

**TERMS AND CONDITIONS APPLICABLE TO PURCHASE ORDERS OR AGREEMENTS
INVOLVING FEDERAL GOVERNMENT FUNDS**

If the Purchase Order involves U.S. government funds, then the following clauses, applicable to funds from a U.S. government grant (pp. 1-4) or funds from a U.S. government contract (pp. 5-7), are incorporated into and made a part of the Purchase Order.

**TERMS AND CONDITIONS APPLICABLE TO PURCHASE ORDERS OR AGREEMENTS
INVOLVING FUNDS FROM A FEDERAL GOVERNMENT GRANT**

If the Purchase Order involves funds from U.S. government grant or cooperative agreement, or a subaward under a U.S. government grant, the following clauses from the Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards, 2 C.F.R. Part 200, are incorporated into and made terms and conditions of this Purchase Order. Seller shall flow down all applicable clauses to lower tier subcontractors or suppliers.

1. **Equal Employment Opportunity.** Except as otherwise provided under 41 CFR Part 60, for all Orders that meet the definition of “federally assisted construction contract” in 41 CFR Part 60-1.3 Seller agrees to comply with the equal opportunity clause provided under 41 CFR 60-1.4(b), in accordance with Executive Order 11246, “Equal Employment Opportunity” (30 FR 12319, 12935, 3 CFR Part, 1964-1965 Comp., p. 339), as amended by Executive Order 11375, “Amending Executive Order 11246 Relating to Equal Employment Opportunity,” and implementing regulations at 41 CFR part 60, “Office of Federal Contract Compliance Programs, Equal Employment Opportunity, Department of Labor.”
2. **Davis-Bacon Act, as amended (40 U.S.C. 3141-3148).** For construction or repair contracts in excess of \$2,000, or is otherwise required by Federal program legislation, Seller agrees to comply with the Davis-Bacon Act (40 U.S.C. 3141-3144, and 3146-3148) as supplemented by Department of Labor regulations (29 CFR Part 5, “Labor Standards Provisions Applicable to Contracts Covering Federally Financed and Assisted Construction”). Under these requirements, Seller is required to pay wages to laborers and mechanics at a rate not less than the prevailing wages specified in a wage determination made by the Secretary of Labor. In addition, Seller must pay wages not less than once a week.
3. **Copeland “Anti-Kickback” Act (40 U.S.C. 3145).** For construction or repair contracts in excess of \$2,000, Seller agrees to comply with the Copeland “Anti-Kickback” Act (40 U.S.C. 3145), as supplemented by Department of Labor regulations (29 CFR Part 3, “Contractors and Subcontractors on Public Building or Public Work Financed in Whole or in Part by Loans or Grants from the United States”). The Act provides that Seller is prohibited from inducing, by any means, any person employed in the construction, completion, or repair of public work, to give up any part of the compensation to which he or she is otherwise entitled.
4. **Contract Work Hours and Safety Standards Act (40 U.S.C. 3701-3708).** If the Order is in excess of \$100,000 and involve the employment of mechanics or laborers, Seller shall comply with 40 U.S.C. 3702 and 3704, as supplemented by Department of Labor regulations (29 CFR Part 5). Under 40 U.S.C. 3702 of the Act, Seller is required to compute the wages of every mechanic and laborer on the basis of a standard work week of 40 hours. Work in excess of the standard work week is permissible provided that the worker is compensated at a rate of not less

than one and a half times the basic rate of pay for all hours worked in excess of 40 hours in the work week. The requirements of 40 U.S.C. 3704 are applicable to construction work and provide that no laborer or mechanic must be required to work in surroundings or under working conditions which are unsanitary, hazardous or dangerous. These requirements do not apply to the purchases of supplies or materials or articles ordinarily available on the open market, or contracts for transportation or transmission of intelligence

