

GENERAL TERMS AND CONDITIONS FOR CONTRACTS UNDER FEDERALLY FUNDED OR ASSISTED PROJECTS

The following terms and conditions apply as if set forth in full to work partially or fully funded with federal grants or funds, as applicable.

1) Notes:

- a. "Contract" means this Contract.
- b. "Contractor" means the party opposite Southwest Key Program ("Recipient") executing this Contract (*i.e.*, the prime contractor to the Recipient).
- c. "Prime Contract" means the Federal Financial Assistance Agreement between Recipient and the Federal awarding agency.
- d. "Subcontract" means any contract placed by Contractor with any third party in performance of this Contract.
- e. "Subcontractor" means any third party the Contractor enters into a Subcontract with.

2) Instructions:

- a. With the exceptions of communication or notice regarding a violation of law or to comply with a general legal requirement, all other communication or notification required under the below referenced provisions from/to the Contractor to/from the Contracting Officer, Grants Officer (or any other government representative) shall be through the Recipient. All communication or notices regarding a violation of law shall be made directly to the cognizant federal authority, with a copy of such communication or notice to the Recipient.
- b. Contractor shall flow down the below provisions to all Subcontractors as required by law and regulation and require all of its Subcontractors to similarly flow down such requirements.

3) Applicable to All Federally (or Potentially Federally) Funded Contracts and Subcontracts as Stipulated Below in Parenthesizes:

- a. *Equal Employment Opportunity* - Except as otherwise provided under 41 CFR Part 60, all contracts that meet the definition of "federally assisted construction contract" in 41 CFR Part 60-1.3 must include 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."
- b. *Copeland "Anti-Kickback" Act (18 U.S.C. 874 and 40 U.S.C. 276c)* - All Contracts and Subcontracts in excess of \$2,000 for construction or repair awarded by Contractor or Subcontractors shall comply with the Copeland "Anti-Kickback" Act (18 U.S.C. 874), 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 each Contractor or Subcontractor shall be 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 is otherwise entitled. The Contractor or Subcontractor shall report all suspected or reported violations to Recipient and the Federal awarding agency.
- c. *Davis-Bacon Act, as amended (40 U.S.C. 276a to a-7)*—When required by Federal program legislation, all construction contracts awarded by the Recipient, the Contractor or the Subcontractors of more than \$2,000 shall comply with the Davis-Bacon Act (40 U.S.C. 276a to a-7) and as supplemented by Department of Labor regulations (29 CFR Part 5, "Labor Standards Provisions Applicable to Contracts Governing Federally Financed and Assisted Construction"). Under this Act, the Contractor and Subcontractor shall be required to pay wages to laborers and mechanics at a rate not less than the minimum wages specified in a wage determination made by the Secretary of Labor. In addition, the Contractor and Subcontractors shall be required to pay wages not less than once a week. Recipient shall place a copy of the current prevailing wage determination issued by the Department of Labor in each solicitation and the award of a contract shall be conditioned upon the acceptance of the wage determination. The Contractor and Subcontractors shall report all suspected or reported violations to Recipient and the Federal awarding agency.
- d. *Contract Work Hours and Safety Standards Act (40 U.S.C. 327-333)* - Where applicable, the Contract and Subcontracts in excess of \$100,000 that involve the

employment of mechanics or laborers shall include a provision for compliance with 40 U.S.C. 3702 and 3704, as supplemented by Department of Labor regulations (29 CFR Part 5). The Contractor shall 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 1½ times the basic rate of pay for all hours worked in excess of 40 hours in the work week. Section 107 of the Act is applicable to construction work and provides that no laborer or mechanic shall 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.

