



These Terms and Conditions apply to all solicitations, request for proposal, proposals, and orders which have U.S. Government end use (herein referred to as "Contract" or "Contracts") with Arrow Electronics, Inc. its subsidiaries, or affiliates (collectively "Arrow"). When Arrow is the Customer, these Arrow Government Terms and Conditions shall take precedence over the Arrow Purchase Order Terms and Conditions if a conflict exists between the two documents. When Arrow is the Supplier, these Arrow Government Terms and Conditions shall take precedence over the Arrow Terms and Conditions of Sale if a conflict exists between the two documents.

The full content of the clauses included herein, and their prescriptions can be viewed at: <https://www.acquisition.gov/content/regulations> .

- Arrow Purchase Order Terms and Conditions: <https://www.arrow.com/en/legal/terms-and-conditions-of-sale>
- Arrow Terms and Conditions of Sale: <https://www.arrow.com/en/legal/purchase-order-terms-and-conditions>

The Parties agree as follows:

1 Quality Statement

Products are tested and packaged in accordance with commercially acceptable practices as outlined in the Product drawing, specifications, and supporting documentation. Requests for modifications or additional quality requirements to standard testing or packaging of Products are rejected, unless called out as a separate, funded Contract Line-Item Number (CLIN).

2 Commerciality Assertion

All goods and services are Commercial Products and Commercial Services as defined under FAR 2.101. Any terms which are inconsistent with the acquisition of Commercial Products and Commercial Services are hereby rejected and not applicable, which include clauses requiring the disclosure of Certified Cost or Pricing Data (CoPD) or the requirements of a Cost Accounting System (CAS) and other Business System requirements.

3 Incorporation of Clauses

The clauses referenced below are incorporated herein by reference, with the same force and effect as if they were given in full text, and are applicable, including any notes following the clause citation to this Contract. If the date or substance of any of the clauses listed below is different from the date or substance of the clause incorporated by the Prime Contract, the date or substance of the Prime Contract applies. The following substitution to the below clauses will apply: (1) for Contracts where Arrow is the Supplier, "Government" will refer to the Customer and "Contractor" will refer to Arrow and (2) for Contracts where Arrow is the Customer, "Government" will refer to Arrow, and "Contractor" will refer to the Supplier.

4 Commercial Products – Firm Fixed Price

In accordance with FAR 52.212-5, Contract terms and Conditions Required to Implement Statutes or Executives Order – Commercial Products and Commercial Services (May 2022) and 52.244-6 Subcontracts for Commercial Products and Services (Jan 2022), and relevant supplements, the following clauses apply.

Clause	Title	Applicability
FAR 52.203-6	Restrictions on Subcontractor Sales to the Government (Jun 2020) Alt. 1 (Nov 2021)	Contracts for the acquisition of Commercial Products exceeding the Simplified Acquisition Threshold (SAT).



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Clause	Title	Applicability
FAR 52.203-13	Contractor Code of Business Ethics and Conduct (Nov. 2021)	All contracts where the value is expected to exceed \$6,000,000 and the period of performance is more than 120 days.
FAR 52.203-15	Whistleblower Protection Under the American Recovery and Reinvestment Act of 2009 (Jun 2010)	All contracts that are funded in whole or part with Recovery Act funds.
FAR 52.203-19	Prohibition of Requiring Certain Internal Confidentiality Agreements or Statements (Jan 2017)	All contracts for other than personal service contract(s) with individuals.
FAR 52.204-21	Basic Safeguarding of Covered Contractor Information Systems (Nov. 2021)	All contracts, excluding contracts for Commercially Available Off the Shelf items (COTS), in which the contractor may have Federal contract information residing in or transiting through its information system.
FAR 52.204-23	Prohibition on contracting for Hardware, Software, and Services Developed or Provided by Kaspersky Lab and Other Covered entities (Nov. 2021)	All contracts.
FAR 52.204-25	Prohibition on Contracting for Certain Telecommunications and Video Surveillance Services or Equipment. (Nov. 2021)	All contracts.
FAR 52.204-27	Prohibition on a ByteDance Covered Application. (Jun. 2023)	All contracts.
FAR 52.219-8	Utilization of Small Business Concerns (Oct 2018)	All contracts.
FAR 52.219-9	Small Business Subcontracting Plan (Nov 2021)	Contracts which include FAR 52.219-8 and exceed \$750,000, unless acquisition is a set aside or is to be accomplished under the SBA 8(a) program.
FAR 52.222-21	Prohibition of Segregated Facilities (Apr 2015)	All contracts.
FAR 52.222-26	Equal Opportunity (Sep 2016)	All contracts unless the contract is exempt from E.O. 11246.
FAR 52.222-35	Equal opportunity for Veterans (Jun 2020)	All contracts greater than \$150,000, unless performed outside of the United States by employees recruited outside the United States or if waived by U.S. Department of Labor.



