Attachment A

"FLOW-DOWN" CLAUSES APPLICABLE TO PURCHASE ORDERS OR AGREEMENTS INVOLVING FUNDS FROM A FEDERAL GRANT

This Agreement/Order involves the use of funds from a Federal government grant or cooperative agreement, or funds from a subcontract at any tier relating to a Federal government grant or cooperative agreement. The following clauses from the Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards ("Uniform Guidance"), Appendix II are therefore incorporated into and form a part of the terms and conditions of the Agreement/Order. The full text of the Uniform Guidance may be found at 2 CFR Part 200. Seller/Vendor/Vendor agrees to flow down all applicable clauses from the Uniform Guidance to lower-tier subcontractors.

Seller/Vendor/Vendor agrees to comply with all applicable agency-specific terms and conditions, which may be found by selecting the applicable agency's procurement website at Acquisition.gov, and shall flow down all applicable clauses to lower-tier subcontractors.

1. **Davis Bacon Act, as amended (40 U.S.C. 3141-3148).** If the Order is in excess of $2,000 and pertains to construction or repair, and further, if required by Federal program legislation, Seller/Vendor shall comply with the Davis-Bacon Act (40 U.S.C. 3141 - 3144 and 3146-3148) 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, Seller/Vendor is required to pay wages to laborers and mechanics at a rate not less than the prevailing wages specified in a wage determination made by the Secretary of Labor. In addition, Seller/Vendor shall be required to pay wages not less than once a week. Seller/Vendor must report all suspected or reported violations arising under this Order to Harvard.

2. **Copeland "Anti-Kickback" Act (40 U.S.C. 3145).** If the Order is in excess of $2,000 and pertains to construction or repair, Seller/Vendor/Vendor shall comply with the Copeland "Anti-Kickback" Act (40 U.S.C. 3145), 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 in part that Seller/Vendor 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 it is otherwise entitled. Seller/Vendor must report all suspected or reported violations arising under this Order to Harvard.

3. **Contract Work Hours and Safety Standards Act (40 U.S.C. 3701-3708).** If the Order is in excess of $100,000 and involves the employment of mechanics or laborers, Seller/Vendor shall comply with 40 U.S.C. 3702 and 3704, as supplemented by Department of Labor regulations (29 CFR Part 5). Under 40 U.S.C. 3702 of the Act, Seller/Vendor shall be required to 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 $1^1/_2$ times the basic rate of pay for all hours worked in excess of 40 hours in the work week. The requirements of 40 U.S.C. 3704 are applicable to construction work and provide 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.

4. **Bayh-Dole Act (35 U.S.C. 200-212).** If the Order is for the performance of experimental, developmental, or research work under a "funding agreement" as defined at 37 CFR 401.2(a), Seller/Vendor shall provide for the rights of the Federal Government and Harvard 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 comply with the requirements of 37 CFR Part 401 and any implementing regulations issued by the awarding agency.

5. **Clean Air Act (42 U.S.C. 7401-7671q) and the Federal Water Pollution Control Act (33 U.S.C. 1251-1387), as amended.** If the Order is in excess of $150,000, Seller/Vendor shall comply with all applicable standards, Orders, or regulations issued pursuant to the Clean Air Act (42 U.S.C. 7401-767lq) and the Federal Water Pollution Control Act as amended (33 U.S.C. 1251-1387). Violations shall be reported to the Federal awarding agency and the Regional Office of the Environmental Protection Agency (EPA).

6. **Byrd Anti-Lobbying Amendment (31 U.S.C. 1352).** If the Order is for $100,000 or more, Seller/Vendor and its subcontractors shall file the certification required by this statute and associated regulations. 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 Harvard.

7. **Debarment and Suspension (E.O.s 12549 and 12689).** Seller/Vendor represents and warrants that it is not listed on the governmentwide Excluded Parties List System in the System for Award Management (SAM), in accordance with OMB guidelines at 2 CFR Part 180 that implement E.O.s 12549 and 12689, "Debarment and Suspension." This list contains the names of parties debarred, suspended, or otherwise excluded by agencies, and contractors declared ineligible under statutory or regulatory authority other than E.O. 12549.

   Seller/Vendor/Vendor must comply with 2 CFR Part 180, Subpart C and must include a requirement to comply with this regulation in any lower tier covered transaction it enters into.

