

The following Exhibit is included for example purposes only. VENDOR is bound by the hyperlink incorporated by reference in the Government Contracts section of this contract.

**DEC 2022**

**TPHARM5 FEDERAL CONTRACT CLAUSES RIDER**

This is a Subcontract issued under a Federal Government contract. The Subcontractor agrees to register with the federal System for Award Management ("SAM") and to maintain an active SAM registration at all times during its performance. Subcontractor will ensure its registration is accessible on-line on the SAM website in order for ESI to verify the registration. The Subcontractor agrees to comply with all statutes and regulations, including the Federal Acquisition Regulations ("FAR"), applicable to Express Scripts, Inc.'s ("ESI") prime contract with the Department of Defense ("DoD") Defense Health Agency ("TPHARM5 Contract"). The following contract clauses prescribed under the FAR and the DoD Federal Acquisition Regulation Supplement ("DFARS") are incorporated into this Subcontract by reference. The Subcontractor agrees to be bound by the obligations of the "Contractor" under all such clauses. Also, to the extent that the term "Government" or the phrases "United States" or "Contracting Officer" as used in any of these clauses denotes a contracting party, the same shall also mean ESI.

The Subcontractor shall perform its obligations under the Subcontract in compliance with the clauses incorporated herein by reference, unless specifically exempted by applicable law or regulation. The Subcontractor shall cooperate with ESI in evaluating the Subcontractor's compliance with these clauses. The Subcontractor will allow ESI access to the Subcontractor's facilities, records, and personnel to the extent that ESI, in its sole discretion, deems necessary to evaluate the Subcontractor's performance under the subcontract or its compliance with the clauses herein incorporated by reference.

The clauses incorporated herein by reference carry the same force and effect as if they were set forth in full text. The full text of these clauses is available at <http://www.acquisition.gov/far> or <http://farsite.hill.af.mil>.

**A. CLAUSES APPLICABLE TO ALL SUBCONTRACTS**

- 52.203-19 PROHIBITION ON REQUIRING CERTAIN INTERNAL CONFIDENTIALITY AGREEMENTS OR STATEMENTS (JAN 2017)
- 52.204-18 COMMERCIAL AND GOVERNMENT ENTITY CODE MAINTENANCE (AUG 2020)
- 52.204-19 INCORPORATION BY REFERENCE OF REPRESENTATION AND CERTIFICATION (DEC 2014)
- 52.204-21 BASIC SAFEGUARDING OF COVERED CONTRACTOR INFORMATION SYSTEMS (JUNE 2016)
- 52.204-23 PROHIBITION ON CONTRACTING FOR HARDWARE, SOFTWARE AND SERVICES DEVELOPED OR PROVIDED BY KASPERSKY LAB AND OTHER COVERED ENTITIES (JUL 2018)
- 52.204-25 PROHIBITION ON CONTRACTING FOR CERTAIN TELECOMMUNICATIONS AND VIDEO SURVEILLANCE SERVICES OR EQUIPMENT (AUG 2020)
- 52.209-6 PROTECTING THE GOVERNMENT'S INTEREST WHEN SUBCONTRACTING WITH CONTRACTORS DEBARRED, SUSPENDED, OR PROPOSED FOR DEBARMENT (JUN 2020) (NOT APPLICABLE TO COMMERCIAL ITEM SUBCONTRACTS)
- 52.211-15 DEFENSE PRIORITY AND ALLOCATION REQUIREMENTS (APR 2008)
- 52.215-2 AUDIT AND RECORDS—NEGOTIATION (JUN 2020)
- 52.219-8 UTILIZATION OF SMALL BUSINESS CONCERNS (OCT 2018)
- 52.222-21 PROHIBITION OF SEGREGATED FACILITIES (APR 2015)
- 52.222-26 EQUAL OPPORTUNITY (SEP 2016)
- 52.222-36 EQUAL OPPORTUNITY FOR WORKERS WITH DISABILITIES (JUN 2020)
- 52.222-40 NOTIFICATION OF EMPLOYEE RIGHTS UNDER THE NATIONAL LABOR RELATIONS ACT (DEC 2010)
- 52.222-41 SERVICE CONTRACT ACT LABOR STANDARDS (AUG 2018)
- 52.222-50 COMBATING TRAFFICKING IN PERSONS (OCT 2020)
- 52.222-54 EMPLOYMENT ELIGIBILITY VERIFICATION (OCT 2015)
- 52.222-55 MINIMUM WAGES UNDER EXECUTIVE ORDER 13658 (NOV 2020)
- 52.222-62 PAID SICK LEAVE UNDER EXECUTIVE ORDER 13706 (JAN 2017)
- 52.223-2 AFFIRMATIVE PROCUREMENT OF BIOBASED PRODUCTS UNDER SERVICE AND CONSTRUCTION CONTRACTS (SEPT 2013)
- 52.223-17 AFFIRMATIVE PROCURMENT OF EPA-DESIGNATED ITEMS IN SERVICE AND CONSTRUCTION CONTRACTS (AUG 2018)
- 52.223-18 ENCOURAGING CONTRACTOR POLICIES TO BAN TEXT MESSAGING WHILE DRIVING (JUN 2020)
- 52.224-1 PRIVACY ACT NOTIFICATION (APR 1984)
- 52.224-2 PRIVACY ACT (APR 1984)

