KING MACHINE

KING MACHINE, LLC

QF-840-3.S1 SUPPLEMENTAL ACQUISITION CLAUSES

FEDERAL ACQUISITION REGULATION (FAR) AND DEFENSE FEDERAL ACQUISITION REGULATION SUPPLEMENT (DFARS) FLOWDOWN PROVISIONS FOR SUBCONTRACTS/PURCHASE ORDERS FOR NON-COMMERCIAL ITEMS UNDER A UNITED STATES DEPARTMENT OF DEFENSE PRIME CONTRACT

A. INCORPARATION OF FAR AND DFARS CLAUSES

The FAR and DFARS clauses referenced in Table 1 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 description, to this Contract. If the substance of any of the clauses in Table 1 is different from the substance incorporated and controlled by US Government FARS and DFARS Standard, the US Government Standard will apply. Seller shall include in each lower-tier subcontract the appropriate flow-down clauses as required by the FAR and DFARS clauses included in this Contract.

B. GOVERNMENT SUBCONTRACT

(a) This Contract is entered into by the parties in support of a U.S. Government contract.

(b) As used in the FAR and DFARS clauses referenced in Table 1 and otherwise in this Contract

1. "Commercial Item" means a commercial item as defined in FAR 2.101.

2. "Commercially available off-the-shelf (COTS) item" means a COTS item as defined in FAR 2.101

3. "Contract" means this contract.

4. "Contracting Officer" shall mean the U.S. Government Contracting Officer for government prime contract under which this Contract is entered.

5. "Contractor" and "Offeror" means the SELLER, which is the party identified on the face of the Contract with whom King Machine is contracting, acting as the immediate subcontractor to KING MACHINE.

6. "Prime Contract" means the contract between KING MACHINE and the U.S. Government or between KING MACHINE and its higher-tier contractor who has a contract with the U.S. Government.

7. "Subcontract" means any contract placed by SELLER or lower-tier subcontractors under this Contract

C. NOTES

(a) The following notes apply to the clauses incorporated in Table 1.

1. Where appropriate substitute "KING MACHINE" for "Government" or "United States" throughout these clauses.

2. Where appropriate substitute “KING MACHINE Procurement Representative” for “Contracting Officer”, “Administrative Contracting Officer” and “ACO” throughout these clauses.

3. Where appropriate insert “and KING MACHINE” after “Government” throughout these clauses.

4. Where appropriate insert “or KING MACHINE” after “Government” throughout these clauses.

5. Communication/notification required under these clauses from/to SELLER to/from the Contracting Officer shall be through KING MACHINE.

6. Where appropriate insert “and KING MACHINE” after “Contracting Officer”, throughout these clauses.

7. Where appropriate insert “or KING MACHINE Procurement Representative” after “Contracting Officer”, throughout these clauses.

D. AMENDMENTS REQUIRED BY PRIME CONTRACT

Seller agree that upon the request of KING MACHINE it will negotiate in good faith with KING MACHINE relative to amendments to this Contract to incorporate additional provisions herein or to change provisions hereof, as KING MACHINE may reasonably deem necessary in order to comply with the provisions of the applicable Prime Contract or with the provisions of amendments to such Prime Contract. If any such amendment to this Contract causes an increase or decrease in cost of, or the time required for, performance of any part of the Work under this Contract, an equitable adjustment shall be made.

E. PRESERVATION OF THE GOVERNMENT’S RIGHTS

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

Table 1

Section	Type	Clause	Clause Description	Applies	Trigger	Flow down
1	FAR	52.203-06	Restrictions on Subcontractor Sales to the Government	Trigger	$250k	Yes
1	FAR	52.203-06	Restrictions on Subcontractor Sales to the Government Alt 1	Trigger	$150k	Yes
1	FAR	52.203-07	Anti-Kickback Procedures	Trigger	$250k	Yes
1	FAR	52.203-12	Limitation on Payments to Influence Certain Federal Transactions	Trigger	$250k	Yes
1	FAR	52.203-13	Contractor Code of Business Ethics and Conduct	Trigger	$5.5M	Yes
1	FAR	52.203-14	Display of Hotline Posters	Trigger	$5.5M	Yes
1	FAR	52.203-15	Whistleblower Protection Under the American Recovery and Reinvestment Act of 2009	Yes	All	Yes
1	FAR	52.203-16	Preventing Personal Conflicts of Interest	Yes	All	Yes
1	FAR	52.203-17	Contractor Employee Whistleblower Rights and Requirements to Inform Employees of Whistleblower Rights	Trigger	$250k	Yes
1	FAR	52.203-19	Prohibition on Requiring Certain Internal Confidentiality Agreements or Statements	Yes	All	Yes
1	FAR	52.204-02	Security Requirements	Trigger	Classified Info Only	Yes
1	FAR	52.204-13	System for Award Management Maintenance	Yes	All	Yes
1	FAR	52.204-21	Basic Safeguarding of Covered Information Systems	Yes	All	Yes
1	FAR	52.204-23	Prohibition on Contracting for Hardware, Software and Services Developed or Provided by Kaspersky Lab and Other Covered Facilities	Yes	All	Yes
1	FAR	52.209-06	Protecting the Government's Interests When Subcontracting With Contractors Debarred, Suspended or Proposed for Debarment	Trigger	$3.5k	Yes
1	FAR	52.214-26	Audit and Records – Sealed Bidding	Yes	All	Yes
1	FAR	52.215-12	Subcontractor Certified Cost or Pricing Data	Trigger	$750k	Yes
1	FAR	52.215-12	Subcontractor Certified Cost or Pricing Data Dev May 2018	Trigger	$750k	Yes
1	FAR	52.215-12	Subcontractor Certified Cost or Pricing Data Alternate I	Trigger	$2.5M	Yes
1	FAR	52.215-13	Subcontractor Certified Cost or Pricing Data Alternate I	Trigger	$2.5M	Yes