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FAR 52.222-36	Affirmative Actions for Workers with Disabilities (Jul 2014)	All contracts greater than \$150,000, except when both (1) performed and recruited outside of the United States, Puerto Rico, Northern Mariana Islands, American Samoa, Guam, U.S. Virgin Islands, and Wake Island and (2) waived by U.S. OFCCP.
FAR 52.222-37	Employment Reports on Veterans (Feb 2016)	All contracts greater than \$150,000 which include clause 52.222-35 unless otherwise exempted.
FAR 52.222-40	Notification of Employee Rights Under the National Labor Relations Act. (Jun 2020)	All contracts greater than \$15,000 which are performed wholly or partially in the United States, unless exempt per EO 13496.
FAR 52.222-50	Combating Trafficking in Persons (Nov 2021)	All contracts.
FAR 52.222-54	Employment Eligibility Verification (May 2022)	All contracts greater than \$150,000 unless all work will be performed outside of the United States, are for a period of performance less than 120 days or for COTS products and COTS services.
FAR 52.222-55	Minimum Wages for Contractor Workers Under Executive Order 14026 (Jan 2022)	All contracts which are subject to Service Contract Labor Standards statute and are performed in whole or in part in the United States.
FAR 52.223-18	Encouraging Contractor Policies to Ban text Messaging While Driving (Jun 2020)	All contracts.
FAR 52.224-3	Privacy Training (Jan 2017)	All contracts when contractor employees will (1) have access to systems of records, (2) create, collect, use, process, store, maintain, disseminate, disclose, dispose, or otherwise handle personally identifiable information, or (3) design, develop, maintain, or operate a system of record.
FAR 52.224-3	Privacy Training (Jan 2017)	All contracts when contractor employees will (1) have access to systems of records, (2) create, collect, use, process, store, maintain, disseminate, disclose, dispose, or otherwise handle personally identifiable information, or (3) design, develop, maintain, or operate a system of record.



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FAR 52.225-1	Buy American – Supplies (Nov 2021)	All contracts.
FAR 52.225-5	Trade Agreements (Oct 2019)	All contracts.
FAR 52.232-18	Availability of Funds	All contracts where funds have not been appropriated.
FAR 52.232-40	Providing Accelerated Payments to Small Business Subcontractors (Nov 2021)	Subcontracts with small business concerns.
FAR 52.247-64	Preference for Privately Owned U.S. Flag Commercial Vessels (Nov 2021)	All contracts.

For Department of Defense End Use, include the following in addition to the FAR clauses above.

Clause	Title	Applicability
DFARS 252.203-7002	Requirements to Inform Employees of Whistleblowers Rights (Sep 2013)	All contracts.
DFARS 252.204-7000	Disclosure of Information (Oct 2016)	All contracts.
DFARS 252.204-7004	Antiterrorism Awareness Training for Contractors (Jan 2023)	All contracts.
DFARS 252.204-7009	Limitations on the Use or Disclosure of Third-Party Contractor Reported Cyber Incident Information (Jan 2023)	All contracts.
DFARS 252.204-7012	Safeguarding Covered Defense Information and Cyber Incident Reporting (Dec 2019)	All contracts, excluding contracts for COTS items.
DFARS 252.204-7015	Disclosure of Information to Litigation Support Contractors (May 2016)	All contracts.
DFARS 252.204-7017	Prohibition on the Acquisition of Covered Defense Telecommunications Equipment of Services – Representation (May 2021)	All contracts.



