**FEDERAL BUSINESS SERVICES ADDENDUM**

If the Customer, as defined in the above-referenced Agreement, is an agency of the United States Government, the Parties shall incorporate the terms and conditions included in this Federal Business Services Addendum. All capitalized terms not otherwise defined in this Addendum shall have the meanings as defined in the Agreement.

1. United States Flow-Down Requirements. Because the Work performed pursuant to the parties’ Agreement is in furtherance of ESG’s actual or potential contractual responsibilities to the United States Government, including its agencies, Subcontractor may be required to perform its Work in conformance with one or more federal laws, rules or regulations. Subcontractor hereby accepts responsibility for determining whether provisions contained within this Addendum; and if such provisions apply, Subcontractor accepts responsibility for complying therewith. Such requirements include, but are not limited to:
	1. Prevailing Wage Laws. If applicable, Subcontractor shall comply with prevailing wage laws and/or labor agreements (Davis-Bacon Act, prevailing wages in Service contracts, and other related acts).
	2. FAR Requirements. Subcontractor shall comply with the current version of the Federal Acquisition Regulation (“**FAR**”) and Defense Federal Acquisition Regulation (“**DFARS**”) as promulgated by the General Services Administration, Department of Defense, and National Aeronautics and Space Administration, as amended, and the Federal Property and Administrative Services Act of 1949, codified at 40 U.S.C. §§ 471-514 and 41 U.S.C. §§ 251-260, as amended. This includes, but is not limited to FAR provisions, codified in Part 52 of Title 48 of the Code of Federal Regulations and DFARS provisions codified in Part 252 of the Defense Federal Acquisition Regulations including:

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| FAR 52.203-6 | Restrictions on Subcontractor Sales to the Government |
| FAR 52.203-6 | Restrictions on Subcontractor Sales to the Government--Alternate I |
| FAR 52.203-7 | Anti-Kickback Procedures |
| FAR 52.203-12 | Limitation on Payments to Influence Certain Federal Transactions |
| FAR 52.203-13 | Contractor Code of Business Ethics and Conduct |
| FAR 52.203-14 | Display of Hotline Poster(s) |
| FAR 52.203-1752.203-19 | Contractor Employee Whistleblower Rights and Requirement To Inform Employees of Whistleblower RightsProhibition on Requiring Certain Internal Confidentiality Agreements or |
| 52.204-2 | StatementsSecurity Requirements |
| FAR 52.204-21 | Basic Safeguarding of Covered Contractor Information Systems |
| FAR 52.204-23 | Prohibition on Contracting for Hardware, Software, and Services Developed or Provided by Kaspersky Lab and Other Covered Entities |
| FAR 52.204-24 | Representation Regarding Certain Telecommunications and Video Surveillance Services or Equipment |
|  | Surveillance Services or Equipment |
| FAR 52.204-25 | Prohibition on Contracting for Certain Telecommunications and Video Surveillance Services or Equipment |
| FAR 52.204-26 | Covered Telecommunications Equipment or Services – Representation, in all solicitations |
| FAR 52.204-27 | Prohibition on Downloading of the Bytedance App |
| FAR 52.209-6 | Protecting the Government’s Interest When Subcontracting with Contractors Debarred, Suspended, or  |
| 52.215-12 | Proposed for Debarment Subcontractor Certified Cost or Pricing Data |
| FAR 52.215-12 | Subcontractor Certified Cost or Pricing Data--Alternate I |
| FAR 52.215-13 | Subcontractor Certified Cost or Pricing Data—Modifications |
| FAR 52.215-13 | Subcontractor Certified Cost or Pricing Data—Modifications--Alternate I |
| FAR 52.215-15 | Pension Adjustments and Asset Reversions |
| FAR 52.215-18 | Reversion or Adjustment of Plans for Postretirement Benefits (PRB) Other Than Pensions |
| FAR 52.219-852.215-19 | Utilization of Small Business ConcernsNotification of Ownership Changes |
| FAR 52.222-4 | Contract work Hours and Safety Standards Act – Overtime Compensation |
| FAR 52.222-6 | Davis – Bacon Act |
| FAR 52.222-7 | Withholding of Funds |
| FAR 52.222-8 | Payrolls and Basic Records |
| FAR 52.222-9 | Apprentices and Trainees |
| FAR 52.222-10 | Compliance with Copeland Act Requirements |
| FAR 52.222-11 | Subcontracts (Labor Standards) |
| FAR 52.222-12 | Contract Termination – Debarment |
| FAR 52.222-13 | Compliance with Davis-Bacon and Related Act Regulations |
| FAR 52.222-14 | Disputes concerning Labor Standards |
| FAR 52.222-15 | Certification of Eligibility |
| FAR 52.222-21 | Prohibition of Segregated Facilities |
| FAR 52.222-23 | Notice of Requirement for Affirmative Action to Ensure Equal Employment Opportunity for Construction  |

