



Personal Financial Counselors (PFC) Program Prime Contract Flowdowns

1. Magellan Federal Supplier Code of Conduct

Comply with the Magellan Federal Supplier Code of Conduct (available at <https://www.magellanfederal.com/suppliers>). Vendor shall ensure that its employees are aware of their contribution to Product or Service conformity, their contribution to Product safety, and the importance of ethical behavior. Vendor represents and warrants that it has not participated, and will not participate, in any conduct that violates the Magellan Federal Supplier Code of Conduct. Vendor shall notify Magellan if at any time Vendor becomes aware of any actual or suspected violation of the Supplier Code of Conduct. If Magellan determines that Vendor is in violation of the Magellan Federal Supplier Code of Conduct, Magellan may cancel this Order upon written notice to Vendor and Magellan shall have no further obligation to Vendor.

2. FEDERAL ACQUISITION REGULATION (FAR) AND DEFENSE FAR SUPPLEMENT (DFARS) FLOWDOWN PROVISIONS AND OTHER AGENCY CLAUSES

The following clauses set forth in the FAR and DFARS and other agency clauses will be in effect on the date of the purchase order, subcontract or other agreement, unless otherwise noted, are incorporated herein by reference. The listed FAR and DFARS, and other agency clauses are incorporated herein as if set forth in full text unless made inapplicable by its corresponding note, if any. Vendor shall include the appropriate FAR and DFARS, and other agency clauses as required in any lower-tier subcontract. Whenever said clauses include a requirement for the resolution of disputes between the Parties in accordance with the FAR

“Disputes” clause, the dispute shall instead be disposed of in accordance with the clause entitled “Disputes” in these terms and conditions. Where necessary to derive proper meaning in a subcontract situation from these clauses, “Contractor” means “Vendor,” “Contracting Officer” means “Magellan,” “Contract” means this Order and “Government” means “Magellan or the Government.” However, the words “Government” and “Contracting Officer” do not change: (1) when a right, act, authorization or obligation can be granted or performed only by the Government or the Prime Contract Contracting Officer or duly authorized representative, (2) when title to property is to be transferred directly to the Government, and (3) in FAR 52.227-1, 52.227-2, and DFARS 252.227-7013 and 252.227-7014.

ALL CLAUSES set forth in FAR 52.301 and FROM THE GSA MAS 541611 SCHEDULE CONTRACT(S) FLOW DOWN TO THIS SUBCONTRACT.

FEDERAL ACQUISITION REGULATION (FAR) PROVISIONS INCORPORATED BY REFERENCE

FAR Provision	Title	Date
52.212-4 Alt 1	Contract Terms and Conditions – Commercial Products and Commercial	Nov 2021
52.204-21	Basic Safeguarding of Covered Contractor Information Systems	Nov 2021
52.222-35	Equal Opportunity for Veterans	Jun 2020
52.224-1	Privacy Act Notification	Apr 1984
52.224-2	Privacy Act	Apr 1984
52.224-3	Privacy Training	Jan 2017
52.239-1	Privacy or Security Safeguards	Aug 1996

DEFENSE FEDERAL ACQUISITION REGULATION SUPPLEMENT (DFARS) PROVISIONS INCORPORATED BY REFERENCE

DFARS Provision	Title	Date
252.203-7000	Requirements Relating to Compensation of Former DOD Officials	Sep 2011
252.203-7002	Requirement to Inform Employees of Whistleblower Rights	Sep 2013
252.203-7003	Agency office of the Inspector General	Aug 2019

DFARS Provision	Title	Date
252.203-7004	Display of Hotline Posters	Aug 2019
252.204-7004	DoD Antiterrorism Awareness Training for Contractors	Feb 2019
252.204-7009	Limitations on the Use or Disclosure of Third-Party Contractor reported Cyber Incident Information	Oct 2016
252.204-7012	Safeguarding Covered Defense Information and Cyber Incident Reporting	Dec 2019
252.204-7016	Covered Defense Telecommunications Equipment or Services – Representation	Dec 2019
252.204-7015	Notice of Authorized Disclosure of Information for Litigation Support	May 2016
252.204-7018	Prohibition on the acquisitions of Covered Defense Telecommunications Equipment or Services	Jan 2021
252.204-7020	NIST SP 800-171 DoD Assessment Requirements	Mar 2022
252.223-7004	Drug-Free Work Force	Sep 1988
252.227-7015	Technical Data-Commercial Items	Feb 2014
252.239-7010	Cloud Computing Services	Oct 2016
252.239-7016	Telecommunications Security Equipment, Devices, Techniques, and Services	Dec 1991
252.244-7000	Subcontracts for Commercial Items	Jan 2021

52.204-27 PROHIBITION ON A BYTEDANCE COVERED APPLICATION (JUN 2023)

(a) *Definitions.* As used in this clause—

Covered application means the social networking service TikTok or any successor application or service developed or provided by ByteDance Limited or an entity owned by ByteDance Limited.

