**PPG INDUSTRIES, INC. PURCHASE ORDER SUPPLEMENT TERMS AND CONDITIONS -- FEDERAL R&D PROJECT (08/09/2017)**

For purposes of implementing provisions of law and/or Executive Orders applicable to the acquisition of items for the work being performed by Buyer and supported by this Purchase Order, Seller shall comply with those of the following terms and conditions that have been indicated as being applicable by Buyer on the face of the Purchase Order, which applicable terms and conditions are incorporated in this Purchase Order by reference and made a part of the Purchase Order. All references to "Contractor," "Recipient," "Awardee" or similar terms shall be interpreted as references to Seller, and all references to "Government,

Contracting Officer" or similar terms shall be interpreted as references to Buyer, except where the context suggests otherwise.

# 1.0 Department of Defense Grant or Cooperative Agreement (32 CFR Part 34)

32 CFR Part 34, App. A.1 – Equal Employment Opportunity – Seller shall comply with EO 11246 (as amended by EO 11375) and the regulations at 41 CFR Chapter 60.

32 CFR Part 34, App. A.5 – Clean Air Act and Federal Water Pollution Control Act – Seller shall comply with these laws and all applicable standards, orders and regulations issued under them.

32 CFR Part 34, App. A.6 – Byrd Anti-Lobbying Amendment (applicable to purchase orders of $100,000 or greater) - Seller certifies 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, office or employee of Congress, or an employee of a member of Congress in connection with obtaining any Federal contract, grant or other award covered by 31 USC § 1352.

32 CFR Part 34, App. A.7 – Debarment and Suspension (applicable to purchase orders of $25,000 or greater) – Seller shall not subcontract with parties listed on the Government wide Excluded Parties List (www.epls.gov).

32 CFR § 34.31 - Termination – This Purchase Order may be terminated: 1) if Seller materially fails to comply with the terms and conditions of an award; 2) if the Government terminates Seller’s work under the project; 3) by Buyer or mutual written agreement of the parties upon at least 30 days’ notice.

32 CFR § 34.31 - Default - If the Seller materially fails to comply with the terms and conditions of the Purchase Order, Buyer may take any of the following actions: 1) temporarily withhold cash payments pending correction of the deficiency by the recipient or resolution of termination damages; 2) disallow all or part of the cost of the activity or action not in compliance; 3) wholly or partly suspend or terminate the Purchase Order. In the case of termination, Seller will be reimbursed for allowable costs incurred prior to termination, subject to the other provisions of this clause; or 4) take other remedies that may be legally available.

32 CFR § 34.31 – Access to Records (if purchase order is over $150,000 or simplified acquisition threshold, whichever is greater) - The Department of Defense, the Comptroller General of the United States, or any of their duly authorized representatives shall have access to any vendor books, documents, papers and records that are directly pertinent to this purchase order for the purpose of making audits, examinations, excerpts, and transcriptions.

# 2.0 Department of Defense Technology Investment Agreement (32 CFR Part 37)

32 CFR § 37.670 – Audit (if this is an expenditure-based TIA) – the applicable audit provision at 37 CFR §§37.640 through 37.670 and §37.680 applies to this Purchase Order.

32 CFR Part 37, App. D, B.1 – Debarment and Suspension – OMB guidance in 2 CFR part 180, as implemented by the DoD at 2 CFR part 1125 applies to this Purchase Order.

32 CFR Part 37, App. D, B.2 – Drug-Free workplace – Seller shall comply with the Governmentwide common rule that the DoD has codified at 32 CFR part 26 applies to this Purchase Order.

32 CFR Part 37, App. D, B.3. – Seller is prohibited from discriminating on the basis of race, color, or national origin in Title VI of the Civil Rights Act of 1964 (42 U.S.C. 2000d, et seq.).

32 CFR Part 37, App. D, B.4. – Seller is prohibited from discriminating on the basis of age, in the Age Discrimination Act of 1975 (42 U.S.C. 6101, et seq.).

32 CFR Part 37, App. D, B.5. – Seller is prohibited from discriminating on the basis of handicap, in section 504 of the Rehabilitation Act of 1973 (29 U.S.C. 794).

32 CFR Part 37, App. D, B.6. – Preferences for use of U.S.-flag air carriers in the International Air Transportation Fair Competitive Practices Act of 1974 (49 U.S.C. 40118) applies to this Purchase Order.

32 CFR Part 37, App. E.B.1 – Byrd Anti-Lobbying Amendment (applicable to purchase orders of $100,000 or greater) - Seller certifies 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, office or employee of Congress, or an employee of a member of Congress in connection with obtaining any Federal contract, grant or other award covered by 31 USC § 1352.

