



**PRIME CONTRACT FLOWDOWN CLAUSES
CONSULTANT AND PROFESSIONAL SERVICES AGREEMENT**

**U. S. DEPARTMENT OF ENERGY PRIME CONTRACT NO. 89303325DEM000122
OPERATIONS AND SITE MISSION SUPPORT OF THE PORTSMOUTH, OH AND
PADUCAH, KY PROJECT OFFICE**

1. WORK STOPPAGE AND SHUT DOWN AUTHORIZATION

- 1.1 Imminent Health and Safety Hazard is a given condition or situation which, if not immediately corrected, could result in a serious injury or death, including exposure to radiation and toxic/hazardous chemicals. Imminent Danger in relation to the Facility Safety Envelope is a condition, situation, or proposed activity which if not terminated could cause, prevent mitigation of, or seriously increase the risk of (1) radiation exposure, (2) toxic hazardous chemical exposure, (3) electrical/steam hazards, (4) fire/explosion and/or (5) personal injury or death.
- 1.2 Stop-Work: In the event of an imminent health and safety hazard, identified by conversion facility line management or operators or conversion facility health and safety personnel overseeing conversion facility operations, or other individuals, the individual or group identifying the imminent hazard situation shall immediately take actions to eliminate or mitigate the hazard (e.g., by directing the operator/implementer of the activity or process causing the imminent hazard to stop work, or by initiating emergency response actions or other actions) to protect the health and safety of the workers and the public, and to protect DOE facilities and the environment. In the event an imminent health and safety hazard is identified, the individual or group identifying the hazard should coordinate with an appropriate Contractor official, who will direct the shutdown or other actions, as required. Such mitigating action should subsequently be coordinated with the DOE and contractor management. The suspension or stop-work will be promptly confirmed in writing from the Contractor.
- 1.3 Contractor and DOE employees have the right to recommend a facility shutdown, regardless of who is performing the activity, if continuation of that activity would be considered an imminent danger in relation to the Facility Safety Envelope.
- 1.4 Shutdown: In the event of an imminent danger in relation to the Facility Safety Envelope or a non-imminent health and safety hazard identified by conversion facility line management or operators, conversion facility health and safety personnel over-viewing conversion facility operations, or other individuals, the individual or group identifying the potential health and safety hazard may recommend facility shutdown in addition to any immediate actions needed to mitigate the situation. However, the recommendation must be coordinated with contractor management. Any written direction to suspend operations shall be issued by the Contractor, pursuant to the Article entitled FAR 52.242-15 STOP WORK ORDER (AUG 1989) Alternate I (APR 1984).
- 1.5 Facility Representatives: Contractor personnel designated as Facility Representatives (FR) provide the technical oversight of operations. The FR has the authority to "stop work," which may apply to the suspension of operations of an entire plant, activity, or job. This stop-work authority is limited to an operation of a facility which is performing work the FR believes:
 - (a) Poses an imminent danger to health and safety of workers or the public if allowed to continue;
 - (b) Could adversely affect the safe operation of, or could cause serious damage to, the facility if allowed to continue; or
 - (c) Could result in the release of radiological or chemical hazards to the environment in excess of regulatory limits.
 - (d) The Contractor may at any time during the performance of this subcontract issue an order stopping work in whole or in part due to environmental, safety, and health reasons.
- 1.6 The subcontractor shall flow down this article to all subcontractors at all tiers.



2. COMPLIANCE WITH ORDERS, AGREEMENTS, AND REGULATORY AUTHORITIES

In addition to requirements of Article 11 of the Agreement, "Compliance With Laws", the Subcontractor shall comply with any current or future orders and agreements with regulatory authorities pertaining to UF6 cylinders, including but not limited to the State of Ohio Director's Final Findings and Orders, dated February 24, 1998, June 24, 2005, and February 1, 2008, and the Commonwealth of Kentucky Natural Resources and Environmental Protection Cabinet Agreed Order, October 3, 2003.