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| FAR 52.222-26 | Equal Opportunity |
| FAR 52.222-27 | Affirmative Action Compliance Requirements for Construction |
| FAR 52.222-34 | Project Labor Agreement |
| FAR 52.222-34 | Project Labor Agreement--Alternate I |
| FAR 52.222-35 | Affirmative Action for Special Disabled and Vietnam Era Veterans |
| FAR 52.222-36 | Affirmative Action for Handicapped Workers |
| FAR 52.222-37 | Employment Reports on Special Disabled Veterans and Veterans of the Vietnam Era |
| FAR 52.222-40 | Notification of Employee Rights Under the National Labor Relations Act |
| FAR 52.222-41 | Service Contract Labor Standards |
| FAR 52.222-50 | Combating Trafficking in Persons |
| FAR 52.222-53 | Exemption from Application of the Service Contract Labor Standards to Contracts for Certain Services- |
| 52.222-55 | Requirements Minimum Wages Under Executive Order 13658 |
| FAR 52.222-62 | Paid Sick Leave Under Executive Order 13706 |
| FAR 52.223-6 | Drug-Free Workplace |
| FAR 52.223-18 | Encouraging Contractor Policies to Ban Text Messaging While Driving |
| FAR 52.225-1 | Buy American Act – Supplies |
| FAR 52.225-5 | Trade Agreements |
| FAR 52.225-8 | Duty-Free Entry |
| FAR 52.225-9 | Buy American Act-Construction Materials |
| FAR 52.225-11 | Buy American Act-Construction Materials under Trade Agreements |
| FAR 52.225-13 | Restriction on Certain Foreign Purchases |
| FAR 52.225-19 | Contractor Personnel in a Designated Operational Area or Supporting a Diplomatic or Consular Mission Outside the United States |
| FAR 52.225-25 | Prohibition on Contracting with Entities Engaging in Certain Activities or Transactions Relating to Iran—Representation and Certifications |
| FAR 52.227-1 | Authorization and Consent |
| FAR 52.227-2 | Notice and Assistance Regarding Patent and Copyright Infringement |
| FAR 52.232-27 | Prompt Payment for Construction Contracts |
| FAR 52.236-13 | Accident Prevention--Alternate I |
| FAR 52.246-26 | Reporting Nonconforming Items |
| DFARS 252.203-7001 | Prohibition on Persons Convicted of Fraud or Other Defense-Contract-Related Felonies |
| DFARS 252,203-7002 | Requirement to Inform Employees of Whistleblower Rights |
| DFARS 252.203-7004 | Display of Hotline Posters |
| DFARS 252.204-7004 | DoD Antiterrorism Awareness Training for Contractors |
| DFARS 252.204-7012 | Safeguarding Covered Defense Information and Cyber Incident Reporting |
| DFARS 252.204-7016 | Covered Defense Telecommunications Equipment or Services – Representation |
| DFARS 252.204-7017 | Prohibition on the Acquisition of Covered Defense Telecommunications Equipment or Services-Rep |
| DFARS 252.204-7018 | Prohibition on the Acquisition of Covered Defense Telecommunications Equipment or Services |
| DFARS 252.204-7020 | NIST SP 800-171 DoD Assessment Requirements |
| DFARS 252.204-7021 | Cybersecurity Maturity Model Certification Requirements |
| DFARS 252.215-7010 | Requirements for Certified Cost or Pricing Data and Data Other Than Certified Cost or Pricing Data-Basic |
| DFARS 252.215-7010 | Requirements for Certified Cost or Pricing Data and Data Other Than Certified Cost or Pricing Data--Alt I |
| DFARS 252.222-7000 | Restrictions on Employment of Personnel |
| DFARS 252.223-7006 | Prohibition on Storage, Treatment, and Disposal of Toxic or Hazardous Materials-Basic |
| DFARS 252.223-7008 | Prohibition of Hexavalent Chromium |
| DFARS 252.225-7052 | Restriction on the Acquisition of Certain Magnets and Tungsten |
| DFARS 252.226-7001 | Utilization of Indian Organizations, Indian-Owned Economic Enterprises, and Native Hawaiian Small  |
|  | Business Concerns |
| DFARS 252.227-7033 | Rights in Shop Drawings |
| DFARS 252.232-7017 | Accelerating Payments to Small Business Subcontractors—Prohibition on Fees and Consideration |
| DFARS 252.235-7003 | Frequency Authorization—Basic |
| DFARS 252.237-7010 | Prohibition on Interrogation of Detainees by Contractor Personnel |
| DFARS 252.237-7023 | Continuation of Essential Contractor Services |
| DFARS 252.244-7000 | Subcontracts for Commercial Items |
| DFARS 252.246-7003 | Notification of Potential Safety Issues |
| DFARS 252.246-7007 | Contractor Counterfeit Electronic Part Detection and Avoidance System |
| DFARS 252.246-7008 | Sources of Electronic Parts |

