# ATTACHMENT 7

**PRIME CONTRACT FLOW-DOWN CLAUSES**

Work performed or supplies delivered under the Agreement resulting from this RFP is pursuant to a contract from USAID. All relevant flow-down clauses from the contract will be incorporated in the Agreement: (a) in such a manner as to make the Contractor subject to those clauses, as applicable, and (b) to the extent necessary to enable Creative to perform its’ obligations under the contract to enable USAID to enforce its rights hereunder. This agreement incorporates the following Federal Acquisition Regulations (FAR) and agency regulations as applicable. To the fullest extent that these clauses flow-down or apply to the Contractor, they are incorporated herein by reference with the same force and effect as if they were given in full text. Where appropriate and applicable under these clauses, references to the “Government” shall be interpreted to mean the Creative Associates and “Contractor” to mean the Contract recipient of the Agreement resulting from this award.

**Federal Acquisition Regulations (FAR) (48 CFR 1) Clauses**

The following FAR Clauses are applicable to this specific subcontract, incorporated here by reference.

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| 52.202-1 | DEFINIITIONS | Jul-04 |
| 52.203-3 | GRATUITIES | Apr-84 |
| 52.203-5 | COVENAT AGAINST CONTINGENT FEES | Apr-84 |
| 52.203-6 | RESTRICTIONS ON SUBCONTRACTOR SALES TO THE GOVERNMENT | Sep-06 |
| 52.203-7 | ANTI-KICKBACK PROCEDURES | Jul-95 |
| 52.203-8 | CANCELLATION, RECISSION, AND RECOVERY OF FUNDS FOR ILLEGAL OR IMPROPER ACTIVITY | Jan-97 |
| 52.203-10 | PRICE OR FEE ADJUSTMENT FOR ILLIGAL OR IMPROPER ACTIVITY | Jan-97 |
| 52.203-12 | LIMITATION ON PAYMENTS TO INFLUENCE CERTAIN FEDRAL TRANSACTIONS | Sep-05 |
| 52.204-2 | SECURITY REQUIREMENTS | Aug-96 |
| 52.204-4 | PRINTED OR COPIED DOUBLE-SIDED ON RECYCLED PAPER | Aug-00 |
| 52.209-6 | PROTECTING THE GOVERNMENT’S INTEREST WHWN SUBCONTRACTING SEP 2006 | Sep-06 |
|  | WITH CONTRACTORS DEBARRED, SUSPENDED, OR PROPOSED FOR |  |
|  | DEBARRMENT |  |
| 52.215-2 | AUDIT AND RECORDS –NEGOTIATION | Jun-97 |
| 52.215-8 | ORDER OF RECEDENCE—UNIFORM CONTRACT FORMAT | Oct-97 |
| 52.215-11 | PRICE REDCUTION FORDEFECTIVE COST OR PRICING | Oct-97 |
|  | DATA—MODIFICATION |  |
| 52.215-13 | SUBCONTRATOR COST OR PRICING DATA—MODIFICATION | Oct-97 |