5. **Rights to Inventions Made Under a Contract or Agreement.** If the Order is for the performance of Federally funded research, development, or experimental work, Seller agrees to provide to Rockefeller and the U.S. government rights in any invention as contemplated by 37 C.F.R. Part 401 "Rights to Inventions Made by Nonprofit Organizations and Small Business Firms Under Government Grants, Contracts and Cooperative Agreements," and to comply with 37 C.F.R. Part 401 and any awarding agency implementing regulations.
6. **Clean Air Act (42 U.S.C. 7401-7671q.) and the Federal Water Pollution Control Act (33 U.S.C. 1251-1387), as amended.** If the Order is in excess of \$150,000, Seller shall comply with all applicable standards, orders or regulations issued pursuant to the Clean Air Act (42 U.S.C. 7401-7671q) and the Federal Water Pollution Control Act as amended (33 U.S.C. 1251-1387). Violations shall be reported to the Federal awarding agency and the Regional Office of the Environmental Protection Agency (EPA)
7. **Debarment and Suspension (Executive Orders 12549 and 12689).** A contract award (see 2 CFR 180.220) must not be made to parties listed on the governmentwide exclusions in the System for Award Management (SAM), in accordance with the OMB guidelines at 2 CFR 180 that implement Executive Orders 12549 (3 CFR part 1986 Comp., p. 189) and 12689 (3 CFR part 1989 Comp., p. 235), "Debarment and Suspension." SAM Exclusions contain the names of parties debarred, suspended, or otherwise excluded by agencies, as well as parties declared ineligible under statutory or regulatory authority other than Executive Order 12549. This purchase order is issued with the understanding that the vendor is not presently debarred, suspended, proposed for disbarment, declared ineligible, or voluntarily excluded by any federal agency from participation in any federal program, including but not limited to grants, contracts and/or cooperative agreements, and that it will notify The Rockefeller University immediately if it is placed on the SAM Exclusions list.
8. **Byrd Anti-Lobbying Amendment (31 U.S.C. 1352).** If the Order is for \$100,000 or more, Seller and any of its subcontractors or suppliers shall file the certification required by this statute and its implementing regulations. Each tier certifies to the tier above that it will not and has not used Federal appropriated funds to pay any person or organization for influencing or attempting to influence an officer or employee of any agency, a member of Congress, officer or employee of Congress, or an employee of a member of Congress in connection with obtaining any Federal contract, grant or any other award covered by 31 U.S.C. 1352. Each tier must also disclose any lobbying with non-Federal funds that takes place in connection with obtaining any Federal award. Such disclosures are forwarded from tier to tier up to The Rockefeller University.
9. **Procurement of Recovered Materials (2 C.F.R. 200.323).** A non-Federal entity that is a state agency or agency of a political subdivision of a state and its contractors must comply with section 6002 of the Solid Waste Disposal Act, as amended by the Resource Conservation and Recovery Act. To the extent applicable, Seller shall comply with section 6002 of the Solid Waste

Disposal Act, as amended by the Resource Conservation and Recovery Act. The requirements of Section 6002 include procuring only items designated in guidelines of the Environmental Protection Agency (EPA) at 40 CFR part 247 that contain the highest percentage of recovered materials practicable, consistent with maintaining a satisfactory level of competition, where the purchase price of the item exceeds \$10,000 or the value of the quantity acquired during the preceding fiscal year exceeded \$10,000; procuring solid waste management services in a manner that maximizes energy and resource recovery; and establishing an affirmative procurement program for procurement of recovered materials identified in the EPA guidelines.

10. **Energy Policy and Conservation Act (42 U.S.C. 6201).** Seller agrees to comply with all mandatory standards and policies relating to energy efficiency standards which are contained in the state energy conservation plan issued in compliance with the Energy Policy and Conservation Act (42 U.S.C. 6201).

11. **Prohibition on Certain Telecommunications and Video Surveillance Services or Equipment (2 C.F.R. 200.216).** Seller shall not expend funds received under this Purchase Order to
 - A. Procure or obtain;
 - B. Extend or renew a contract to procure or obtain; or
 - C. Enter into a contract (or extend or renew a contract) to procure or obtain equipment, services, or systems that use covered telecommunications equipment or services as a substantial or essential component of any system, or as critical technology as part of any system. As described in Public Law 115-232, section 889, covered telecommunications equipment is telecommunications equipment produced by Huawei Technologies Company or ZTE Corporation (or any subsidiary or affiliate of such entities).
 - a. For the purpose of public safety, security of government facilities, physical security surveillance of critical infrastructure, and other national security purposes, video surveillance and telecommunications equipment produced by Hytera Communications Corporation, Hangzhou Hikvision Digital Technology Company, or Dahua Technology Company (or any subsidiary or affiliate of such entities).
 - b. Telecommunications or video surveillance services provided by such entities or using such equipment.
 - c. Telecommunications or video surveillance equipment or services produced or provided by an entity that the Secretary of Defense, in consultation with the Director of the National Intelligence or the Director of the Federal Bureau of Investigation, reasonably believes to be an entity owned or controlled by, or otherwise connected to, the government of a covered foreign country.