32 CFR Part 34, App. E.B.2 – Debarment and Suspension (applicable to purchase orders of $25,000 or greater) – Seller shall not subcontract with parties listed on the Government-wide Excluded Parties List (www.epls.gov).

# 3.0 Department of Energy Financial Assistance Agreement (awarded prior to December 19, 2014)

10 CFR § 600.21, Access to Records (applicable to purchase orders over $10,000)

10 CFR §600.31, Research misconduct

10 CFR Subpart B – Uniform Administrative Requirements for Grants and Cooperative Agreements With Institutions of Higher Education, Hospitals, and Other Nonprofit Organizations, if subawardee is an institution of higher education, hospitals or other nonprofit organizations.

10 CFR § 600.235, Subawards to debarred and suspended parties

10 CFR § 600.342, Retention and Access to Records (if purchase order is over $150,000 or simplified acquisition threshold, whichever is greater)

10 CFR § 600 Appendix B to Subpart D, Contract Provisions (if purchase order is over $150,000 or simplified acquisition threshold, whichever is greater)

National Policy Assurances to Be Incorporated as Award Terms (March 2017)

(available at https://energy.gov/sites/prod/files/2017/04/f34/Natl%20Policy%20Assurances%20-%20Mar2017\_0.pdf)

10 CFR § 600.161 – Termination – This Purchase Order may be terminated: 1) if Seller materially fails to comply with the terms and conditions of an award; 2) if the Government terminates Seller’s work under the project; 3) by Buyer or mutual written agreement of the parties upon at least 30 days’ notice.

10 CFR § 600.162 – Default – If the Seller materially fails to comply with the terms and conditions of the Purchase Order, Buyer may take any of the following actions: 1) temporarily withhold cash payments pending correction of the deficiency by the recipient or resolution of termination damages; 2) disallow all or part of the cost of the activity or action not in compliance; 3) wholly or partly suspend or terminate the Purchase Order. In the case of termination, Seller will be reimbursed for allowable costs incurred prior to termination, subject to the other provisions of this clause; or 4) take other remedies that may be legally available.

# 4.0 Department of Energy Financial Assistance Agreement (awarded on or after December 19, 2014)

2 CFR Appendix II to Part 200—Contract Provisions for Non-Federal Entity Contracts Under Federal Awards (as applicable)

2 CFR Appendix III to Part 200—Indirect (F&A) Costs Identification and Assignment, and Rate Determination for Institutions of Higher Education (IHEs) (as applicable if the subawardee is an Institution of Higher Education)

2 CFR Appendix IV to Part 200—Indirect (F&A) Costs Identification and Assignment, and Rate Determination for Nonprofit Organizations (as applicable if the subawardee is a Nonprofit Organization)

 2 CFR § 910.132 – Research misconduct.

2 CFR § 910.352 – Cost Principles

2 CFR § 910.362 – Intellectual property

2 CFR § 910.364 – Reporting on utilization of subject inventions

2 CFR § 910.366 – Export Control and U.S. Manufacturing and Competitiveness

2 CFR § 910 Appendix A to Subpart D—Patent and Data Provisions

National Policy Assurances to Be Incorporated as Award Terms (March 2017)

(available at <https://energy.gov/sites/prod/files/2017/04/f34/Natl%20Policy%20Assurances%20-%20Mar2017_0.pdf>)

# 5.0 Federal Acquisition Regulation-Based Agreement

#  (only clauses indicated with an \* are applicable to Purchase Orders for Commercial Items)

FAR 52.203-5, Covenant Against Contingent Fees (MAY 2014) (applicable to purchase orders over $150,000)

FAR 52.203-6, Restrictions on Subcontractor Sales to the Government (SEP 2006) (applicable to purchase orders over $150,000)

FAR 52.203-7, Anti-Kickback Procedures (MAY 2014) (Excepting subparagraph (c)(1) of the clause) (applicable to purchase orders over $150,000)

FAR 52.203-12, Limitation on Payments to Influence Certain Federal Transactions (OCT 2010) (applicable to purchase orders over $150,000)

\*FAR 52.203-13, Contractor Code of Business Ethics and Conduct (APR 2010) (if purchase order is over $5 million and performance exceeds 120 days)

FAR 52.203-17, Contractor Employee Whistleblower Rights and Requirement to Inform Employees of Whistleblower Rights (APR 2014) (if the Purchase Orders is under a contracts awarded by civilian agencies other than NASA and the Coast Guard and exceeds $150,000)