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| 52.215-14 | INTEGRITY OF UNIT PRICES | Oct-97 |
| 52.215-15 | PENSION ADJUSTMENT AND ASSET REVISIONS | Oct-04 |
| 52.215-18 | REVISION OR ADJUSTMENT OF PLANS FOR POSTRETIREMENT | Jun-05 |
|  | BENEFITS OTHER THAN PENSIONS (PRB) |  |
| 52.215-19 | NOTIFICATION OF OWNERSHIP CHANGES | Oct-97 |
| 52.216-7 | ALLOWABLE COST AND PAYMENT | Dec-02 |
| 52.216-8 | FIXED-FEE | Mar-97 |
| 52.217-8 | OPTION TO EXTEND SERVICES | Nov-99 |
| 52.219-14 | LIMITATIONS ON SUBCONTRACTING | Dec-96 |
| 52.222-21 | PROHIBITION OF SEGREGATED FACILITIES | Feb-99 |
| 52.222-26 | EQUAL OPPORTUNITY | Apr-02 |
| 52.222-29 | NOTIFICATION OF VISA DENIAL | Jun-03 |
| 52.222-35 | EQUAL OPPORTUNITY FOR SPECIAL DISABLED | Sep-06 |
|  | VETERANS, OF THE VIETNAM ERA, AND OTHER |  |
|  | ELIGIBLE VETERANS |  |
| 52.222-36 | AFFIRMATIVE ACTION FOR WORKERS WITH DISABILITIES | Jun-98 |
| 52.222-37 | EMPLOYMENT REPORTS ON SPECIAL DISABLED VETERANS OF THE VIETNAM ERA | Sep-06 |
|  | AND OTHER ELIGIBLE VETERANS |  |
| 52.223-6 | DRUG-FREE WORKPLACE | May-01 |
| 52.223-14 | TOXIC CHEMICAL RELEASE REPORTING | Aug-03 |
| 52.225-13 | RESTRICTIONS ON CERTAIN FOREIGN | Feb-06 |
| 52.225-14 | INCONSISTENCY BETWEEN ENGLISH VERSION | Feb-06 |
| 52.225-19 | CONTRACTOR PERSONNEL IN A DESIGNATED OPERATIONAL AREA OR SUPPORTING | Mar-08 |
|  | A DIPLOMATIC OR CONSULAR MISSION |  |
|  | OUTSIDE THE UNITED STATES |  |
| 52.227-2 | NOTICE AND ASSISTANCE REGARDING PATENT | Aug-96 |
| 52.227-14 | RIGHTS IN DATA-GENERAL | Jun-87 |
| 52.228-3 | WORKERS' COMPENSATION INSURANCE | Apr-84 |
|  | (DEFENSE BASE ACT) |  |
| 52.228-7 | INSURANCE-LIABILITY TO THIRD PERSONS | Mar-96 |
| 52.229-3 | FEDERAL, STATE, AND LOCAL TAXES | Apr-03 |
| 52.229-8 | TAXES-FOREIGN COST-REIMBURSEMENT CONTRACTS | Mar-90 |
| 52.230-2 | COST ACCOUNTING STANDARDS | Apr-98 |
| 52.230-6 | ADMINISTRATION OF COST ACCOUNTING STANDARDS | Apr-05 |

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| 52.232-9 | LIMITATION ON WITHHOLDING Or PAYMENTS INTEREST | Apr-84 |
| 52.232-17 | INTEREST | Jun-96 |
| 52.232-22 | LIMITATION OF FUNDS | Apr-84 |
| 52.232-23 | ASSIGNMENT OF CLAIMS | Jan-86 |
| 52.232-25 | PROMPT PAYMENT | Oct-03 |
|  | ALTERNATE I | Feb-02 |
| 52.232-33 | PAYMENT BY ELECTRONIC FUNDS—CENTRAL | Oct-03 |
|  | CONTRACTOR REGISTRATION |  |
| 52.232-37 | MULTIPLE PAYMENT ARRANGEMENTS | May-99 |
| 52.233-1 | DISPUTES | Jul-02 |
| 52.233-3 | PROTEST AFTER AWARD | Aug-96 |
|  | ALTERNATE I | Jun-85 |
| 52.233-4 | APPLICABLE LAW FOR BREACH OF CONTRACTO CLAIM | Oct-04 |
| 52.242-1 | NOTICE OF INTENT TO DISALLOW COSTS | Apr-84 |
| 52.242-3 | PENALTIES FOR UNALLOWABLE COSTS | May-01 |
| 52.242-4 | CERTIFICATION OF FINAL INDIRECT COSTS | Jan-97 |
| 52.242-14 | SUSPENSION OF WORK | Apr-84 |
| 52.242-15 | STOP-WORK ORDER | Apr-89 |
|  | ALTERNATE I | Apr-84 |
| 52.242-17 | GOVERNMENT DELAY OF WORK | Apr-84 |
| 52.243-2 | CHANGES--COST REIMBURSEMENT | Aug-87 |
|  | Alternate II (Apr 1984) |  |
| 52.244-2 | SUBCONTRACTS | Jun-07 |
|  | ALTERNATE I *(JUN* 2007) |  |
| 52.244-6 | SUBCONTRACTS FOR COMMERCIAL TEMS | Sep-06 |
| 52.245-5 | GOVERNMENT PROPERTY (COST-REIMBURSEMENT | May-04 |
|  | TIME AND MATERIALS, OR LABOR HOUR CONTRACTS) |  |
| 52.246-23 | LIMITATION OF LIABILITY | Feb-97 |
| 52.246-25 | LIMITATION OF LIABILITY—SERVICES | Feb-97 |
| 52.247-63 | PREFERENCE FOR 0.5.-FLAG AIR CARRIERS | Jun-03 |
| 52.247-64 | PREFERENCE FOR PRIVATELY OWNED U.S.-FLAG | Feb-06 |
|  | COMMERCIAL VESSELS |  |
| 52.247-67 | SUBMISSION OF COMMERCIAL TRANSPORTATION | Feb-06 |
|  | BILLS TO THE GENERAL SERVICES ADMINISTRATION FOR AUDIT |  |