- 52.225-13 RESTRICTIONS ON CERTAIN FOREIGN PURCHASES (FEB 2021)
- 52.232-40 PROVIDING ACCELERATED PAYMENT TO SMALL BUSINESS CONTRACTORS (DEC 2013) (applies to subcontracts with small business concerns)
- 52.242-15 STOP – WORK ORDER (AUG 1989)
- 52.244-6 SUBCONTRACTS FOR COMMERCIAL ITEMS (NOV 2020)
- 252.203-7002 REQUIREMENT TO INFORM EMPLOYEES OF WHISTLEBLOWER RIGHTS (SEP 2013)
- 252.204-7000 DISCLOSURE OF INFORMATION (OCT 2016)
- 252.204-7012 SAFEGUARDING COVERED DEFENSE INFORMATION AND CYBER INCIDENT REPORTING (DEC 2019)
- 252.204-7015 NOTICE OF AUTHORIZED DISCLOSURE OF INFORMATION FOR LITIGATION SUPPORT (MAY 2016)
- 252.247-7023 TRANSPORTATION OF SUPPLIES BY SEA (FEB 2019)
- 252.225-7048 EXPORT CONTROLLED ITEMS (JUN 2013)
- 252.232-7006 WIDE AREA WORK FLOW PAYMENT INSTRUCTIONS (DEC 2018)
- 252.232-7007 LIMITATIONS OF GOVERNMENT'S OBLIGATION (APR 2014)
- 252.237-7023 CONTINUATION OF ESSENTIAL CONTRACTOR SERVICES (OCT 2010)
- 252.244-7000 SUBCONTRACTS FOR COMMERCIAL ITEMS (OCT 2020)

**B. CLAUSES APPLICABLE TO SUBCONTRACTS OF \$100,000 OR MORE**

- 52.203-6 RESTRICTIONS ON SUBCONTRACTOR SALES TO THE GOVERNMENT (JUN 2020)
- 52.203-7 ANTI-KICKBACK PROCEDURES (JUN 2020)
- 52.203-12 LIMITATION ON PAYMENTS TO INFLUENCE CERTAIN FEDERAL TRANSACTIONS (JUN 2020)
- 52.222-35 EQUAL OPPORTUNITY FOR VETERANS (JUN 2020)
- 52.222-37 EMPLOYMENT REPORTS ON VETERANS (JUN 2020)
- 52.227-1 AUTHORIZATION AND CONSENT (JUN 2020)
- 52.227-2 NOTICE AND ASSISTANCE REGARDING PATENT AND COPYRIGHT INFRINGEMENT (JUN 2020)
- 52.248-1 VALUE ENGINEERING (JUN 2020)
- 252.203-7001 PROHIBITION ON PERSONS CONVICTED OF FRAUD OR OTHER DEFENSE-CONTRACT-RELATED FELONIES (DEC 2008) (NOT APPLICABLE TO SUBCONTRACTS FOR COMMERCIAL ITEMS OR COMPONENTS)
- 252.226-7001 UTILIZATION OF INDIAN ORGANIZATIONS, INDIAN-OWNED ECONOMIC ENTERPRISES, AND NATIVE HAWAIIAN SMALL BUSINESS CONCERNS (APR 2019)