SUPPLEMENTAL DEFINITIONS FOR FAR AND DEAR CLAUSES INCORPORATED BY REFERENCE

This subcontract incorporates certain clauses below by reference. These clauses apply as if they were incorporated in their entirety. For Federal Acquisition Regulation (FAR) and Department of Energy Acquisition Regulation (DEAR) provisions incorporated by reference, "Contractor" means Subcontractor and "Contracting Officer" means the Contractors Procurement Representative. Government means the owner or the Contractor except that the term "Government" or its authorized representatives shall retain its original meaning where (1) the provision pertains to, addresses or governs rights and obligations in property (real, personal or intellectual), (2) a right, act, authorization or obligation can be granted or performed only by the Government (e.g., under the Nuclear Hazards Indemnity Agreement provision), (3) the intent of the provision is to provide benefit or protection to the Government, or (4) when access to the subcontractor's proprietary financial or other data is required. FAR clauses may be accessed electronically at <https://www.acquisition.gov/far/>. DEAR clauses can be found at <http://www.management.energy.gov/DEAR.htm>. Upon request, MCSA will make their full text available

- 3. CONTRACTOR CODE OF BUSINESS ETHICS AND CONDUCT (DEC 2008) – FAR 52.203-13 (ARTICLE IS APPLICABLE IF THE VALUE OF THIS SUBCONTRACT EXCEEDS \$5 MILLION, AND THE PERFORMANCE PERIOD EXCEEDS 120 DAYS)**
- 4. PROHIBITION ON REQUIRING CERTAIN INTERNAL CONFIDENTIALITY AGREEMENTS OR STATEMENTS (JAN 2017) – FAR 52.203-19**
- 5. SERVICE CONTRACT REPORTING REQUIREMENTS FOR INDEFINITE-DELIVERY CONTRACTS (OCT 2016) – FAR 52.204-15 (APPLICABLE FOR IDIQ SUBCONTRACTS EXCEEDING \$500K)**
- 6. PROHIBITION ON CONTRACTING FOR HARDWARE, SOFTWARE, AND SERVICES FROM KASPERSKY LAB (DEC 2023) – FAR 52.204-23**
- 7. PROHIBITION ON CONTRACTING FOR CERTAIN TELECOMMUNICATIONS AND VIDEO SURVEILLANCE EQUIPMENT (NOV 2021) – FAR 52.204-25**
- 8. WHISTLEBLOWER PROTECTION FOR CONTRACTOR EMPLOYEES (DEC 2007) – DEAR 952.203-70 (APPLICABLE FOR SUBCONTRACT INVOLVING WORK PERFORMED ON OR BEHALF OF DOE DIRECTLY RELATED TO ACTIVITIES AT DOE-OWNED OR LEASED SITES)**
- 9. SECURITY (JUN 2009) – DEAR 952.204-2 (APPLICABLE IF SUBCONTRACTOR EMPLOYEES WILL REQUIRE ACCESS AUTHORIZATIONS IN PERFORMANCE OF THE WORK (L OR Q CLEARANCES))**
- 10. PERSONAL IDENTITY VERIFICATION OF CONTRACTOR PERSONNEL (SEP 2007) – FAR 52.204-9 (APPLICABLE IF SUBCONTRACTOR IS REQUIRED TO HAVE ROUTINE PHYSICAL ACCESS TO A FEDERALLY-CONTROLLED FACILITY AND/OR ROUTINE ACCESS TO A FEDERALLY-CONTROLLED INFORMATION SYSTEM)**
- 11. COMPUTER SECURITY (AUG 2006) DEAR 952.204-77 (APPLICABLE IF SUBCONTRACTOR EMPLOYEES WILL HAVE ACCESS TO COMPUTERS OWNED, LEASED OR OPERATED ON BEHALF OF THE DOE)**