\*FAR 52.203-19, Prohibition on Requiring Certain Internal Confidentiality Agreements or Statements (JAN 2017)

FAR 52.209-6, Protecting the Government's Interest When Subcontracting with Contractors Debarred, Suspended, or Proposed for Debarment (OCT 2015) (applicable to purchase orders over $35,000)

FAR 52.211-5, Material Requirements (AUG 2000)

FAR 52.215-14, Integrity of Unit Prices (OCT 2010) (applicable to purchase orders over $150,000)

\*FAR 52.219-8, Utilization of Small Business Concerns (NOV 2016)

\*FAR 52.222-21, Prohibition of Segregated Facilities (APR 2015) (applicable to purchase orders over $10,000)

\*FAR 52.222-26, Equal Opportunity (SEP 2016) (applicable to purchase orders over $10,000)

\*FAR 52.222-35, Equal Opportunity for Veterans (OCT 2015) (applicable to purchase orders over $150,000)

\*FAR 52.222-36, Affirmative Action for Workers with Disabilities (JUL 2014) (applicable to purchase orders over $15,000)

\*FAR 52.222-37, Employment Reports on Veterans (FEB 2016) (applicable to purchase orders over $150,000)

\*FAR 52.222-40, Notification of Employee Rights Under the National Labor Relations Act (DEC 2010) (applicable to purchase orders over $10,000)

\*FAR 52.222-50, Combating Trafficking in Persons (MAR 2015)

FAR 52.222-54, Employment Eligibility Verification (OCT 2015) (applicable to purchase orders over $150,000 with a performance period of at least 120 days)

FAR 52.223-3, Hazardous Material Identification and Material Safety Data (JAN 1997) (“Government” means “Government and Buyer” in this clause.)

FAR 52.223-7, Notice of Radioactive Materials (JAN 1997)

FAR 52.223-11, Ozone-Depleting Substances (JUN 2016)

FAR 52.223-18 Encouraging Contractor Policies to Ban Text Messaging While Driving (AUG 2011) (if Purchase Order exceeds $2,500)

\*FAR 52.225-1, Buy American Act-Supplies (MAY 2014)

\*FAR 52.225-5, Trade Agreements (OCT 2016)

\*FAR 52.225-13, Restrictions on Certain Foreign Purchases (JUN 2008)

\*FAR 52.232-40, Providing Accelerated Payments to Small Business Subcontractors (DEC 2013) (if Purchase Order is awarded to a small business and Buyer receives Accelerated Payments under its prime contract.)FAR 52.244-6, Subcontracts for Commercial Items (JAN 2017)

\*FAR 52.247-64, Preference for Privately Owned US-Flag Commercial Vessels (FEB 2006)

# 5.0 Federal Acquisition Regulation-Based Agreement with Department of Defense Entity

DFAR 252.203-7001, Prohibition on Persons Convicted of Fraud or Other Defense Contract Related Felonies (DEC 2008)

DFAR 252.203-7002, Requirement to Inform Employees of Whistleblower Rights (SEP 2013)

DFAR 252.209-7004, Subcontracting with Firms that are Owned or Controlled by the Government of a Country that is a State Sponsor of Terrorism (OCT 2015) (applicable to purchase orders over $150,000)

\*DFAR 252.225-7001, Buy American Act and Balance of Payments Program (DEC 2016)

\*DFAR 252.225-7002, Qualifying Country Sources as Subcontractors (DEC 2016)

\*DFAR 252.225-7012, Preference for Certain Domestic Commodities (DEC 2016)

\*DFAR 252.225-7013, Duty-Free Entry (MAY 2016)

\*DFAR 252.225-7021, Trade Agreements (DEC 2016)

\*DFAR 252.225-7031, Secondary Arab Boycott of Israel (JUN 2005)

\*DFAR 252.236-7013, Requirement for Competition Opportunity for American Steel Producers, Fabricators and Manufacturers (JUN 2013)

DFAR 252.237-7010, Prohibition on Interrogation of Detainees by Contractor Personnel (JUN 2013)

DFAR 252.239-7018, Supply Chain Risk (OCT 2015)

DFAR 252.244-7000, Subcontracts for Commercial Items (JUN 2013)

DFAR 252.246-7003, Notification of Potential Safety Issues (JUN 2013)

\*DFAR 252.247-7023, Transportation of Supplies by Sea (APR 2014)

\*DFAR 252.247-7024, Notification of Transportation of Supplies by Sea (MAR 2000)