Information technology, as defined in 40 U.S.C. 11101(6)—

(1) Means any equipment or interconnected system or subsystem of equipment, used in the automatic acquisition, storage, analysis, evaluation, manipulation, management, movement, control, display, switching, interchange, transmission, or reception of data or information by the executive agency, if the equipment is used by the executive agency directly or is used by a contractor under a contract with the executive agency that requires the use—

(i) Of that equipment; or

(ii) Of that equipment to a significant extent in the performance of a service or the furnishing of a product;

(2) Includes computers, ancillary equipment (including imaging peripherals, input, output, and storage devices necessary for security and surveillance), peripheral equipment designed to be controlled by the central processing unit of a computer, software, firmware and similar procedures, services (including support services), and related resources; but

(3) Does not include any equipment acquired by a Federal contractor incidental to a Federal contract.

(b) *Prohibition.* Section 102 of Division R of the Consolidated Appropriations Act, 2023 (Pub. L. 117-328), the No TikTok on Government Devices Act, and its implementing guidance under Office of

Management and Budget (OMB) Memorandum M-23-13, dated February 27, 2023, “No TikTok on Government Devices” Implementation Guidance, collectively prohibit the presence or use of a covered application on executive agency information technology, including certain equipment used by Federal contractors. The Contractor is prohibited from having or using a covered application on any information technology owned or managed by the Government, or on any information technology used or provided by the Contractor under this contract, including equipment provided by the Contractor’s employees; however, this prohibition does not apply if the Contracting Officer provides written notification to the Contractor that an exception has been granted in accordance with OMB Memorandum M-23-13.

(c) *Subcontracts*. The Contractor shall insert the substance of this clause, including this paragraph (c), in all subcontracts, including subcontracts for the acquisition of commercial products or commercial services.

(End of clause)

52.212-5 CONTRACT TERMS AND CONDITIONS REQUIRED TO IMPLEMENT STATUTES OR EXECUTIVE ORDERS—COMMERCIAL PRODUCTS AND COMMERCIAL SERVICES (OCT 2022)

(a) The Contractor shall comply with the following Federal Acquisition Regulation (FAR) clauses, which are incorporated in this contract by reference, to implement provisions of law or Executive orders applicable to acquisitions of commercial products and commercial services:

- (1) [52.203-19](#), Prohibition on Requiring Certain Internal Confidentiality Agreements or Statements (Jan 2017) (section 743 of Division E, Title VII, of the Consolidated and Further Continuing Appropriations Act, 2015 (Pub. L. 113-235) and its successor provisions in subsequent appropriations acts (and as extended in continuing resolutions)).
- (2) [52.204-23](#), Prohibition on Contracting for Hardware, Software, and Services Developed or Provided by Kaspersky Lab and Other Covered Entities (Nov 2021) (Section 1634 of Pub. L. 115-91).
- (3) [52.204-25](#), Prohibition on Contracting for Certain Telecommunications and Video Surveillance Services or Equipment. (Nov 2021) (Section 889(a)(1)(A) of Pub. L. 115-232).
- (4) [52.209-10](#), Prohibition on Contracting with Inverted Domestic Corporations (Nov 2015).
- (5) [52.233-3](#), Protest After Award (Aug 1996) ([31 U.S.C. 3553](#)).
- (6) [52.233-4](#), Applicable Law for Breach of Contract Claim (Oct 2004) (Public Laws 108-77 and 108-78 ([19 U.S.C. 3805 note](#))).