12. **ORGANIZATIONAL CONFLICTS OF INTEREST (JUN 1997) – DEAR 952.209-72 (APPLICABLE TO ORDERS FOR ADVISORY AND ASSISTANCE SERVICES ONLY)**
13. **PRICE REDUCTION FOR DEFECTIVE CERTIFIED COST OR PRICING DATA (AUG 2011) – FAR 52.215-10 (APPLICABLE IF SUBCONTRACT EXCEEDS \$2M)**
14. **SUBCONTRACTOR COST OR PRICING DATA (OCT 1997) – FAR 52.215-12 (APPLICABLE IF SUBCONTRACT EXCEEDS \$2M)**
15. **SUBCONTRACTOR COST OR PRICING DATA--MODIFICATIONS (OCT 1997) – FAR 52.215-13 (APPLICABLE IF SUBCONTRACT EXCEEDS \$2M)**
16. **UTILIZATION OF SMALL BUSINESS CONCERNS (MAY 2004) – FAR 52.219-8**
17. **SMALL BUSINESS SUBCONTRACTING PLAN (APR 2008) – Alternative II (Oct 2001) – FAR 52.219-9 (APPLICABLE IF SUBCONTRACT EXCEEDS \$550,000. ARTICLE DOES NOT APPLY IF SUBCONTRACTOR IS A SMALL BUSINESS CONCERN)**
18. **CHILD LABOR—COOPERATION WITH AUTHORITIES AND REMEDIES (JAN 2025) – FAR 52.222-19 (APPLICABLE IF SUBCONTRACT EXCEEDS \$10,000)**
19. **NOTIFICATION OF EMPLOYEE RIGHTS CONCERNING PAYMENT OF UNION DUES OR FEES (DEC 2004) – FAR 52.222-39 (ARTICLE APPLICABLE IF THIS SUBCONTRACT EXCEEDS \$150,000)**
20. **EQUAL OPPORTUNITY (MAR 2007) – FAR 52.222-26**
21. **EQUAL OPPORTUNITY FOR SPECIAL DISABLED VETERANS, VIETNAM ERA VETERANS AND OTHER ELIGIBLE VETERANS (SEP 2006) – FAR 52.222-35**
22. **AFFIRMATIVE ACTION FOR WORKERS WITH DISABILITIES (JUN 1998) – FAR 52.222-36**
23. **SERVICE CONTRACT ACT OF 1965 AS AMENDED (NOV 2007) – FAR 52.222-4 (ARTICLE APPLICABLE IF SUBCONTRACT EXCEEDS \$2,500 AND INVOLVES EMPLOYMENT BY SUBCONTRACTOR OF SERVICE EMPLOYEES, AS DEFINED IN DOL REGULATIONS)**
24. **COMBATING TRAFFICKING IN PERSONS (FEB 2009) – FAR 52.222-50**
25. **EMPLOYMENT ELIGIBILITY VERIFICATION (FEB 2009) – FAR 52.222-54 (DOES NOT APPLY TO SUBCONTRACTS VALUED AT \$3,000 OR LESS OR TO SUBCONTRACTS WITH INDIVIDUAL CONSULTANTS)**
26. **PAID SICK LEAVE UNDER EO 13706 (JAN 2022) – FAR 52.222-62**
27. **INTEGRATION OF ENVIRONMENT, SAFETY, AND HEALTH INTO WORK PLANNING AND EXECUTION (DEC 2000) – DEAR 970.5223-1 (APPLICABLE IF SUBCONTRACT INVOLVES PERFORMANCE OF WORK ON-SITE)**
28. **PRIVACY TRAINING (JAN 2017) – FAR 52.224-3 (APPLICABLE TO SUBCONTRACTS WHERE SUBCONTRACTOR EMPLOYEES WILL ACCESS A SYSTEM OF RECORDS OR HANDLE PII IN THE PERFORMANCE OF THE SUBCONTRACT)**
29. **PATENT INDEMNITY (APR 1984) – FAR 52.227-3 (APPLICABLE TO SUBCONTRACTS THAT REQUIRE THE DEVELOPMENT OR MANUFACTURING OF PRODUCTS THAT COULD POTENTIALLY INFRINGE ON PATENTS OR WHERE THE SERVICES INVOLVE PROPRIETARY TECHNOLOGIES OR PROCESSES)**