12. **Domestic Preference for Procurements (2 C.F.R. 200.322).** As appropriate and to the extent consistent with law, Seller should, to the greatest extent practicable under this Purchase Order, provide a preference for the purchase, acquisition, or use of goods, products, or materials produced in the United States (including but not limited to iron, aluminum, steel, cement, and other manufactured products). Seller shall include the requirements of this provision in any lower-tier awards under this Purchase Order. For the purposes of this Purchase Order:

- A. "Produced in the United States" means, for iron and steel products, that all manufacturing processes, from the initial melting stage through the application of coatings, occurred in the United States.
- B. "Manufactured products" means items and construction materials composed in whole or in part of non-ferrous metals such as aluminum; plastics and polymer-based products such as polyvinyl chloride pipe; aggregates such as concrete; glass, including optical fiber; and lumber.

13. **Contracting with Small and Minority Businesses, Women's Business Enterprises, and Labor Surplus Area Firms (2 CFR 200.321).** Seller shall take all necessary affirmative steps to assure that minority businesses, women's business enterprises, and labor surplus area firms are used when possible. Affirmative steps must include:
- a. Placing qualified small and minority businesses and women's business enterprises on solicitation lists;
 - b. Assuring that small and minority businesses, and women's business enterprises are solicited whenever they are potential sources;
 - c. Dividing total requirements, when economically feasible, into smaller tasks or quantities to permit maximum participation by small and minority businesses, and women's business enterprises;
 - d. Establishing delivery schedules, where the requirement permits, which encourage participation by small and minority businesses, and women's business enterprises;
 - e. Using the services and assistance, as appropriate, of such organizations as the Small Business Administration and the Minority Business Development Agency of the Department of Commerce; and
 - f. If further subcontracts are to be let, Seller shall take the affirmative steps listed in (a) through (e) above.

**TERMS AND CONDITIONS APPLICABLE TO PURCHASE ORDERS OR AGREEMENTS
INVOLVING FUNDS FROM FEDERAL GOVERNMENT CONTRACTS**

If the Purchase Order involves funds from a U.S. government contract or funds from a subcontract at any tier relating to a U.S. government contract, the following clauses set forth in the Federal Acquisition Regulation (FAR) and the Defense Federal Acquisition Regulation Supplement (DFARS) in effect on the date of the Purchase Order are incorporated into the Purchase Order by reference, where applicable, and as if set forth in full text and form a part of the terms and conditions of the Purchase Order. Seller shall include the appropriate FAR and DFARS clauses in any lower-tier subcontract.

Where necessary to derive proper meaning from these clauses, "Contractor" means "Seller," "Contract" means the Purchase Order and "Contracting Officer," "Government" and equivalent terms and phrases mean "The Rockefeller University." However, the words "Government" and "Contracting Officer" do not change when a right, act, authorization or obligation can be granted or performed only by the Government or the Prime Contract Contracting Officer.