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| 52.249-2 | TERMINATION FOR CONVENIENCE OF THE | May-04 |
|  | GOVERNMENT (FIXED-PRICE) |  |
| 52.249-4 | TERMINATION FOR CONVENIENCE OF THE | Apr-84 |
|  | GOVERNMENT (SERVICES) (SHORT FORM) |  |
| 52.249-6 | TERMINATION (COST-REIMBURSEMENT) | May-04 |
| 52.249-8 | DEFAULT (FIXED-PRICE SUPPLY AND SERVICE) | Apr-84 |
| 52.249-14 | EXCUSABLE DELAYS | Apr-91 |
| 52 . 253 - 1 | COMPUTER GENERATED FORMS | Jan-91 |

**1.) Agency for International Development Acquisitions Regulations (AIDAR) (48 CFR 7) Clauses**

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| 752.202-1 | DEFINITIONS | Jan-90 |
| 752.204-2 | SECURITY REQUIREMENTS | (undated) |
| 152.209-71 | ORGANIZATIONAL CONFLICTS OF INTEREST | Jun-93 |
|  | DISCOVERED AFTER AWARD |  |
| 752.211-70 | LANGUAGE AND MEASUREMENT | Jun-92 |
| 752.225-71 | LOCAL PROCUREMENT | Feb-97 |
| 752.228-3 | WORKER'S COMPENSATION INSURANCE |  |
|  | (DEFENSE BASE ACT) |  |
| 752.228-7 | INSURANCE-LIABILITY TO THIRD PERSONS |  |
| 752.245-70 | GOVERNMENT Property-USAID |  |
|  | REPORTING REQUIREMENTS |  |
| 752.245-71 | TITLE TO AND CARE OF PROPERTY | Apr-84 |
| 752.7001 | BIOGRAPHICAL DATA | Jul-97 |
| 752.7002 | TRAVEL AND TRANSPORTATION | Jan-90 |
| 752.7006 | NOTICES | Apr-84 |
| 752.7008 | USE OF GOVERNMENT FACILITIES OR | Apr-84 |
|  | PERSONNEL |  |
| 752.701 | CCNVERSION OF U.S. DOLLARS TO LOCAL | Apr-84 |
|  | CURRENCY |  |
| 752.7011 | ORIENTAT/ON AND LANGUAGE TRAINING | Apr-84 |
| 752.7013 | CONTRACTOR-MISSION RELATIONSHIPS | Oct-89 |
| 752.7014 | NOTICE OF CHANGES :N TRAVEL REGULATIONS | Jan-90 |
| 752.7015 | USE OF POUCH FACILITIES | Jul-97 |
| 752.7018 | HEALTH AND ACCIDENT COVERAGE FOR | Jan-99 |
|  | USAID PARTICIPANT TRAINEES |  |
| 752.7019 | PARTICIPANT TRAINING | Jan-99 |
| 752.7023 | REQUIRED VISA FORM FOR USAID | Apr-84 |
|  | PARTICIPANTS |  |
| 752.7025 | APPROVALS | Apr-84 |
| 752.7028 | DIFFERENT: ALS AND ALLOWANCES | Jul-96 |