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Clause	Title	Applicability
DFARS 252.204-7018	Prohibition on the Acquisition of Covered Defense Telecommunications Equipment or Services (Jan 2021)	All contracts.
DFARS 252.204-7020	NIST SP 800-171 DoD Assessment Requirements (Jan 2023)	All contracts, excluding those exclusively for the acquisition of COTS.
DFARS 252.208-7000	Intent to Furnish Precious Metals as Government Furnished Materials (Dec 1991)	All contracts greater than the SAT, unless the item being purchased contains no precious metals.
DFARS 252.209-7004	Subcontracting with Firms That Are Owned or Controlled by the Government of a Country that is a State Sponsor of Terrorism (May 2019)	All contracts greater than \$150,000.
DFARS 252.211-7003	Item Unique Identification and Valuation (Mar 2022)	All contracts where the unit price is \$5,000 or more unless an exemption has been provided by the Government.
DFARS 252.219-7003	Small Business Subcontracting Plan (DoD Contracts) (Dec 2019)	All contracts which include FAR 52.219-9 and exceed \$700,000.
DFARS 252.211-7003	Item Unique Identification and Valuation (Mar 2022)	All contracts where the unit price is \$5,000 or more unless an exemption has been provided by the Government.
DFARS 252.219-7003	Small Business Subcontracting Plan (DoD Contracts) (Dec 2019)	All contracts which include FAR 52.219-9 and exceed \$700,000.
DFARS 252.225-7002	Qualifying Country Sources as Subcontractors (Mar 2022)	All contracts.
DFARS 252.225-7008	Restriction on Acquisition of Specialty Metals (Mar 2013)	All contracts, excluding COTS, which exceed the SAT and require the delivery of specialty metals as end items.
DFARS 252.225-7009	Restriction on Acquisition of Certain Articles containing Specialty Metals (Dec 2019)	All contracts unless an exception in paragraph (c) of the clause applies.
DFARS 252.225-7012	Preference for Certain Domestic Commodities (Apr 2022)	All contracts.
DFARS 252.225-7013	Duty Free Entry (Mar 2022)	All contracts an item will enter the customs territory of the United States.



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Clause	Title	Applicability
DFARS 252.225-7021	Trade Agreements (Mar 2022)	All contracts where the Trade Agreements Act applies.
DFARS 252.225-7048	Export Controlled Items (Jun 2013)	All contracts.
DFARS 252.225-7052	Restrictions on the Acquisition of Certain Magnets and Tungsten (Aug 2022)	All contracts exceeding the SAT.
DFARS 252.226-7001	Utilization of Indian Organizations, Indian Owned Economic Enterprises, and Native Hawaiian Small Business Concerns (Apr 2019)	All contracts exceeding \$500,000.
DFARS 252.227-7015	Rights in technical Data commercial Items (Feb 2014)	All contracts which require delivery of technical data.
DFARS 252.227-7019	Validation of Asserted Restrictions – computer Software (Sep 2016)	All contracts which include the delivery of software.
DFARS 252.227-7026	Deferred Delivery of Technical Data or Computer Software (Apr 1988)	All contracts which include the delivery of technical data or software.
DFARS 252.227-7027	Deferred Ordering of Technical Data or Computer Software (Apr 1988)	All contracts which include the delivery of technical data or software.
DFARS 252.227-7028	Technical Data or Computer Software Previously Delivered to the Government (Jun 1995)	All contracts that require the delivery of technical data.
DFARS 252.227-7030	Technical Data – Withholding of Payment (Mar 2000)	All contracts that require the delivery of technical data.
DFARS 252.227-7037	Validation of Restrictive Markings on Technical Data (Apr 2022)	All contracts that require the delivery of technical data.
DFARS 252.232-7017	Accelerating Payments to Small Business Subcontractors – Prohibition on Fees and Consideration (Apr 2020)	All subcontracts with small business concerns.
DFARS 252.232-7017	Accelerating Payments to Small Business Subcontractors – Prohibition on Fees and Consideration (Apr 2020)	All subcontracts with small business concerns.



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DFARS 252.239-7010	Cloud Computing Services (Oct 2016)	All contracts that include cloud services.
DFARS 252.239-7018	Supply Chain Risk (Feb 2019)	All contracts for information technology, whether acquired as a service or product, that is a covered system, is a part of a covered system or is in support of a covered system, as defined at 239.7301.
DFARS 252.243-7002	Requests for Equitable Adjustment (Dec 2012)	All contracts exceeding the SAT.
DFARS 252.244-7000	Subcontracts for Commercial Items and Commercial Components (Jan 2021)	All contracts.
DFARS 252.246-7007	Contractor Counterfeit Electronic Part detection and Avoidance System (Aug 2016)	All contracts.
DFARS 252.246-7008	Sources of electronic Parts (May 2018)	All contracts.
DFARS 252.247-7023	Transportation of Supplier by Sea (Feb 2019)	All contracts where items will be transported by sea.