- e. *Rights to Inventions Made Under a Contract or Agreement* - If the Contract or Subcontracts are for the performance of experimental, developmental or research work, the agreement provides for the rights of the Federal Government and the Recipient in any resulting invention in accordance with 37 CFR Part 401, "Rights to Inventions Made by Nonprofit Organizations and Small Business Firms Under Government Grants, Contracts and Cooperative Agreements," and any implementing regulations issued by the awarding agency.
- f. *Clean Air Act (42 U.S.C. 7401 et seq.) and the Federal Water Pollution Control Act (33 U.S.C. 1251 et seq.), as amended* - The Contract and Subcontracts in excess of \$150,000 shall comply with all applicable standards, orders or regulations issued pursuant to the Clean Air Act (42 U.S.C. 7401 et seq.) and the Federal Water Pollution Control Act as amended (33 U.S.C. 1251 et seq.). Violations shall be reported to the Recipient and the Federal awarding agency and the Regional Office of the Environmental Protection Agency (EPA).
- g. *Byrd Anti-Lobbying Amendment (31 U.S.C. 1352)* - The Contractor and Subcontractors who apply or bid for an award of \$100,000, upon acceptance of the contract certify their compliance with the Byrd Anti-Lobbying Amendment. 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 shall 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 Recipient.

- h. *Debarment and Suspension (E.O.s 12549 and 12689)* - A contract award (see 2 CFR § 180.220) shall not be made to parties listed on the government-wide exclusions in the System for Award Management (“SAM”), in accordance with the OMB guidelines at 2 C.F.R Part 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 contains 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. The Contractor, by executing this Contract, certifies that it is not presently suspended, debarred, proposed for debarment or otherwise excluded by the federal government, and that should the Contractor become suspended, debarred, proposed for debarment or otherwise excluded by the federal government, the Contractor shall immediately notify Recipient. The Excluded Parties List System has been consolidated within the System for Award Management at <https://www.sam.gov/portal/public/SAM/>.
- i. *Procurement of recovered materials* - Recipient and its contractors 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.
- j. *Prohibition on certain telecommunication and video surveillance services or equipment* - Recipient and its contractors shall comply with Section 889 of the National Defense Authorization Act of 2019. The requirements of Section 889 include a prohibition on the procurement or use of certain telecommunications and video surveillance services or equipment. Recipient and its Contractors are prohibited from obligating or expending federal funds to (1) Procure or obtain; (2) Extend or renew a contract to procure or obtain; or (3) Enter into a contract (or extend or renew a contract) to procure or obtain equipment, services, or systems that uses 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

Recipient or ZTE Corporation (or any subsidiary or affiliate of such entities). Covered video surveillance equipment is video surveillance equipment produced by Hytera Communications Corporation, Hangzhou Hikvision Digital Technology Recipient, or Dahua Technology Recipient (or any subsidiary or affiliate of such entities).

- k. *Domestic preferences for procurements* - Recipient and its contractors shall comply with 2 CFR 200.322. The requirements of Part 200.322 include providing a preference, to the greatest extent practicable, 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). As described in 2 CFR 200.322, “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. Additionally, “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.
- l. *Prohibition on abortion related activities* - The Contractor agrees that none of the funds provided by this Contract shall be used to lobby for or against abortion. The Contractor agrees that none of the funds provided by this Contract shall be used to pay for the performance of abortion as a method of family planning or to motivate or coerce any person to practice abortions.
- m. *Religious persecution* - The Contractor must ensure that its personnel take into account in their work the considerations reflected in the International Religious Freedom Act concerning country-specific conditions, the right to freedom of religion, methods of religious persecution practiced in foreign countries, and applicable distinctions within a country between the nature of and treatment of various religious practices and believers.
- n. *Blocking property and prohibiting transactions who commit, threaten to commit or support terrorism, executive order 13224* - Contractor is aware of Executive Order 13224 and the names of the individuals and entities designated thereunder. A list of these names can be found in the exclusions section of the SAM.gov. The web site is: <http://www.sam.gov>. Contractor knows that U.S. Executive Order and U.S. laws prohibit transactions with, and the provision of resources and support to, individuals and organizations associated with terrorism. It is the legal responsibility

of the non-Federal entity/contractor to ensure compliance with these Executive Orders and laws.

o. Trafficking in persons -

A. Contractor and Contractor employees, under this Contract, may not:

1. Engage in any forms of trafficking in persons during the period of time that this Contract is in effect;
2. Procure a commercial sex act during the period of time that this Contract is in effect; or
3. Use forced labor in the performance of this Contract.

B. Contractor must inform Recipient immediately of any information the Contractor receives from any source alleging a violation of this prohibition.