(b) The Contractor shall comply with the FAR clauses in this paragraph (b) that the Contracting Officer has indicated as being incorporated in this contract by reference to implement provisions of law or Executive orders applicable to acquisitions of commercial products and commercial services:

- (1) [52.203-6](#), Restrictions on Subcontractor Sales to the Government (Jun 2020), with Alternate I (Nov 2021) ([41 U.S.C. 4704](#) and [10 U.S.C. 2402](#)).
- (2) [52.203-13](#), Contractor Code of Business Ethics and Conduct (Nov 2021) ([41 U.S.C. 3509](#))).
- (3) [52.204-10](#), Reporting Executive Compensation and First-Tier Subcontract Awards (Jun 2020) (Pub. L. 109-282) ([31 U.S.C. 6101 note](#)).
- (4) [52.204-14](#), Service Contract Reporting Requirements (Oct 2016) (Pub. L. 111-117, section 743 of Div. C).

X (5) [52.209-6](#), Protecting the Government's Interest When Subcontracting with Contractors Debarred, Suspended, or Quoted for Debarment. (Nov 2021) ([31 U.S.C. 6101 note](#)).

X (6) [52.209-9](#), Updates of Publicly Available Information Regarding Responsibility Matters (Oct 2018) ([41 U.S.C. 2313](#)).

X (7) [52.219-8](#), Utilization of Small Business Concerns (Oct 2022) ([15 U.S.C. 637\(d\)\(2\)](#) and (3)).

X (8) (i) [52.219-28](#), Post Award Small Business Program Representation (Oct 2022) ([15 U.S.C. 632\(a\)\(2\)](#)).

X (9) [52.222-3](#), Convict Labor (Jun 2003) (E.O.11755).

X (10) [52.222-19](#), Child Labor-Cooperation with Authorities and Remedies (Jan 2022) (E.O.13126).

X (11) [52.222-21](#), Prohibition of Segregated Facilities (Apr 2015).

X (12) (i) [52.222-26](#), Equal Opportunity (Sep 2016) (E.O.11246).

X (13) (i) [52.222-35](#), Equal Opportunity for Veterans (Jun 2020) ([38 U.S.C. 4212](#)).

X (14) (i) [52.222-36](#), Equal Opportunity for Workers with Disabilities (Jun 2020) ([29 U.S.C. 793](#)).

X (15) [52.222-37](#), Employment Reports on Veterans (Jun 2020) ([38 U.S.C. 4212](#)).

X (16) [52.222-40](#), Notification of Employee Rights Under the National Labor Relations Act (Dec 2010) (E.O. 13496).

X (17) (i) [52.222-50](#), Combating Trafficking in Persons (Nov 2021) ([22 U.S.C. chapter 78](#) and E.O. 13627).

X (18) [52.222-54](#), Employment Eligibility Verification (May 2022) (Executive Order 12989). (Not applicable to the acquisition of commercially available off-the-shelf items or certain other types of commercial products or commercial services as prescribed in FAR [22.1803](#).)

X (19) [52.223-18](#), Encouraging Contractor Policies to Ban Text Messaging While Driving (Jun 2020) (E.O. 13513).

X (20) [52.225-13](#), Restrictions on Certain Foreign Purchases (Feb 2021) (E.O.'s, proclamations, and statutes administered by the Office of Foreign Assets Control of the Department of the Treasury).

(c) Comptroller General Examination of Record. The Contractor shall comply with the provisions of this paragraph (d) if this contract was awarded using other than sealed bid, is in excess of the simplified acquisition threshold, as defined in FAR [2.101](#), on the date of award of this contract, and does not contain the clause at [52.215-2](#), Audit and Records-Negotiation.

(1) The Comptroller General of the United States, or an authorized representative of the Comptroller General, shall have access to and right to examine any of the Contractor's directly pertinent records involving transactions related to this contract.

(2) The Contractor shall make available at its offices at all reasonable times the records, materials, and other evidence for examination, audit, or reproduction, until 3 years after final payment under this contract or for any shorter period specified in FAR subpart [4.7](#), Contractor Records Retention, of the other clauses of this contract. If this contract is completely or partially terminated, the records relating to the work terminated shall be made available for 3 years after any resulting final termination settlement. Records relating to appeals under the disputes clause or to litigation or the settlement of claims arising under or relating to this contract shall be made available until such appeals, litigation, or claims are finally resolved.

(3) As used in this clause, records include books, documents, accounting procedures and practices, and other data, regardless of type and regardless of form. This does not require the Contractor to create or maintain any record that the Contractor does not maintain in the ordinary course of business or pursuant to a provision of law.