For NASA End Use, include the following in addition to the FAR clauses above.		
Clause	Title	Applicability
NFARS 1852.204-76	Security Requirements for Unclassified Information Technology Resources (JAN 2011)	All contracts that process, manage, access or store NASA Electronic Information.
NFARS 1852.208-81	Restrictions on Printing and Duplicating (NOV 2004)	All contracts which may involve a requirement for any printing, duplicating, and copying.
NFARS 1852.211-70	Packaging, Handling, and Transportation (SEP 2005)	All contracts for items that will become components of deliverable Class I, II, or III items.
NFARS 1852.219-75	Individual Subcontracting Reports (APR 2015)	All contracts which include FAR 52.219-9.
NFARS 1852.223-70	Safety and Health Measures and Mishap Reporting (DEC 2015)	All contracts greater than the SAT where work will be conducted entirely or partially in federally-controlled facilities.
NFARS 1852.223-71	Authorization for Radio Frequency Use (APR 2015)	All contracts that call for developing, producing, testing, or operating a device for which a radio frequency authorization is required.



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Clause	Title	Applicability
NFARS 1852.223-72	Safety and Health (Short Form) (JUL 2015)	All contracts greater than the SAT where work will be conducted entirely or partially in federally controlled facilities.
NFARS 1852.223-73	Safety and Health Plan (JUL 2015)	All contracts greater than the SAT where work will be conducted entirely or partially in federally controlled facilities.
NFARS 1852.225-70	Export Licenses (FEB 2000)	All contracts.
NFARS 1852.227-11	Patent Rights - Ownership by the Contractor (APR 2015)	All contracts which contain FAR 52.227-11.
NFARS 1852.227-14	Rights In Data - General (APR 2015)	All contracts which contain FAR 52.227-14.
NFARS 1852.227-19	Commercial computer software - Restricted rights (JUL 1997)	All contracts which contain FAR 52.227-14.
NFARS 1852.227-70	New Technology - Other Than a Small Business Firm or Nonprofit Organization (APR 2015)	All contracts which contain FAR 52.227-11.
NFARS 1852.227-71	Requests for Waiver of Rights to Inventions (APR 2015)	All contracts where 1852.227-70, New Technology - Other than a Small Business Firm or Nonprofit Organization is included.
NFARS 1852.227-72	Designation of New Technology Representative and Patent Representative (APR 2015)	All contracts which contain 1852.227-70.
NFARS 1852.227-85	Invention Reporting and Rights - Foreign (APR 2015)	For contracts performed outside of the United States by contractors that are not domestic firms.
NFARS 1852.227-86	Commercial Computer Software License (APR 2015)	All contracts which include FAR 52.227-19.
NFARS 1852.228-76	Cross-waiver of liability for international space station activities (OCT 2012)	All contracts above the simplified acquisition threshold when the work to be performed involves Protected Space Operations, as that term is defined in the clause, relating to the International Space Station.
NFARS 1852.228-78	Cross-waiver of Liability for Science or Space Exploration Activities Unrelated to the International Space Station (OCT 2012)	All contracts above the simplified acquisition threshold for the acquisition of launches for science or space exploration activities unrelated to the International Space Station or for acquisitions for science or space exploration activities that are not related to the International Space Station but involve a launch.



Clause	Title	Applicability
NFARS 1852.237-72	Access to Sensitive Information (JUN 2005)	All contracts that may involve access to sensitive information.
NFARS 1852.237-73	Release of Sensitive Information (JUN 2005)	All contracts that may involve access to sensitive information.
NFARS 1852.242-71	Travel Outside of the United States (DEC 1988)	All cost-reimbursement contracts where a contractor may travel outside of the United States, and it is appropriate to require Government approval of the travel.
NFARS 1852.242-72	Denied Access to NASA Facilities (OCT 2015)	All contracts where contractor personnel will be working onsite at a NASA facility.
NFARS 1852.244-70	Geographic Participation in the Aerospace Program (APR 1985)	All contracts greater than \$100,000.
NFARS 1852.245-73	Identification and Marking of Government Equipment (JAN 2011)	All contracts which require delivery of equipment.
NFARS 1852.246-73	Human Space Flight Item (MAR 1997)	All contracts where the good is used for human space flight.

