

QUALITY PROGRAM/ TERMS AND CONDITIONS

SPECIFICATION #QC-200

1. SCOPE

1.1 Applicability

This specification shall apply to all materials and services ordered by Essex.

2. QUALITY PROGRAM REQUIREMENTS

2.1 Control of Quality

Inspection and tests as applicable shall be performed to assure the conformance to purchase order requirements.

2.2 Control of Materials

Assurance shall be obtained that raw materials to be used in fabrication or processing of products conform to the applicable requirements of the purchase order.

2.3 Records

Vendors shall maintain and use any records or data essential to the economical and effective operation of their quality program.

2.4 <u>Calibration System</u>

As applicable, vendors shall depend upon calibration systems which effectively control the accuracy of measuring and testing equipment.

2.5 Changes in Design

No changes in design of a product specified on a purchase order are to be made without notifying and obtaining approval from Essex.

2.6 <u>Corrective Action</u>

Vendors shall take corrective action to correct assignable conditions adverse to quality.

3. COORDINATED GOVERNMENT/ ESSEX ACTIONS

3.1 Government Inspection

The Government reserves the right to perform an inspection of supplies to be furnished in accordance with Essex's Purchase order and the inspection clause of the Government Contract Listed on the PO. The inspection is to be coordinated with Essex.

3.2 <u>Defense Priorities and Allocations System (DPAS)</u>

All purchase orders issued under government contracts shall have a priority rating as issued in accordance with the prime government contract. All priority rated contracts shall be processed in accordance with DPAS 15 CFR 700.

See website below:

http://www.ecfr.gov/cgi-bin/text-idx?rgn=div5&node=15:2.1.3.2.1#15:2.1.3.2.1.4.1.4

3.3 <u>DPAS Flow Down Requirement</u>

DPAS requirements shall be followed by all Vendor Sub-Tier suppliers.

PRIME CONTRACT FLOWDOWN CAUSES FOR PURCHASE ORDERS ISSUED UNDER FEDERAL CONTRACTS

If the Purchase Order is placed under a Government Prime Contract or a federallyfunded subcontract, the following clauses set forth in the Federal Acquisition Regulations (FAR) and the Department of Defense Federal Acquisition Regulations Supplement (DFAR), in effect on the date of the Prime Contract, where applicable, are incorporated herein by reference with the same force and effect as if given in full text. Where necessary to make the context of these clauses applicable to the Purchase Order, unless otherwise indicated, the term "Contractor" shall mean "Seller", the term "contract" shall mean "the Purchase Order", and the terms "Government", "Contracting Officer", and equivalent phrases shall mean "Buyer".

Seller hereby agrees to flow down the following FAR/DFAR clauses, where applicable, to its lower tier subcontractors.

IT IS THE SOLE RESPONSIBILITY OF SELLER TO COMPLY WITH THE FAR/DFAR CLAUSES APPLICABLE TO SELLER, THE SUBJECT MATTER OF THE PURCHASE ORDER, AND THE PRIME CONTRACT. THE FAR/DFAR CLAUSES SET FORTH HEREIN ARE INCLUDED AS AN **EASE OF REFERENCE FOR** SUBCONTRACTOR ONLY AND ARE NOT INTENDED TO SET FORTH A **COMPLETE AND ACCURATE** ITEMIZATIONOF THE FAR/DFAR **CLAUSES APPLICABLE TO** SUBCONTRACTOR, THE SUBJECT MATTER OF THE PURCHASE ORDER, OR THE PRIME CONTRACT.

The full text of these clauses can be obtained from the Internet at:

http://www.arnet.gov/far

http://farsite.hill.af.mil

http://www.acq.osd.mil/dp/dars/dfars.html

I. PURCHASE ORDERS FOR COMMERCIAL ITEMS

"Commercial Items" is defined by FAR 2.101, which include certain services.