* 1. **Nondiscrimination and Affirmative Action. Subcontractor shall comply with and abide by the requirements of all nondiscrimination and affirmative action laws, rules, and regulations, including but not limited to** **41 CFR §§ 60-1.4(a), 41 CFR §§ 60-300.5(a), and 41 CFR §§ 60-741.5(a). These regulations prohibit discrimination against qualified individuals based on their status as protected veterans or individuals with disabilities, and prohibit discrimination against all individuals based on their race, color, religion, sex, sexual orientation, gender identity, national origin, and for inquiring about, discussing or disclosing compensation. Moreover, these regulations require that covered prime contractors and subcontractors take affirmative action to employ and advance in employment individuals without regard to race, color, religion, sex, sexual orientation, gender identity, national origin, disability or veteran status.**
	2. Citizenship. Subcontractor covenants that its employees, or subcontractors who provide services to ESG pursuant to the Agreement in the United States are United States citizens or aliens authorized to engage in employment or to provide services in the United States as provided in the Immigration Reform and Control Act of 1986, 8 USC §1101.
	3. Diversity. With respect to performance of contracts in the United States, ESG has a policy to ensure that small business enterprises (including those owned and controlled by socially and economically disadvantaged individuals, including minorities) and woman-owned business enterprises have the maximum opportunity to contract with ESG. Subcontractor shall cooperate with ESG to support those policies to the extent practicable and as otherwise directed by ESG.
1. Export Control. Subcontractor is responsible for exporting and importing all property that it requires to perform the Work, including the export of such property when it is no longer needed to perform the Work. Subcontractor shall obtain all necessary permits, licenses, authorizations and clearances for the export and import of property Subcontractor requires to perform under this Agreement. All import and export costs, including any temporary import bonds shall be paid at Subcontractor’s sole cost.
2. E-Verify (FAR 52.222-54). E-Verify (<http://www.dhs.gov/e-verify>) is a website through the Department of Homeland Security in which employers must register, then enter citizenship related information (from a completed Form I-9 Employment Eligibility Verification) regarding all employees working on any qualifying contract with the Federal Government, either as an employer with a contract direct with the Federal Government or as a subcontractor (at any tier) to an employer with a contract direct with the Federal Government. ESG’s work associated with this Agreement is Federal Government Work. It shall be the Subcontractor’s responsibility to list all employees performing Work under this Agreement on the website.
3. Employee Rights under the National Labor Relations Act. Subcontractor must post a notice of employee rights under the National Labor Relations Act (NLRA) in conspicuous places in its plants and offices where employees covered by the NLRA engage in activities relating to the performance of this Agreement and/or individual Work Order. The contract clause set forth in 29 CFR Part 471, Appendix A to Subpart A, is incorporated by reference as if fully set forth herein. Subcontractor will include this provision in every lower-tiered subcontract or purchase order entered into in connection with this Agreement unless otherwise exempt, so that such provisions will be binding upon each lower-tiered subcontractor.
4. Data Breach. When DFARS 252.204-7012 Safeguarding [covered defense information](https://www.law.cornell.edu/definitions/index.php?width=840&height=800&iframe=true&def_id=84989fda9e016c08a3be260ac6e7bb78&term_occur=999&term_src=Title:48:Chapter:2:Subchapter:H:Part:252:Subpart:252.2:252.204-7012) and [cyber incident](https://www.law.cornell.edu/definitions/index.php?width=840&height=800&iframe=true&def_id=b7d9c7dc0ac6883f0e6039f5bc1f541e&term_occur=999&term_src=Title:48:Chapter:2:Subchapter:H:Part:252:Subpart:252.2:252.204-7012) reporting applies to a project, Subcontractor shall report Data Breaches or cyber incidents to [*https://dibnet.dod.mil*](https://dibnet.dod.mil)in accordance with paragraph (c) of the clause. Subcontractor shall also:
	1. Notify ESG when submitting a request to vary from a NIST SP 800-171 security requirement to the Contracting Officer, in accordance with paragraph (b)(2)(ii)(B) of DFARS 252.204-7012; and
	2. Provide the incident report number, automatically assigned by the Department of Defense (“DoD”), to ESG as soon as practicable, when reporting a Data Breach or cyber incident to DoD as required in paragraph (c) of this clause.
5. Data Protection. Requirements and procedures for basic safeguarding of Subcontractor information systems, as such term is defined in DFARS 204.7301, shall include, at a minimum, the following security controls:
6. Limit information system access to authorized users, processes acting on behalf of authorized users, or devices (including other information systems).
7. Limit information system access to the types of transactions and functions that authorized users are permitted to execute.
8. Verify and control/limit connections to and use of external information systems.
9. Control information posted or processed on publicly accessible information systems.
10. Identify information system users, processes acting on behalf of users, or devices.
11. Authenticate (or verify) the identities of those users, processes, or devices, as a prerequisite to allowing access to organizational information systems.
12. Sanitize or destroy information system media containing ESG’s Information before disposal or release for reuse.
13. Limit physical access to organizational information systems, equipment, and the respective operating environments to authorized individuals.
14. Escort visitors and monitor visitor activity; maintain audit logs of physical access; and control and manage physical access devices.
15. Monitor, control, and protect organizational communications (i.e., information transmitted or received by organizational information systems) at the external boundaries and key internal boundaries of the information systems.
