

APPENDIX I

ADDITIONAL TERMS AND CONDITIONS FOR THE PURCHASE OF COMMERCIAL ITEMS UNDER U.S. GOVERNMENT CONTRACTS & SUBCONTRACTS

The terms in this Appendix supplement Buyer's Standard Term and Conditions of Purchase for Commercial Purchases of Goods and Services. In interpreting and applying the following clauses, and as the context requires, the term "Contractor" shall mean Supplier, the term "Contract" shall mean this order, and the term "Government", "Contracting Officer" and equivalent phrases shall mean Buyer and/or Buyer's purchasing representative.

Notwithstanding the prior paragraph, the terms "Government" and "Contracting Officer" do not change:

- When a right, act, authorization or obligation can be granted or performed only by the U.S. Government or a U.S. Government designated Contracting Officer or his/her duly-authorized representative; or
- When title to property is to be transferred directly to the U.S. Government; or
- Where reference is specifically made to the "U.S. Government" or to a "U.S. Government Contracting Officer".

FAR and DFARS Clauses Incorporated in Agreements for the Purchase of Commercial Items:

The following FAR and DOD FAR Supplement clauses (including alternates), as modified by Federal Acquisition Circulars and other agency Acquisition Circulars respectively, on the date of and required by the prime contract identified on the face of this order, are hereby incorporated by reference and made a material part hereof. If there is a conflict between or among one or more clauses herein, or an addition to a clause after the effective date of this order, the version of the clause applicable to this order shall be the version of the clause in the prime contract.

52.203-7 "Anti-Kickback Procedures"

52.209-6 "Protecting the Government's Interest when Subcontracting with Contractors Debarred, Suspended, or Proposed for Debarment" (Any limitations imposed by the Government on Purchaser's issuance of subcontracts to Supplier shall limit Purchaser's obligation to purchase Government Titanium Products from Supplier.)

52.211-15 “Defense Priority and Allocation Requirements” (Applies to any rated orders under the Defense Priorities and Allocations System regulations (15 CFR Part 700))

52.212-3 “Offeror Representations and Certifications - Commercial Items”

252.212-7000 “Offeror Representations and Certifications - Commercial Items”

252.225-7001 “Buy American Act and Balance of Payments Program” and DFARS 252.225-7002 “Qualifying Country Sources as Subcontractors” (as necessary for the prime contractor to comply with these clauses.) (Qualifying countries are set forth in DFARS 225.872-1.)

252.225-7014 “Preference for Domestic Specialty Metals”

Supplier agrees to comply with the following federal laws and Federal Acquisition Regulation (“FAR”) clauses, which are incorporated in this contract by reference, to implement provisions of law or Executive orders applicable to acquisitions of commercial items:

31 U.S.C. 1352 relating to limitations on the use of appropriated funds to influence certain Federal contracts;

18 U.S.C. 431 relating to Officials Not To Benefit;

40 U.S.C 327, *et seq.*, Contract Work Hours and Safety Standards Act;

41 U.S.C. 51-58, Anti-Kickback Act of 1986;

41 U.S.C. 265 and 10 U.S.C. 2409 relating to whistleblower protections;

49 U.S.C 40118, Fly American;

41 U.S.C. 423 relating to Procurement Integrity;

52.222-3, Convict Labor (E.O. 11755);

52.233-3, Protest After Award (31 U.S.C 3553).

52.203-6, Restrictions on Supplier Sales to the Government, including Alternate I (41 U.S.C. 253g and 10 U.S.C. 2402)

52.219-8, Utilization of Small Business Concerns and Small Disadvantaged Business Concerns (15 U.S.C. 637 (d) (2) and (3));

52.219-9, Small, Small Disadvantaged and Women- Owned Small Business Subcontracting Plan (15 U.S.C. 637 (d)(4));

52.219-14, Limitation on Subcontracting (15 U.S.C. 637(a)(14)).

52.219-23, Notice of Price Evaluation Adjustment for Small Disadvantaged Business Concerns (Pub. L. 103-355, section 7102, and 10 U.S.C. 2323)(including Alternate 1, if applicable) (if the offeror elects to waive the adjustment, it shall so indicate in its offer).

52.219-25, Small Disadvantaged Business Participation Program--Disadvantaged Status and Reporting (Pub. L. 103-355, section 7102, and 10 U.S.C. 2323).

52.219-26, Small Disadvantaged Business Participation Program--Incentive Subcontracting (Pub. L. 103-355, section 7102, and 10 U.S.C.2323).

52.222-26, Equal Opportunity (E.O. 11246).

52.222-35, Affirmative Action for Disabled Veterans and Veterans of the Vietnam Era (38 U.S.C. 4212).

52.222-36, Affirmative Action for Handicapped Workers (29 U.S.C. 793).

52.222-37, Employment Reports on Disabled Veterans and Veterans of the Vietnam Era (38 U.S.C. 4212).

52.225-3, Buy American Act--Supplies (41 U.S.C. 10).

52.225-9, Buy American Act--Trade Agreements Act-- Balance of Payments Program (41 U.S.C. 10, 19 U.S.C. 2501-2582).

52.225-18, European Union Sanction for End Products (E.O. 12849).

52.225-19, European Union Sanctions for Services (E.O. 12849).

52.225-21, Buy American Act--North American Free Trade Agreement Implementation Act--Balance of Payments Program (41 U.S.C 10, Pub. L. 103-187), including Alternate I of 52.225-21.

52.239-1, Privacy or Security Safeguards (5 U.S.C. 552a).

52.247-64, Preference for Privately Owned U.S.- Flag Commercial Vessels (46 U.S.C. 1241).

To the extent Supplier will provide services to Buyer under this agreement, Supplier also agrees to comply with the following FAR clauses to implement provisions of law or executive orders applicable to the procurement of services or services acquired in connection with acquisitions of commercial items or components:

52.222-41, Service Contract Act of 1965, As amended (41 U.S.C. 351, et seq.).

52.222-42, Statement of Equivalent Rates for Federal Hires (29 U.S.C. 206 and 41 U.S.C. 351, et seq.).

52.222-43, Fair Labor Standards Act and Service Contract Act--Price Adjustment (Multiple Year and Option Contracts) (29 U.S.C. 206 and 41 U.S.C. 351, et seq.).

52.222-44, Fair Labor Standards Act and Service Contract Act--Price Adjustment (29 U.S.C. 206 and 41 U.S.C. 351, et seq.).

52.222-47, SCA Minimum Wages and Fringe Benefits Applicable to Successor Contract Pursuant to Predecessor Supplier Collective Bargaining Agreement (CBA) (41 U.S.C. 351, et seq.).