1	FAR	52.215-13	Subcontractor Certified Cost or Pricing Data -- Modifications	Trigger	$750k	Yes
1	FAR	52.215-14	Integrity of Unit Prices	Trigger	$250k	Yes
1	FAR	52.215-15	Pension Adjustments and Asset Reversions	Yes	All	Yes
1	FAR	52.215-18	Reversion or Adjustment of Plans for Post-Retirement Benefits (PRB) Other Than Pension	Yes	All	Yes
1	FAR	52.215-19	Notification of Ownership Changes	Yes	All	Yes
1	FAR	52.215-23	Limitations on Pass-Through Charges	Yes	$250k	Yes
1	FAR	52.215-23	Limitations on Pass-Through Charges - Alternative I	Yes	$250k	Yes
1	FAR	52.222-04	Contract Work hours and Safety Standards-Overtime Compensation	Yes	All	Yes
1	FAR	52.222-21	Prohibition of Segregated Facilities	Yes	All	Yes
1	FAR	52.222-26	Equal Opportunity	Yes	All	Yes
1	FAR	52.222-26	Equal Opportunity Alternate I	Yes	All	Yes
1	FAR	52.222-35	Equal Opportunity for Veterans	Trigger	$250k	Yes
1	FAR	52.222-35	Equal Opportunity for Special Disabled Veterans, Veterans of the Vietnam Era, and Other Eligible Veterans Alternate I	Trigger	$250k	Yes
1	FAR	52.222-36	Equal Opportunity for Workers with Disabilities	Trigger	$15k	Yes
1	FAR	52.222-36	Equal Opportunity for Workers with Disabilities, Alternate I	Trigger	$15k	Yes
1	FAR	52.222-37	Employment Reports on Veterans	Trigger	$250k	Yes
1	FAR	52.222-40	Notification of Employee Rights Under National Labor Relations Act	Trigger	$10k	Yes
1	FAR	52.222-41	Service Contract Act of 1965	Yes	All	Yes
1	FAR	52.222-54	Employment Eligibility Verification	Trigger	$3.5k	Yes
1	FAR	52.222-55	Minimum Wages Under Executive Order 13658	Yes	All	Yes
1	FAR	52.222-90	Addressing DEI Discrimination by Federal Contracts	Yes	All	Yes
1	FAR	52.223-18	Encouraging Contractor Policies to Ban Text Messaging While Driving	Yes	$3.5k	Yes
1	FAR	52.225-13	Restriction on Certain Foreign Purchases	Yes	All	Yes
1	FAR	52.226-08	Encouraging Contractor Policies to Ban Text Messaging While Driving	Yes	$10k	Yes
1	FAR	52.227-01	Authorization and Consent	Yes	$250k	Yes
1	FAR	52.227-01	Authorization and Consent Alternative I	Yes	$250k	Yes