A. Federal Acquisition Regulation

<u>52.219-8</u>	Utilization of Small Business
	Concerns (15 U.S.C.
	637(d)(2)(3) 52.222-26 Equal
	Opportunity (E.O. 11246)
52.222-35	Equal Opportunity for Special
	Disabled Veterans, Veterans
	of the Vietnam Era, and Other
	Eligible Veterans (38 U.S.C.
	4212 (a))
52.222-36	Affirmative Action for
	Workers with Disabilities (29
	U.S.C. 793)
52.244-6	Subcontracts for Commercial
	Items and Commercial
	Components
52.247-64	Preference for Privately
	Owned U.SFlag
	Commercial Vessels (46
	U.S.C. Appx 1241 and 10

U.S.C. 2631)

II. PURCHASE ORDERS FOR NON- COMMERCIAL ITEMS AND		<u>52.222-19</u>	Child Labor-Cooperation with Authorities and Remedies
SERVICES		52.222-21	Prohibition of Segregated Facilities
A. Federal Acquisition Regulation		52.222-22	Previous Contracts and Compliance Reports
		52.222-25	Affirmative Action Compliance
APPLICABL	E TO ALL PURCHASE	52.222-26	Equal Opportunity '
ORDERS		52.222-35	Equal Opportunity for Veterans
OKDEKO		52.222-36	Affirmative Action for Workers
52.202-1	Definitions		with Disabilities
52.203-3	Gratuities	<u>52.222-37</u>	Employment Reports on
	Whistleblower Protections		Veterans
	Under the American	<u>52.222-40</u>	Notification of Employee Rights
	Recovery and Reinvestment		Under the National Labor
	Act of 2009		Relations Act
52.204-2	Security Requirements	<u>52.222-41</u>	
<u>52.211-15</u>	Defense Priority and	<u>52.222-50</u>	3
	Allocation Requirements		Persons
<u>52.212-5</u>	Contract Terms & Conditions	<u>52.222-51</u>	Exemption from Application of
	Required to Implement		the Service Contract Act to
	Statutes or Executive Orders-		Contracts for Maintenance,
	Commercial Items		Calibration, or Repair of Certain
<u>52.215-15</u>	Pension Adjustment and	FO 000 FO	Equipment-Requirements
	Asset Reversions	<u>52.222-53</u>	Exemption from Application of
<u>52.215-18</u>	Reversion or Adjustment of		the Service Contract Act to Contracts for Certain Services-
	Plans for Postretirement		Requirements
	Benefits (PRB) Other Than	<u>52.222-54</u>	Employment Eligibility
E2 24E 0	Pensions	<u> </u>	Verification
<u>52.215-9</u>	Notification of Ownership	<u>52.223-3</u>	Hazardous Material
52.215-20	Changes Requirements for Certified	<u>02.220 0</u>	Identification and Material
<u> 32.213-20</u>	Cost or Pricing Data and Data		Safety Data
	Other Than Certified Cost or	<u>52.223-7</u>	Notice of Radioactive Materials
	Pricing Data	52.223-11	Ozone-Depleting Substances
<u>52.215-21</u>			Refrigeration Equipment & Air
02.210 21	Cost or Pricing Data and Data		Conditions
	Other Than Certified Cost or	<u>52.223-15</u>	Energy Efficiency in Energy-
	Pricing Data-Modifications		Consuming Products
<u>52.219-9</u>	Small Business	<u>52.223-16</u>	IEEE 1680 Standard for the
	Subcontracting Plan		Environmental Assessment of
<u>52.219-16</u>	Liquidated Damages-		Personal Computer Products
	Subcontracting Plan	<u>52.223-18</u>	Encouraging Contractor
52.222-3	Convict Labor		Policies to Ban Text Messaging
52.222-4	Contract Work Hours and		While Driving
	Safety Standards Act-	<u>52.224-2</u>	Privacy Act
	Overtime Compensation	<u>52.225-1</u>	Buy American Act-Supplies
<u>52.222-6</u>	Davis-Bacon Act	<u>52.225-3</u>	Buy American Act-Free Trade
52.222-17	•	 -	Agreements-Israeli Trade Act
	Workers	<u>52.225-5</u>	Trade Agreements