16. Implement subnetworks for publicly accessible system components that are physically or logically separated from internal networks.
17. Identify, report, and correct information and information system flaws in a timely manner.
18. Provide protection from malicious code at appropriate locations within organizational information systems.
19. Update malicious code protection mechanisms when new releases are available.
20. Perform periodic scans of the information system and real-time scans of files from external sources as files are downloaded, opened, or executed.
21. Trenching in California. If a Project is located in California and the Work Order amount exceeds $25,000 or involves the excavation of any trench(es) five (5) feet or more in depth, Subcontractor shall comply with all OSHA trenching requirements and Shoring Systems Standards established by the Construction Safety Orders of the Division of Industrial Safety.
22. Termination for Convenience. If ESG terminates the subcontract for convenience because the United States Government has terminated the project for convenience, then, within thirty days after receiving notice of termination, Subcontractor will submit to ESG a termination settlement proposal that generally meets the requirements for termination settlement proposals set forth in FAR 52.249-2, to support ESG’s termination settlement proposal. Subcontractor agrees that in the event of such a termination, Subcontractor will accept as full and Final Payment such compensation as is awarded by the U.S. Government for such work, minus any margin or profit awarded to ESG or another party based on Subcontractor’s work.
23. Prohibited Parties and Transactions. ESG is a United States company with a policy requiring it to comply with all Applicable Laws, including economic sanctions and trade restrictions imposed by the United States government. ESG has undertaken to provide its parent organization with any information relevant to its potential involvement with any party that may be the target of such sanctions and restrictions. Accordingly, Subcontractor shall provide ESG with ninety days' advance notice of the names and addresses of any member of Subcontractor’s organization which may be any of the following:
	1. The target of, or owned or subject to control by any country, institution, organization, entity or Person that is the target of, economic sanctions and trade restrictions imposed by the United States government.
	2. Debarred or otherwise excluded or declared ineligible to participate in U.S. government contracts or contracts, grants or other programs financed in whole or in part by the U.S. government.
	3. Listed by the U.S. Departments of Commerce or State as an entity with which U.S. Persons may not engage in export or re-export related transactions.
24. Reporting Executive Compensation. Section 2(d) of the Federal Funding Accountability and Transparency Act of 2006 (Pub. L. No. 109-282), as amended by section 6202 of the Government Funding Transparency Act of 2008 (Pub. L. 110-252) (generally, the “Executive Compensation Reporting Law”), requires certain first-tier subcontractors under United States Federal Government contracts to report to prime contractors the names and total compensation of each of their 5 most highly compensated executives. The Executive Compensation Reporting Law requires all reported information to be made public.
	1. Unless otherwise exempt from the Executive Compensation Reporting Law, below, within 10 days of execution of the parties’ Agreement (or any modification to this Agreement that requires the reporting, or updated reporting of data required by this Section), the Subcontractor shall report the following information to ESG for posting on the Federal Government database at <http://www.fsrs.gov>: Unique identifier (DUNS Number) for the Subcontractor receiving the award and for the Subcontractor’s parent company, if the Subcontractor has a parent company.
		1. Name of the Subcontractor.
		2. Amount of the Work Order award.
		3. Date of the Work Order award. A description of the products or services (including construction) being provided under the Work Order, including the overall purpose and expected outcomes or results of the Work Order.
		4. ESG Agreement Number and Work Order Number.
		5. Subcontractor’s physical address including street address, city, state, and country. Also, include the nine- digit zip code and congressional district.
		6. Subcontractor’s primary performance location including street address, city, state, and country. Also, include the nine-digit zip code and congressional district.
		7. The applicable North American Industry Classification System Code (NAICS).
	2. Within 20 days of execution of this Agreement, and annually thereafter, the Subcontractor shall report to ESG the names and total compensation of each of the 5 most highly compensated executives for the Subcontractor’s preceding completed fiscal year at <http://www.ccr.gov>, if, (i) in the Subcontractor’s preceding fiscal year, the Subcontractor received (1) 80 percent or more of its annual gross revenues from Federal contracts (and subcontracts), loans, grants (and subgrants) and cooperative agreements; and (2) $25,000,000 or more in annual gross revenues from Federal contracts (and subcontracts), loans, grants (and subgrants) and cooperative agreements; and (ii) The public does not have access to information about the compensation of the executives through periodic reports filed under section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a), 78o(d)) or section 6104 of the Internal Revenue Code of 1986. (To determine if the public has access to the compensation information, see the U.S. Security and Exchange Commission total compensation filings at <http://www.sec.gov/answers/execomp.htm>.)
	3. If the Subcontractor in the previous tax year had gross income, from all sources, under $300,000, the Subcontractor is exempt from the requirement to report Subcontractor awards.
	4. If the Subcontractor is exempt from the requirement to report executive compensation pursuant to subsection (b)(2) or subsection (c) above, an officer of the Subcontractor shall certify that fact to ESG within 20 days of the award of this Work Order. The certification shall take the following form:

*This is to certify that, to the best of my knowledge and belief, Subcontractor did not receive 80 percent or more of its annual gross revenues in its preceding completed fiscal year from Federal contracts (and subcontracts), loans, grants (and subgrants) and cooperative agreements. This is to certify that, to the best of my knowledge and belief, Subcontractor did not receive $25,000,000 or more in annual gross revenues in its preceding fiscal year from federal contracts (and subcontracts), loans, grants (and subgrants) and cooperative agreements. This is to certify that, to the best of my knowledge and belief, Subcontractor has filed periodic reports under section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a), 78o(d)) or section 6104 of the Internal Revenue Code of 1986 containing information about the compensation of its executives, which are available to the public. This is to certify that Subcontractor had gross income from all sources in the previous tax year under $300,000.*

*The certification must be signed by an officer of Subcontractor in the following format:*

*Firm:*

*Signature:*

*Name:*

*Title:*

*Date of Execution:*

* 1. As used in this Section 11 of this Addendum:

“Executive” means officers, managing partners, or any other employees in management positions.

“Total compensation” means the cash and noncash dollar value earned by the executive during the Subcontractor’s preceding fiscal year and includes the following (for more information see 17 CFR 229.402(c)(2)):

(1) Salary and bonus;

(2) Awards of stock, stock options, and stock appreciation rights. Use the dollar amount recognized for financial statement reporting purposes with respect to the fiscal year in accordance with the Statement of Financial Accounting Standards No. 123 (Revised 2004) (FAS 123R), Shared Based Payments; (3) Earnings for services under non-equity incentive plans. This does not include group life, health, hospitalization or medical reimbursement plans that do not discriminate in favor of executives, and are available generally to all salaried employees; (4) Change in pension value. This is the change in present value of defined benefit and actuarial pension plans; (5) Above-market earnings on deferred compensation which is not tax-qualified; and (6) Other compensation, if the aggregate value of all such other compensation (e.g., severance, termination payments, value of life insurance paid on behalf of the employee, perquisites or property) for the executive exceeds $10,000.