C. Contractor shall include the requirements of this provision in any subcontract.

p. Certification regarding lobbying - As required by Section 1352, Title 31 of the U.S. Code, and implemented at 2 CFR Part 418, for persons entering into a grant or cooperative agreement over \$100,000, the Contractor certifies, to the best of his or her knowledge and belief, that:

No Federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with the awarding of any Federal contract, the making of any Federal Cooperative Agreement, the making of any Federal loan, the entering into of any cooperative agreement, and the extension, continuation, renewal, amendment or modification of any Federal contract, grant, loan, or cooperative agreement.

If any funds other than Federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with this Federal contract, grant, loan, or cooperative agreement, the undersigned shall complete and submit

Standard Form-LLL, "Disclosure of Lobbying Activities," in accordance with its instructions.

The Contractor shall require that the language of this certification be included in the subcontracts at all tiers and that all non-Federal entities shall certify and disclose accordingly. This certification is a material representation of fact upon which reliance was placed when the grant was made or entered into between the Sponsor and the Recipient.

- a. a.b. All Contracts and Subcontracts in excess of \$150,000, are subject to FAR Clause 52.222-35 (Equal opportunity for veterans) and FAR Clause 52.222-37 (Employment reports on veterans. The Contractor and their Subcontractor working on any such agreements shall abide by such requirements. This regulation prohibits discrimination against qualified protected veterans, and requires affirmative action by covered prime Contractors and Subcontractors to employ and advance in employment qualified protected veterans

The McNamara-O'Hara Service Contract Act ("SCA"), as amended, (29 CFR 4.6) requires Contractors and Subcontractors performing services on prime contracts in excess of \$2,500 to pay **service employees** in various classes no less than the wage rates and fringe benefits found prevailing in the locality, or the rates (including prospective increases) contained in a predecessor contractor's collective bargaining agreement. The Department of Labor issues wage determinations on a contract-by-contract basis in response to specific requests from contracting agencies. These determinations are incorporated into the contract. Contractors and Subcontracts shall be responsible to ensure they have the correct wage determinations.

A "service employee" is an employee under 29 CFR Part 541, who is actively working in performance of a service pursuant to contract covered by the SCA, but excludes executive, administrative, or exempt professional employee.

For contracts equal to or less than \$2,500, Contractors are required to pay the federal minimum wage as provided in Section 6(a)(1) of the Fair Labor Standards Act.

Crime Control Act of 1990—Reporting of Child Abuse (DEC 2015)

(a) Public Law 101-647, also known as the Crime Control Act of 1990 (Act), imposes responsibilities on certain individuals who, while engaged in a professional capacity or activity, as defined in the Act, on Federal land or in a federally-operated (or contracted) facility, learn of facts that give the individual reason to suspect that a child has suffered an incident of child abuse.

(b) The Act designates “covered professionals” as those persons engaged in professions and activities in eight different categories including, but not limited to, teachers, social workers, physicians, dentists, medical residents or interns, hospital personnel and administrators, nurses, health care practitioners, chiropractors, osteopaths, pharmacists, optometrists, podiatrists, emergency medical technicians, ambulance drivers, alcohol or drug treatment personnel, psychologists, psychiatrists, mental health professionals, child care workers and administrators, and commercial film and photo processors. The Act defines the term “child abuse” as the physical or mental injury, sexual abuse or exploitation, or negligent treatment of a child.

(c) Accordingly, any person engaged in a covered profession or activity under an HHS contract or subcontract, regardless of the purpose of the contract or subcontract, shall immediately report a suspected child abuse incident in accordance with the provisions of the Act. If a child is suspected of being harmed, the appropriate State Child Abuse Hotline, local child protective services (CPS), or law enforcement agency shall be contacted. For more information about where and how to file a report, the Childhelp USA, National Child Abuse Hotline (1-800-4-A-CHILD) shall be called. Any covered professional failing to make a timely report of such incident shall be guilty of a Class B misdemeanor.

(d) The Act also applies to all applicable Subcontracts awarded under such applicable agreements. Accordingly, the Contractor shall ensure that each of its employees, and any Subcontractor staff, is made aware of, understands, and complies with the provisions of the Act