(d) (1) Notwithstanding the requirements of the clauses in paragraphs (a), (b), and (c) of this clause, the Contractor is not required to flow down any FAR clause, other than those in this paragraph (d)(1) in a subcontract for commercial products or commercial services. Unless otherwise indicated below, the extent of the flow down shall be as required by the clause-

- (i) [52.203-13](#), Contractor Code of Business Ethics and Conduct (Nov 2021) ([41 U.S.C. 3509](#)).
- (ii) [52.203-19](#), Prohibition on Requiring Certain Internal Confidentiality Agreements or Statements (Jan 2017) (section 743 of Division E, Title VII, of the Consolidated and Further Continuing Appropriations Act, 2015 (Pub. L. 113-235) and its successor provisions in subsequent appropriations acts (and as extended in continuing resolutions)).
- (iii) [52.204-23](#), Prohibition on Contracting for Hardware, Software, and Services Developed or Provided by Kaspersky Lab and Other Covered Entities (Nov 2021) (Section 1634 of Pub. L. 115-91).
- (iv) [52.204-25](#), Prohibition on Contracting for Certain Telecommunications and Video Surveillance Services or Equipment. (Nov 2021) (Section 889(a)(1)(A) of Pub. L. 115-232).
- (v) [52.219-8](#), Utilization of Small Business Concerns (Oct 2022) ([15 U.S.C. 637\(d\)\(2\)](#) and (3)), in all subcontracts that offer further subcontracting opportunities. If the subcontract (except subcontracts to small business concerns) exceeds the applicable threshold specified in FAR [19.702\(a\)](#) on the date of subcontract award, the subcontractor must include [52.219-8](#) in lower tier subcontracts that offer subcontracting opportunities.
- (vi) [52.222-21](#), Prohibition of Segregated Facilities (Apr 2015).
- (vii) [52.222-26](#), Equal Opportunity (Sep 2015) (E.O.11246).
- (viii) [52.222-35](#), Equal Opportunity for Veterans (Jun 2020) ([38 U.S.C. 4212](#)).
- (ix) [52.222-36](#), Equal Opportunity for Workers with Disabilities (Jun 2020) ([29 U.S.C. 793](#)).
- (x) [52.222-37](#), Employment Reports on Veterans (Jun 2020) ([38 U.S.C. 4212](#)).
- (xi) [52.222-40](#), Notification of Employee Rights Under the National Labor Relations Act (Dec 2010) (E.O. 13496). Flow down required in accordance with paragraph (f) of FAR clause [52.222-40](#).
- (xii) [52.222-41](#), Service Contract Labor Standards (Aug 2018) ([41 U.S.C. chapter 67](#)).
- (A) [52.222-50](#), Combating Trafficking in Persons (Nov 2021) ([22 U.S.C. chapter 78](#) and E.O 13627).
- (B) Alternate I (Mar 2015) of [52.222-50](#) ([22 U.S.C. chapter 78](#) and E.O. 13627).
- (xiv) [52.222-51](#), Exemption from Application of the Service Contract Labor Standards to Contracts for Maintenance, Calibration, or Repair of Certain Equipment-Requirements (May 2014) ([41 U.S.C. chapter 67](#)).
- (xv) [52.222-53](#), Exemption from Application of the Service Contract Labor Standards to Contracts for Certain Services-Requirements (May 2014) ([41 U.S.C. chapter 67](#)).
- (xvi) [52.222-54](#), Employment Eligibility Verification (May 2022) (E.O. 12989).
- (xvii) [52.222-55](#), Minimum Wages for Contractor Workers Under Executive Order 14026 (Jan 2022).

(xviii) [52.222-62](#), Paid Sick Leave Under Executive Order 13706 (Jan 2022) (E.O. 13706).

(A) [52.224-3](#), Privacy Training (Jan 2017) ([5 U.S.C. 552a](#)).

(B) Alternate I (Jan 2017) of [52.224-3](#).

(xx) [52.225-26](#), Contractors Performing Private Security Functions Outside the United States (Oct 2016) (Section 862, as amended, of the National Defense Authorization Act for Fiscal Year 2008; [10 U.S.C. 2302 Note](#)).

(xxi) [52.226-6](#), Promoting Excess Food Donation to Nonprofit Organizations (Jun 2020) ([42 U.S.C. 1792](#)). Flow down required in accordance with paragraph (e) of FAR clause 52.226-6.

