor Counterfeit Electronic Part Detection and Avoidance System	All Orders
252.246-7008	Sources of Electronic Parts	All Orders
252.247-7003	Pass-Through of Motor Carrier Fuel Surcharge Adjustment to the Cost Bearer	All Orders
252.247-7023	Transportation of Supplies by Sea	Orders equal to or greater than \$150,000
252.247-7024	Notification of Transportation of Supplies by Sea <i>Except Paragraph (a) the second sentence is modified to read "If, after award of the Order, the Seller learns that supplies."</i>	All Orders
252.249-7002	Notification of Anticipated Contract Termination or Reduction	Orders equal to or greater than \$700,000