FAR 42.202-1	Definitions (NOV 2013)
FAR 52.203-13	Contractor Code of Business Ethics and Conduct (NOV 2021)
FAR 52.203-15	Whistleblower Protections Under the American Recovery and Reinvestment Act of 2009 (JUN 2010)
FAR 52.203-19	Prohibition on Requiring Certain Internal Confidentiality Agreements or Statements (JAN 2017)
FAR 52.204-21	Basic Safeguarding of Covered Contractor Information Systems (NOV 2021)
FAR 52.204-23	Prohibition on Contracting for Hardware, Software, and Services Developed or Provided by Kaspersky Lab and Other Covered Entities (NOV 2021)
FAR 52.204-25	Prohibition on Contracting for Certain Telecommunications and Video Surveillance Services or Equipment. (NOV 2021)
FAR 52.219-8	Utilization of Small Business Concerns (OCT 2018)
FAR 52.222-21	Prohibition of Segregated Facilities (APR 2015)
FAR 52.222-26	Equal Opportunity (SEP 2016)
FAR 52.222-35	Equal Opportunity for Veterans (Jun 2020)
FAR 52.222-36	Equal Opportunity for Workers with Disabilities (Jun 2020)
FAR 52.222-37	Employment Reports on Veterans (Jun 2020)
FAR 52.222-40	Notification of Employee Rights Under the National Labor Relations Act (DEC 2010)
FAR 52.222-50 or Alt 1 as applicable	Combating Trafficking in Persons (NOV 2021)
FAR 52.222-55	Minimum Wages for Contractor Workers under Executive Order 14026 (JAN 2022)
FAR 52.222-62	Paid Sick Leave Under Executive Order 13706 (JAN 2022)

FAR 52.224-3 or Alt. 1 as applicable	Privacy Training (JAN 2017)
FAR 52.225-26	Contractors Performing Private Security Functions Outside the United States (OCT 2016)
FAR 52.232-40	Providing Accelerated Payments to Small Business Subcontractors (NOV 2021)
FAR 52.244-6	Subcontracts for Commercial Products & Services (JAN 2022)
FAR 52.247-64	Preference for Privately Owned U.S.-Flag Commercial Vessels (NOV 2021)
DFARS 252.203-7002	Requirement To Inform Employees of Whistleblower Rights (SEP 2013)
DFARS 252.204-7000	Disclosure of Information (OCT 2016)
DFARS 252.204-7009	Limitations on the Use or Disclosure of Third-Party Contractor Reported Cyber Incident Information (OCT 2016)
DFARS 252.204-7012	Safeguarding Covered Defense Information and Cyber Incident Reporting (DEC 2019)
DFARS 252.204-7015	Notice of Authorized Disclosure of Information for Litigation Support (May 2016)
DFARS 252.204-7018	Prohibition on the Acquisition of Covered Defense Telecommunications Equipment or Services (DEC 2019)
DFARS 252.204-7020	NIST SP 800-171 DoD Assessment Requirements (NOV 2020)
DFARS 252.204-7021	Cybersecurity Maturity Model Certification Requirements (NOV 2020)
DFARS 252.211-7003	Item Unique Identification and Valuation (MAR 2022)
DFARS 252.219-7004	Small Business Subcontracting Plan (Test Program) (DEC 2019)
DFARS 252.223-7001	Hazard Warning Labels (DEC 1991)
DFARS 252.223-7008	Prohibition of Hexavalent Chromium (JUN 2013)
DFARS 252.225-7009	Restriction on Acquisition of Certain Articles Containing Specialty Metals (DEC 2019)
DFARS 252.225-7013	Duty Free Entry (NOV 2014)
DFARS 252.225-7048	Export-Controlled Items (JUN 2013)
DFARS 252.225-7052	Restriction on the Acquisition of Certain Magnets, Tantalum, and Tungsten (OCT 2020)
DFARS 252.227-7015	Technical Data – Commercial Items (FEB 2014)
DFARS 252.227-7019	Validation of Asserted Restrictions—Computer Software (SEP 2016)
DFARS 252.227-7037	Validation of Restrictive Markings on Technical Data (SEP 2016)
DFARS 252.229-7011	Reporting Foreign Taxes – US Assistance Programs (SEP 2005)
DFARS 252.235-7002	Animal Welfare (DEC 2014)
DFARS 252.235-7003	Frequency Authorization (MAR 2014)

DFARS 252.235-7004	Protection of Human Subjects (JUL 2009)
DFARS 252.236-7013	Requirement for Competition Opportunity for American Steel Producers, Fabricators, and Manufacturers (JUN 2013)
DFARS 252.244-7000	Subcontracts for Commercial Items (OCT 2020)
DFARS 252.246-7003	Notification of Potential Safety Issues (Jun 2013)
DFARS 252.247-7003	Pass-Through of Motor Carrier Fuel Surcharge Adjustment to the Cost Bearer (JUN 2013)
DFARS 252.247-7023	Transportation of Supplies By Sea (FEB 2019)