<u>52.225-6</u>	Trade Agreements Certificate	<u>52.245-1</u>	Government Property
<u>52.225-8</u>	Duty-Free Entry	<u>52.245-2</u>	Government Property
52.225-13	Restrictions on Certain		Installation Operation Services
	Foreign Purchases	<u>52.246-1</u>	Contractor Inspection
52.225-26	Contractors Performing		Requirements
	Private Security Functions	<u>52.246-2</u>	Inspection of Supplies-Fixed-
	Outside the United States		Price
52.226-6	Promoting Excess Food	52.246-3	Inspection of Supplies-Cost
	Donation to Nonprofit	<u> </u>	Reimbursement
	Organizations .	52.246-4	Inspection of Services-Fixed-
<u>52.227-1</u>	Authorization and Consent		Price
52.227-6	Royalty Information	<u>52.246-5</u>	Inspection of Services-Cost
52.227-9	Refund of Royalties		Reimbursement
52.227-10	Filing of Patent Applications-	<u>52.246-6</u>	Inspection-Time-and-Material
02.220	Classified Subject Matter	<u> </u>	and Labor-Hour
52.227-11	Patent Rights-Ownership by	52.246-15	Certificate of Conformance
<u> </u>	the Contractor	<u>52.246-16</u>	Responsibility for Supplies
52.227-13	Patent Rights-Ownership by	<u>52.247-63</u>	Preference for U.SFlag Air
OZ.ZZI TO	the Government	<u> </u>	Carriers
52.227-14		52.247-64	Preference for Privately
	Additional Data Requirements	<u>02.217 01</u>	Owned U.SFlag
52.227-17	- -		Commercial Vessels
52.227-18	•		Commercial Vecesie
52.227-19	· ·		
<u>02.227 10</u>	Software License	APPI ICABI	E TO PURCHASE ORDERS
52.228-3	Workers' Compensation	OVER \$30.0	
OZ.ZZO O	Insurance (Defense Base Act)	O T E I T WOOD	<u>××</u>
52.228-4	Workers' Compensation and		
OZ.ZZO I	War-Hazard Insurance	<u>52.209-6</u>	Protecting the Government's
	Overseas		Interest When
52.228-5	Insurance-Work on a		Subcontracting with
OL.LLO O	Government Installation		Contractors Debarred,
52.229-10	State of New Mexico Gross		Suspended, or Proposed for
02.220 10	Receipts and Compensating		Debarment
	Tax		
52.230-2	Cost Accounting Standards		
52.230-3	Disclosure and Consistency of		E TO PURCHASE ORDERS
<u>52.250 </u>	Cost Accounting Practices	<u>OVER \$150.</u>	<u>000</u>
52.230-6	Administration of Cost		_
<u>52.250 0</u>	Accounting Standards	<u>52.203-6</u>	Restrictions on
52.232-16	Progress Payments		Subcontractor Sales to the
52.232-40	•		Government
<u> 32.232-40</u>	Payments to Small Business	<u>52.203-7</u>	Anti-Kickback Procedures
	Subcontractors	<u>52.203-11</u>	
52.234-1	Industrial Resources		Regarding Payments to
<u> </u>	Developed Under Defense		Influence Certain Federal
	Production Act Title III		Transaction
52.236-13		<u>52.203-12</u>	Limitation on Payments to
<u>52.230-13</u> <u>52.244-6</u>	Subcontracts for Commercial		Influence Certain Federal
<u>52.277-U</u>	Items		Transactions

52.214-26 Audit and Records- Sealed		<u>APPLICABL</u>	APPLICABLE TO PURCHASE ORDERS	
	Bidding	OVER \$700.	<u>000</u>	
<u>52.215-2</u>	Audit and Records –			
	Negotiation	<u>52.214-28</u>	Subcontractor Cost or Pricing	
<u>52.219-8</u>	Utilization of Small Business		Data-Modifications-Sealed	
	Concerns	<u>52.215-12</u>	Subcontractor Cost or Pricing	
<u>52.222-2</u>	Payment for Overtime		Data	
	Premiums	<u>52.215-13</u>	<u> </u>	
<u>52.222-26</u>	Equal Opportunity		Data-Modifications	
<u>52.222-37</u>	Employment Reports on	<u>52.215-14</u>	Integrity of Unit Prices	
	Veterans			
<u>52.227-1</u>	Authorization and Consent	ADDLICADI	E TO DUDCHASE ODDEDS	
<u>52.227-2</u>	Notice and Assistance	OVER \$5,00	<u>E TO PURCHASE ORDERS</u>	
	Regarding Patent and	OVER 33,00	<u>0.000</u>	
	Copyright Infringement	52 202-13	Contractor Code of Business	
<u>52.229-3</u>	Federal, State, and Local	<u>32.203-13</u>	Ethics and Conduct	
	Taxes	52.203-14		
<u>52.248-1</u>	Value Engineering	<u>52.205-14</u>	Display of Floringe Foster(s)	