

**Generac Power Systems, Inc. - Purchase Order Terms – FAR/DFARS Flow-Down Clauses for US Government Contracts**

The following clauses set forth in the FAR and the DFARS as in effect on the date of this Purchase Order are incorporated herein by reference as applicable. FAR clause 52.244-6 "Subcontracts for Commercial Items" and DFARS clause 252.244-7000 "Subcontracts for Commercial Items and Commercial Components (DoD Contracts)" are incorporated herein by reference. Except as noted below, the following changes to the FAR/DFARS clauses are made for incorporation of these clauses into this Purchase Order: "Contractor" or "prime contractor" shall mean "Seller"; "Government" shall mean "Generac"; "Contracting Officer" shall mean "Generac's Authorized Representative"; and "Contract" or "Schedule" shall mean "Purchase Order or Schedule." Any inconsistencies between the FAR/DFARS clauses and the foregoing terms and conditions shall be resolved by giving precedence to the FAR/DFARS clauses.

- 252.236-7013 Requirement for Completion Opportunity for American Steel Producers, Fabricators, and Manufacturers (JUNE 2013)
  - 252.239-7018 Supply Chain Risk (NOV 2013)
  - 252.246-7003 Notification of Potential Safety Issues (JUN 2013). Under (b), "Government" shall mean "Government". Under (c), Generac shall also be notified. Under (d)(2), "Government" shall mean "Government and/or Generac". Under (f)(2)(ii), Generac shall also be notified.
  - 252.246-7007 Contractor Counterfeit Electronic Part Detection and Avoidance System (MAY 2014)
  - 252.247-7023 Transportation of Supplies by Sea (MAY 2002) (Paragraph (c) shall begin: "(c) The Seller and its subcontractors may request that Generac obtain Government authorization for shipment." In paragraph (d), "45" is changed to "60." In paragraph (e), "30" is changed to "25." Also in paragraph (e), "and the Maritime Administration, Office of Cargo Preference, U.S. Department of Transportation, 400 Seventh Street SW, Washington, DC 20590" is deleted. In paragraph (g), "for the purposes of the Prompt Payment clause of this contract" is deleted. Delete paragraphs (f) and (g) for order of \$100,000 or less.)
  - 252.247-7024 Notification of Transportation of Supplies by Sea (MAR 2000)
- a.** **All Orders**
- 52.203-15 Whistleblower Protections Under the American Recovery and Reinvestment Act of 2009 (JUN 2010)
  - 52.204-10 Reporting Executive Compensation and First-Tier Subcontract Awards (JUL 2013) (Note: Subparagraph (d)(2) does not apply. If Seller meets the thresholds contained in paragraphs (d)(3) and (g)(2) of the clause, Seller shall report required executive compensation by posting the information to the Government's Central Contractor Registration (CCR) database. Please be advised that all information posted will be available to the general public).
  - 52.222-17 Nondisplacement of Qualified Workers (JAN 2013) (E.O. 13495)
  - 52.222-21 Prohibition of Segregated Facilities (FEB 1999)
  - 52.222-26 Equal Opportunity (MAR 2007)
  - 52.222-50 Combating Trafficking in Persons (FEB 2009) (22 USC 7104(g))
  - 52.223-15 Energy Efficiency in Energy-Consuming Products (DEC 2007) (42 U.S.C. 8259b)
  - 52.223-16 IEEE 1680 Standard for the Environmental Assessment of Personal Computer Products (DEC 2007) (E.O. 13423)
  - 52.225-13 Restrictions on Certain Foreign Purchases (JUN 2008)
  - 52.225-26 Contractors Performing Private Security Functions Outside the United States (JUL 2013) (Section 862, as amended, of the National Defense Authorization Act of Fiscal Year 2008; 10 U.S.C. 2303 Note)
  - 52.232-40 Providing Accelerated Payments to Small Business Subcontractors (DEC 2013) (Note: This only applies if Seller is a small business concern. This clause does not apply if Generac does not receive accelerated payments under the prime contract. Not all agencies provide accelerated payments)
  - 52.239-1 Privacy or Security Safeguards (AUG 1996)
  - 52.242-13 Bankruptcy (JUL 1995)
  - 52.246-1 Contractor Inspection Requirements (APR 1984)
  - 52.247-64 Preference for Privately Owned U.S. Flag Commercial Vehicles (FEB 2006) (Delete (c)(1)(ii).)
  - 52.247-67 Submission of Transportation Documents for Audit (FEB 2006) (Note: This clause only applies if this is a cost reimbursement contract and transportation will be reimbursed as a direct charge to the Contract. Delete subparagraph (a)(2))
  - 52.249-14 Excusable Delays (APR 1984) (Note: This clause applies if this is a cost reimbursement, time-and-materials, or labor- hour contract. In (a)(2) delete "or contractual")
  - 252.204-7012 Safeguarding of Unclassified Controlled Technical Information (NOV 2013) (Note: The following changes are made to this clause: 1. Under (d)(1) Reporting Requirement, "the Department of Defense" shall mean "Generac", and "72 hours" shall be replaced with "48 hours"; 2. Under (d)(4)(iii), "90 days" shall be replaced with "100 days"; 3. Under (e), "Government" shall mean "Generac and the Government" and the second instance of "DoD" shall mean "Generac"; and 4. Under (f) "Government" shall mean the "Government".)
  - 252.225-7008 Restriction on Acquisition of Specialty Metals (MAR 2013)
  - 252.225-7009 Restriction on Acquisition of Certain Articles Containing Specialty Metals (JUN 2013). Paragraph (d) is deleted.
  - 252.225-7012 Preference for Certain Domestic Commodities (FEB 2013)
- b.** **All Orders in excess of \$3,000**
- 52.222-3 Convict Labor (JUNE 2003) (E.O. 11755)
  - 52.222-19 Child Labor – Cooperation with Authorities and Remedies (JAN 2014) (E.O. 13126)
  - 52.222-39 Notification of Employee Rights Concerning Payment of Union Dues or concerning payment of union dues or fees (DEC 2004)
  - 52.222-54 Employment Eligibility Verification (AUG 2013)
  - 52.223-18 Encouraging Contractor Policies to Ban Text Messaging while Driving (AUG 2011)
  - 52.225-1 Buy American Act—Supplies (FEB 2009) (41 U.S.C. 10a-10d)
  - 52.225-2 Buy American Act Certificate (FEB 2009)
- c.** **All Orders in excess of \$10,000**
- 52.222-40 Notification of Employee Rights Under the National Labor Relations Act (DEC 2010) (E.O. 13496)
- d.** **All Orders in excess of \$15,000**
- 52.222-36 Equal Opportunity for Workers with Disabilities (JUL 2014) (In paragraph (b)(2) delete "the Director, Office of Federal Contract Compliance Programs of the U.S. Department of Labor" and replace with "Generac")
- e.** **All Orders in excess of \$25,000 but less than \$204,000**
- 52.225-3 Buy American Act – Free Trade Agreements – Israeli Trade Act (NOV 2012)
- f.** **All Orders in excess of \$30,000**
- 52.209-6 Protecting the Government's Interest When Subcontracting with Contractors Debarred, Suspended, or Proposed for Debarment (AUG 2013). In paragraph (a)(iii) "Government" shall mean "Government". In paragraph (b), "Government" shall mean "Government" and the first instance of "contractors" shall mean "contractors" and the third instance of "contractor" shall mean "subcontractor". In paragraph (c) the second instance of "Contractor" shall mean "Generac". "Government" shall mean "Government". In paragraph (d)(4) "Government" shall mean "Government".
- g.** **All Orders in excess of \$100,000**
- 52.222-35 Equal Opportunity for Veterans (JUL 2014)
  - 52.222-37 Employment Reports on Veterans (JUL 2014)