(xxii) [52.247-64](#), Preference for Privately Owned U.S.-Flag Commercial Vessels (Nov 2021) ([46 U.S.C. 55305](#) and [10 U.S.C. 2631](#)). Flow down required in accordance with paragraph (c) of FAR clause 52.247-64.

(2) While not required, the Contractor may include in its subcontracts for commercial products and commercial services a minimal number of additional clauses necessary to satisfy its contractual obligations.

(End of clause)

FAR 52.217-8 OPTION TO EXTEND SERVICES (NOV 1999)

The Government may require continued performance of any services within the limits and at the rates specified in the contract. These rates may be adjusted only as a result of revisions to prevailing labor rates provided by the Secretary of Labor. The option provision may be exercised more than once, but the total extension of performance hereunder shall not exceed 6 months. The Contracting Officer may exercise the option by written notice to the Contractor prior to the expiration of the contract.

(End of clause)

FAR 52.217-9 OPTION TO EXTEND THE TERM OF THE CONTRACT. (MAR 2000)

(a) The Government may extend the term of this contract by written notice to the Contractor within any time prior to the expiration of the contract; provided that the Government gives the Contractor a preliminary written notice of its intent to extend any time before the contract expires. The preliminary notice does not commit the Government to an extension.

(b) If the Government exercises this option, the extended contract shall be considered to include this option clause.

(c) The total duration of this contract, including the exercise of any options under this clause, shall not exceed five (5) years.

(End of clause)

DIAR CLAUSES INCORPORATED BY REFERENCE

DIAR Clause	Title	Date
1452.203-70	Restrictions on Endorsements – DOI	Jul 1996
1452.224-1	Privacy Act Notification (DEV)	Jul 1996

DIAR 1452.215-70 EXAMINATION OF RECORDS BY THE DEPARTMENT OF THE INTERIOR (APR 1984)

For purposes of the Examination of Records by the Comptroller General clause of this contract ([FAR 52.215-1](#)), the Secretary of the Interior, the Inspector General, and their duly authorized representative(s) from the Department of the Interior shall have the same access and examination rights as the Comptroller General of the United States.

(End of clause)

DIAR 1452.204-70 RELEASE OF CLAIMS – DEPARTMENT OF INTERIOR (JUL 1996)

After completion of work and prior to final payment, the Contractor shall furnish the Contracting Officer with a release of claims against the United States relating to this contract. The Release of Claims form (DI-137) shall be used for this purpose. The form provides for exception of specified claims from operation of the release.

(End of clause)

The resultant task order will include the following custom clauses:

**CONFLICT OF INTEREST, ORGANIZATIONAL AND CONSULTANT CONFLICTS OF INTEREST
[NBCM-ACQ-6920-007] (JUNE 2020)**

The contractor employee may be required to sign a conflict-of-interest certificate if the Contracting Officer determines the contract and associated work may potentially affect the employee's or the employer's financial interest. When the Contracting Officer determines the potential exists, the contractor employee through the contract Project Manager shall be required to sign the Conflict-of-Interest Certificate.

Rule Listed in FAC 2023-04

Subject: Prohibition on a ByteDance Covered Application. *Far Case:* 2023-010

Prohibition on a ByteDance Covered Application (FAR Case 2023-010)

This interim rule amends the Federal Acquisition Regulation to implement the prohibition on having or using the social networking service TikTok or any successor application or service developed or provided by ByteDance Limited or an entity owned by ByteDance Limited ("covered application"). The rule prohibits the presence or use of a covered application on information technology, including certain equipment used by Federal contractors. This prohibition applies to devices regardless of whether the device is owned by the Government, the contractor, or the contractor's employees (e.g., employee-owned devices that are used as part of an employer bring your own device (BYOD) program). A personally-owned cell phone that is not used in the performance of the contract is not subject to the prohibition.

This rule implements section 102 of Division R of the Consolidated Appropriations Act, 2023 (Pub. L. 117- 328), the No TikTok on Government Devices Act, and its implementing guidance under Office of Management and Budget Memorandum M-23-13, "No TikTok on Government Devices" Implementation Guidance. This rule applies to all contracts, including contracts at or below the simplified acquisition threshold, contracts for commercial products (including commercially available off-the-shelf items), and for commercial services. The change is not expected to have a significant economic impact on a substantial number of small entities. This interim rule is being

implemented as a national security measure to protect Government information and information and communication technology systems.