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| 752.7029 | POST PRIVILEGES | Jul-93 |
| 752.7031 | LEAVE AND HOLIDAYS | Oct-89 |
| 752.7033 | PHYSICAL FITNESS | Jul-97 |
| 752.7034 | ACKNOWLEDGEMENT AND DISCLAIMER | Dec-91 |
| 752.7035 | PUBLIC NOTICES | Dec-91 |

**Restriction on Certain Foreign Purchases (June 2008)**

Except as authorized by the Office of Foreign Assets Control (OFAC) in the Department of the Treasury, the Contractor shall not acquire, for use in the performance of this contract, any supplies or services if any proclamation, Executive order, or statute administered by OFAC, or if OFAC's implementing regulations at 31 CFR Chapter V, would prohibit such a transaction by a person subject to the jurisdiction of the United States.

1. Except as authorized by OFAC, most transactions involving Cuba, Iran, and Sudan are prohibited, as are most imports from Burma or North Korea, into the United States or its outlying areas. Lists of entities and individuals subject to economic sanctions are included in OFAC's List of Specially Designated Nationals and Blocked Person at hup://[www.treas.gov/offices/enforcement/ofac/sdn.](http://www.treas.gov/offices/enforcement/ofac/sdn) More information about these restrictions, as well as updates, is available in the OFAC's regulations at 31 CFR Chapter V and/or on OFAC's website at httn://[www.treas.gov/oltices/enforcementiofac.](http://www.treas.gov/oltices/enforcementiofac)
2. The Contractor shall insert this clause, including this paragraph (c), in all subcontracts.

**1 . 3 4-14.001**

Information for Non-US contractors, subcontractors, and key individuals.

* 1. The contractor must complete and submit the "USAID Information Form" in appendix B, for:
     1. Itself, if it is a non-U.S. entity;
     2. Each subcontractor or subcontractor of a subcontractor, regardless of the tier, that is a non-U.S. entity; or
     3. Each key individual that is a non-U.S. entity.
  2. For purposes of this clause, the following definitions apply:

"Non-U.S. entity: means (1) any non-US citizen or non-permanent legal resident of the United States; or (2) any entity that is not formed in the United States or for which 50% or more of the equity is owned or controlled by persons who are not U.S. citizens or permanent legal residents of the United States.

"Key individuals" means (i) an individual or entity owning 10% or more equity stake in the organization, whether publically- or privately-held; (ii) principal officers of the organization's governing body (e.g., chairman, vice chairman, treasurer or secretary of the board of directors or board of trustees); (iii) the principal officer and deputy principal officer of the organization (e.g., executive director, deputy director; president, vice president); (iv) the program manager of chief of party for the USAID- f inanced program; and ( v) any other person with s ignificant responsibilities for administration of USAID financed activities or resources.

* 1. The requirements of paragraph (a) of this clause must be completed at prior to the Government's acceptance of the contract and following that, at the earlier of:
     1. Once a year; or
     2. When there is a change or addition to any entity or person identified in paragraph (a).
  2. USA1D reserves the right to rescind approval for a sub-award in the event that USAID subsequently becomes aware of information indicating that the sub-award is contrary to U.S. law or policy prohibiting support for terrorism, or facilitating criminal activity. In such cases, USAID's Contracting Officer will provide written instructions to the recipient to terminate the sub-award.

**(End of Provision)**