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**h. All Orders in excess of \$150,000**

- 52.203-7 Anti-Kickback Procedures (OCT 2010) (Paragraphs (c)(1) and (c)(4) are excluded. In place of paragraph (c)(4), insert "To the extent the Contracting Officer has effected an offset at the prime contract level under FAR 52.203-7, Generac may withhold such amount from amounts due the Seller under the Purchase Order or effect an offset of such amount against the Seller.")
- 52.203-11 Certifications and Disclosure Regarding Payments to Influence Certain Federal Transactions (SEP 2007)
- 52.203-12 Limitations on Payments to Influence Certain Federal Transactions (OCT 2010) ("Government" in the definition of "Officer or employee of an agency" in paragraph (a) shall mean "Government." In paragraph (d)(2), "Contracting Officer" shall mean "Generac". In paragraph (g)(2), "Contracting Officer" shall mean "Contracting Officer," and "Contractor" shall mean "Contractor." In paragraph (e)(1), "Government" shall mean "Government.")
- 52.203-17 Contractor Employee Whistleblower Rights and Requirement To Inform Employees of Whistleblower Rights (SEP 2013).
- 52.219-8 Utilization of Small Business Concerns (MAY 2014)
- 52.246-2 Inspection of Supplies – Fixed Price (AUG 1996)
- 52.246-4 Inspection of Services – Fixed Price (AUG 1996)

**i. All Orders valued at or greater than \$204,000**

- 52.225-5 Trade Agreements (Nov 2013)
- 52.225-6 Trade Agreements Certificate (Jan 2005)

**j. All orders in excess of \$700,000**

- 52.215-22 Limitation on Pass-Through Charges – Identification of Subcontract Effort (OCT 2009)
- 52.215-23 Limitations on Pass-Through Charges (OCT 2009)

**k. All orders in excess of \$5 million**

- 52.203-13 Contractor Code of Business Ethics and Conduct (April 2010)

**l. General**

1. Clauses that are not applicable are deemed self-deleting, shall not be removed from this document, and will be considered by all parties to be without force and effect. It is the Seller's obligation to contact Generac regarding any confusion, ambiguity or questions the Seller may have regarding applicability of the above clauses.
2. When materials or products furnished are for use in connection with a U.S. Government contract or subcontract, in addition to Generac's Purchase Order Terms and Conditions, the following provisions shall apply, as required by the terms of the prime contract, or by operation of law or regulation. Otherwise, Generac's Purchase Order Terms and Conditions shall control in the event of a conflict between these FAR and DFARS provisions and Generac's Purchase Order Terms and Conditions.