   Seller/Vendor shall have an ongoing duty during the term of this Agreement to disclose to Harvard on an ongoing basis any occurrence that would prevent Seller/Vendor from making the certifications contained in this Section 8. Such disclosure shall be made in writing to Harvard within five (5) business days of when Seller/Vendor discovers or reasonably believes there is a likelihood of such occurrence.

   This certification is a material representation of fact relied upon by Harvard. If it is later determined that Seller/Vendor did not comply with 2 CFR Part 180, Subpart C, in addition to remedies available to Harvard, the Federal government may pursue available remedies, including but not limited to suspension and/or debarment.

8. **Procurement of recovered materials.** A non-federal entity that is a state agency or agency of a political subdivision of a state and its contractors must comply with section 6002 of the Solid Waste Disposal Act, as amended by the Resource Conservation and Recovery Act of 1976 as amended, 42 U.S.C. 6962. The requirements of Section 6002 include procuring only items designated in the 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.

   A non-federal entity should, to the greatest extent practicable and consistent with law, purchase, acquire, or use products and services that can be reused, refurbished, or recycled; contain recycled content, are biobased, or are energy and water efficient; and are sustainable. This may include purchasing compostable items and other products and services that reduce the use of single-use plastic products. See Executive Order 14057, section 101, Policy.

9. **Domestic preferences for procurements (2 CFR 200.322).** To the greatest extent practicable and consistent with law, Seller/Vendor should provide a preference 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). The requirements of this Section 10 must be included in all lower tier subcontracts or orders under this Order. For purposes of this section:
   1. "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.
   2. "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.

If this Order is for infrastructure purposes, Seller/Vendor must implement the Buy America preferences set forth in 2 CFR part 184.

10. **Contracting with Small and Minority Businesses, Women's Business Enterprises, and Labor Surplus Area Firms (2 CFR 200.321).** When possible, Seller/Vendor should ensure that small businesses, minority businesses, women's business enterprises, veteran owned businesses, and labor surplus area firms (See U.S. Department of Labor's list) are considered as set forth below. Such consideration means:
    1. These business types are included on solicitation lists;
    2. These business types are solicited whenever they are deemed eligible as potential sources;
    3. Dividing procurement transactions into separate procurements to permit maximum participation by these business types;
    4. Establishing delivery schedules (for example, the percentage of an order to be delivered by a given date of each month) that encourage participation by these business types;
    5. Utilizing organizations such as the Small Business Administration and the Minority Business Development Agency of the Department of Commerce; and
    6. Requiring a contractor under a Federal award to apply this section to subcontracts.

11. **Prohibition on certain telecommunications and video surveillance services or equipment (2 CFR 200.216).** Seller/Vendor shall not obligate or expend funds received under this Purchase Order to procure or obtain covered telecommunications equipment or services; extend or renew a contract to procure or obtain covered telecommunications equipment or services; or enter into a contract (or extend or renew a contract) to procure or obtain covered telecommunications equipment or services.

    As described in section 889 of Public Law 115–232, ''covered telecommunications equipment or services'' means any of the following:
    1. Telecommunications equipment produced by Huawei Technologies Company or ZTE Corporation (or any subsidiary or affiliate of such entities);
    2. For the purpose of public safety, security of government facilities, physical security surveillance of critical infrastructure, and other national security purposes, video surveillance and telecommunications equipment produced by Hytera Communications Corporation, Hangzhou Hikvision Digital Technology Company, or Dahua Technology Company (or any subsidiary or affiliate of such entities);
    3. Telecommunications or video surveillance services provided by such entities or using such equipment;
    4. Telecommunications or video surveillance equipment or services produced or provided by an entity that the Secretary of Defense, in consultation with the Director of the National Intelligence or the Director of the Federal Bureau of Investigation, reasonably believes to be an entity owned or controlled by, or otherwise connected to, the government of a covered foreign country;

    For the purposes of this section, ''covered telecommunications equipment or services'' also include systems that use covered telecommunications equipment or services as a substantial or essential component of any system, or as critical technology as part of any system.

    By accepting this Purchase Order Seller/Vendor certifies that it will comply with the prohibition on covered telecommunications equipment and services in this section.

    For additional information, see section 889 of Public Law 115–232 and § 200.471.

CONFLICTS AMONG CLAUSES APPLICABLE TO THE ORDER

In the event of any conflict among the requirements of clauses applicable to the Order, the most stringent requirements of the clauses will apply.