30. **REFUND OF ROYALTIES (APR 1984) – FAR 52.227-9 (APPLICABLE IF THE SUBCONTRACT INVOLVES PAYMENT OF ROYALTIES)**
31. **ADDITIONAL DATA REQUIREMENTS (JUN 1987) – FAR 52.227-16 (APPLICABLE TO SUBCONTRACTS WHERE MODIFIED COVERAGE HAS BEEN DETERMINED TO BE APPLICABLE TO THE SUBCONTRACTOR)**
32. **INSURANCE—WORK ON A GOVERNMENT INSTALLATION (JAN 1997) – FAR 52.228-5 (APPLICABLE WHERE WORK IS TO BE PERFORMED ON-SITE)**
33. **ACCIDENT PREVENTION (NOV 1991) – FAR 52.236-13 (APPLICABLE TO SUBCONTRACTS THAT REQUIRE ON-SITE CONSTRUCTION, DISMANTLING, DEMOLITION, OR REMOVAL OF IMPROVEMENTS)**
34. **PRIVACY AND SECURITY SAFEGUARDS (AUG 1996) – FAR 52.239-1**
35. **GOVERNMENT PROPERTY (JUN 2007) – FAR 52.245-1 (APPLICABLE IF GOVERNMENT PROPERTY IS PROVIDED TO THE SUBCONTRACTOR FOR USE IN PERFORMANCE OF THE WORK)**
36. **GOVERNMENT PROPERTY (JUNE 2007) – DEAR 952.245-5 (APPLICABLE TO SUBCONTRACTS WHERE GOVERNMENT PROPERTY WILL BE FURNISHED TO THE SUBCONTRACTOR FOR USE IN PERFORMANCE OF THE SUBCONTRACT)**
37. **PREFERENCE FOR U.S.-FLAG AIR CARRIERS (JAN 2025) – FAR 52.247-63 (APPLICABLE TO SUBCONTRACTS THAT INVOLVE INTERNATIONAL AIR TRAVEL FOR PERSONNEL OR CARGO)**
38. **PREFERENCE FOR PRIVATELY OWNED U.S.-FLAG COMMERCIAL VESSELS (NOV 2021) – FAR 52.247-64 (APPLICABLE TO SUBCONTRACTS THAT INVOLVE OCEAN TRANSPORTATION OF SUPPLIES)**
39. **RIGHTS IN DATA (DEC 2024) – DEAR 970.5227-1 (APPLICABLE TO SUBCONTRACTS THAT INVOLVE TECHNICAL DATA OR SOFTWARE DEVELOPMENT)**
40. **NUCLEAR HAZARDS INDEMNITY AGREEMENT (JUN 1996) – DEAR 952.250-70**
41. **AUTHORIZATION AND CONSENT (AUG 2002) – DEAR 970.5227-4 (APPLICABLE IF THIS SUBCONTRACT EXCEEDS \$100,000)**
42. **NOTICE AND ASSISTANCE REGARDING PATENT AND COPYRIGHT INFRINGEMENT (DEC 2000) – DEAR 970.5227-5 (APPLICABLE IF THIS SUBCONTRACT EXCEEDS \$100,000)**
43. **PATENT RIGHTS – MANAGEMENT AND OPERATING CONTRACTS, NONPROFIT ORGANIZATION OR SMALL BUSINESS FIRM CONTRACTOR (DEC 2000) – DEAR 970.5227-10 (APPLICABLE TO SUBCONTRACTS WITH NON-PROFIT ORGANIZATIONS OR SMALL BUSINESS FIRMS)**
44. **PATENT RIGHTS – MANAGEMENT AND OPERATING CONTRACTS, FOR PROFIT CONTRACTOR, NON-TECHNOLOGY TRANSFER (DEC 2000) – DEAR 970.5227-11 (APPLICABLE TO SUBCONTRACTS FOR OTHER THAN NON-PROFIT ORGANIZATIONS OR SMALL BUSINESS FIRMS)**

END OF PRIME CONTRACT FLOWDOWN CLAUSES