For Department of Energy End Use, include the following in addition to the FAR clauses above.

Clause	Title	Applicability
DEAR 952.203-70	Whistleblower Protection for Contractor Employees (DEC 2000)	All contracts.
DEAR 952.204-2	Security Requirements (AUG 2016)	All contracts which involve classified information or special nuclear material.
DEAR 952.204-70	Classification/Declassification (SEP 1997)	All contracts which involve classified information.
DEAR 952.204-71	Sensitive Foreign Nations Controls (MAR 2011)	All contracts which may involve making unclassified information about nuclear technology available to sensitive foreign nations.
DEAR 952.204-73	Facility Clearance (AUG 2016)	All contracts which involve classified information.
DEAR 952.208-70	Printing (APR 1984)	All contracts.
DEAR 952.211-70	Priorities and Allocations (Atomic Energy) (APR 2008)	All contracts which are DPAS rated and in support of DOE atomic energy programs.
DEAR 952.211-71	Priorities and Allocations (Atomic Energy) (APR 2008)	All contracts which are DPAS rated and in support of DOE atomic energy programs.
DEAR 952.227-11	Patent Rights - Retention by the Contractor (Short Form) (MAR 1995)	All contracts for experimental, developmental, or research work.



Clause	Title	Applicability
DEAR 952.227-13	Patent Rights - Acquisition by the Government (SEP 1997)	All contracts for experimental, developmental, demonstration, or research work.
DEAR 952.227-14	Rights in data-general Alternate VI & VII (FEB 1998)	All contracts which include 952.227-11 or 952.227-13 include Alt. VI for licensing and Alt. VII when DOE restricted data is included.
DEAR 952.227-82	Right To Request Patent Waiver (FEB 1998)	All contracts for experimental, developmental, demonstration, or research work.

5 Commercial Services – Firm Fixed Price

In addition to the clauses listed in Section 4 Commercial Products – Firm Fixed Price, the following clauses apply to the acquisition of Commercial Services – Firm Fixed Price.

Clause	Title	Applicability
FAR 52.222-41	Service Contract Labor Standards (Aug 2018)	All service contracts greater than \$2,500, except as provided in paragraph (a)(2) of the clause, or if the contract is subject to the Service Contract Labor Standards statute.
FAR 52.222-42	Statement of Equivalent Rates for Federal Hires (May 2014)	All service contracts greater than \$2,500, and the contract is subject to the Service Contract Labor Standards statute.
FAR 52.222-43	Fair Labor Standards Act and Service Contract Labor Standards – Price Adjustment (Multiple Years and Option Contracts) (Aug 2018)	All service contracts.
FAR 52.222-44	Fair Labor Standards Act and Service Contract Labor Standards – Price Adjustment (May 2014)	All service contracts.
FAR 52.222-62	Paid Sick Leave Under EO 13706 (Jan 2022)	All service contracts which include 52.222-41 and where work is performed in whole or in part in the United States.
FAR 52.225-26	Contractors Performing Private Security Functions Outside the United States (Oct 2016)	All service contracts performed outside of the United States where the contractor is performing combat operations or other significant operations as defined by the Secretary of Defense and the Secretary of State.



6 Cloud and Software Products

Unless otherwise agreed to in this Contract all contracts for Cloud and Software Products are priced as quoted. Requirements for notification regarding consumption of the available storage or licenses will be provided upon reasonable request. Subject to the limitations of FAR 52.232-39 Unenforceability of Unauthorized Obligations, manufacturers of said Products End User License Agreement (EULA) is hereby incorporated into this Contract.

7 Cost Type & Cost Reimbursable Contracts

Unless otherwise agreed to in this Contract all pricing is Firm Fixed Price. If the Parties agree to a Time and Material Contract for a Commercial Service, the clause at FAR 52.232-7 Payments under Time and Materials and Labor Hour Contracts will apply and any Order must clearly state that the work is to be performed as Time and Material, not Firm Fixed Price.