1	FAR	52.227-02	Notice and Assistance Regarding Patent and Copyright Infringement	Yes	$250k	Yes
1	FAR	52.232-40	Providing accelerated Payments to Small Business Subcontractors	Yes	All	Yes
1	FAR	52.234-04	Earned Value Management System	Yes	All	Yes
2	DFAR	252.203-7002	Requirement to Inform Employees of Whistle Blower Rights	Yes	All	Yes
2	DFAR	252.203-7004	Display of Hotline Posters	Trigger	$5.5m	Yes
2	DFAR	252.204-7000	Disclosure of Information	Yes	All	Yes
2	DFAR	252.204-7008	Compliance with Safeguarding Covered Defense Information Controls	Yes	All	Yes
2	DFAR	252.204-7009	Limitations on the Use and Disclosure of Third Party Contractor Reported Cyber Incident Information	Yes	All	Yes
2	DFAR	252.204-7014	Limitations on the Use or Disclosure of Information by Litigation Support Contractors	Yes	All	Yes
2	DFAR	252.204-7015	Notice of Authorized Disclosure of Information for Litigation Support	Yes	All	Yes
2	DFAR	252.204-7021	Contractor Compliance With the Cybersecurity Maturity Model Certification Level Requirements.	Yes	All	Yes
2	DFAR	252.215-7008	Only One Offer	Yes	$250k	Yes
2	DFAR	252.215-7010	Requirements for Certified Cost or Pricing Data and Data Other Than Certified Cost or Pricing Data-Basic	Yes	$2.0M	Yes
2	DFAR	252.215-7010	Requirements for Certified Cost or Pricing Data and Data Other Than Certified Cost or Pricing Data-Alternate I	Yes	$2.0M	Yes
2	DFAR	252.225-7007	Prohibition on Acquisition of United States Munitions List Items from Communist Chinese Military Companies	Yes	All	Yes
2	DFAR	252.225-7009	Restrictions on Acquisition of Certain Articles Containing Specialty Metals	Yes	All	Yes
2	DFAR	252.225-7016	Restrictions on Acquisition of Ball and Roller Bearings	Trigger	Contains Items	Yes
2	DFAR	252.225-7025	Restrictions on Acquisition of Forgings	Trigger	Contains Items	Yes
2	DFAR	252.225-7048	Export-Controlled Items	Yes	All	Yes
2	DFAR	252.225-7052	Restriction on the Acquisition of Certain Magnets and Tungsten	Yes	All	Yes
2	DFAR	252.225-7054	Prohibition on Use of Certain Energy Sourced from Inside the Russian Federation	Yes	All	Yes

2	DFAR	252.225-7056	Prohibition Regarding Business Operations with the Maduro Regime	Yes	All	Yes
2	DFAR	252.225-7061	Restriction on the Acquisition of Personal Protective Equipment and Certain Other Items from Non-Allied Foreign Nations	Yes	All	Yes
2	DFAR	252.225-7062	Restriction on Acquisition of Large Medium-Speed Diesel Engines	Yes	$250k	Yes
2	DFAR	252.225-7063	Restriction on Acquisition of Components of T-AO 205 AND T-ARC Class Vessels	Yes	All	Yes
2	DFAR	252.225-7064	Restriction On Acquisition of Certain Satellite Components	Yes	All	Yes
2	DFAR	252.225-7067	Prohibition Regarding Russian Fossil Fuel Business Operations (DEVIATION 2024-O0006, REVISION 1)	Yes	All	Yes
2	DFAR	252.225-7967	Prohibition Regarding Russian Fossil Fuel Business Operations (Deviation 2024-O0006)	Yes	All	Yes
2	DFAR	252.226-7001	Utilization of Indian Organizations and Indian-Owned Economic Enterprises--DOD Contracts and Native Hawaiian Small Business Concerns	Trigger	$500k	Yes
2	DFAR	252.227-7016	Rights in Bid or Proposal Information	Yes	All	Yes
2	DFAR	252.232-7017	Accelerating Payments to Small Business Subcontractors-Prohibition on Fees and Consideration	Yes	All	Yes
2	DFAR	252.234-7002	Earned Value Management System	Yes	$50M	Yes
2	DFAR	252.234-7002	Earned Value Management System Deviation	Yes	$50M	Yes
2	DFAR	252.237-7010	Prohibition on Interrogation of Detainees by contractor Personnel	Yes	All	Yes
2	DFAR	252.246-7003	Notification of Potential Safety Issues	Yes	All	Yes
2	DFAR	252.249-7002	Notification of Anticipated Contract Termination or Reduction	Trigger	$700k	Yes
5	NASA	1852.203-71	Requirement to Inform Employees of Whistleblower Rights	Yes	All	Yes
5	NASA	1852.204-76	Security Requirements for Unclassified Information Technology Resources	Yes	All	Yes
5	NASA	1852.208-81	Restrictions on Printing and Duplicating	Yes	All	Yes
5	NASA	1852.211-70	Packaging, Handling, and Transportation	Yes	All	Yes
5	NASA	1852.223-74	Drug and Alcohol Free Workforce	Yes	All	Yes
5	NASA	1852.237-72	Access to Sensitive Information	Yes	All	Yes
5	NASA	1852.237-73	Release of Sensitive Information	Yes	All	Yes

5	**NASA**	**1852.244-70**	**Geographic Participation in the Aerospace Program**	**Trigger**	**$100k**	**Yes**
5	**NASA**	**1852.246-73**	**Human Space Flight Item**	**Yes**	**All**	**Yes**