**C. CLAUSES APPLICABLE TO SUBCONTRACTS OF \$700,000 OR MORE**

- 52.215-11 PRICE REDUCTION FOR DEFECTIVE COST OR PRICING DATA-MODIFICATIONS (JUN 2020) (NOT APPLICABLE TO COMMERCIAL ITEM SUBCONTRACTS)
- 52.215-13 SUBCONTRACTOR COST OR PRICING DATA – MODIFICATIONS (OCT 2019) (JUN 2020) (NOT APPLICABLE TO COMMERCIAL ITEM SUBCONTRACTS)
- 52.215-15 PENSION ADJUSTMENTS AND ASSET REVISIONS (OCT 2010) (Not applicable to Commercial Item subcontracts)
- 52.215-18 REVERSION OR ADJUSTMENT OF PLANS FOR POSTRETIREMENT BENEFITS (PRB) OTHER THAN PENSIONS (JUL 2005) (Not applicable to Commercial Item subcontracts)
- 52.215-19 NOTIFICATION OF OWNERSHIP CHANGES (OCT 1997) (Not applicable to Commercial Item subcontracts)
- 52.219-9 SMALL BUSINESS SUBCONTRACTING PLAN (JUN 2020) (ALT II, NOV 2016) (NOT APPLICABLE TO COMMERCIAL ITEM SUBCONTRACTS)
- 52.230-2 COST ACCOUNTING STANDARDS (JUN 2020)
- 52.230-6 ADMINISTRATION OF COST ACCOUNTING STANDARDS (JUN 2010)

**D. CLAUSES APPLICABLE TO SUBCONTRACTS OF \$1,000,000 OR MORE**

- 252.222-7006 RESTRICTIONS ON THE USE OF MANDATORY ARBITRATION AGREEMENTS (DEC 2010) (Not applicable to Commercial Item subcontracts)

The following Exhibit is included for example purposes. VENDOR is bound by the hyperlink incorporated by reference included in the Government Contracts provision of this contract.

**E. CLAUSES APPLICABLE TO SUBCONTRACTS OF \$5,000,000 OR MORE?**

52.203-13 CONTRACTOR CODE OF BUSINESS ETHICS AND CONDUCT (JUN 2020)  
252.203-7004 DISPLAY OF FRAUD HOTLINE POSTERS (AUG 2019) (Not applicable to Commercial Item subcontracts)

**F. SUBCONTRACTOR INFORMATION SYSTEMS AND NETWORK SECURITY REQUIREMENTS**

**F.1.** The subcontractor shall implement and maintain information security in its information systems that are used to perform this subcontract. The subcontractor shall, at a minimum, comply with the specified National Institute of Standards and Technology (NIST) Special Publication (SP) 800-171 security controls. The current version (as of November 2020) of the NIST SP 800-171 applies. For subsequent option periods, the version in publication as of the date of option exercise will apply. If a control is not implemented, the subcontractor shall prepare a written determination that explains how either the required security control is not applicable; or how an alternative control or protective measure is used to achieve equivalent protection.

**F.2.** In connection with these Information Systems and Network Security requirements, the subcontractor will provide, as of the effective date of the subcontract, the completed checklist and certification described in the provided Checklist and Certification for Minimum Level of Enhanced Safeguarding for Unclassified DoD Information, and will do so 30 days after the date that each subsequent option, if any, is exercised by ESI. The subcontractor shall use a current, dated copy of the Checklist and Certification for Minimum Level of Enhanced Safeguarding/of Unclassified DoD Information which will be provided to the subcontractor by ESI no later than 30 days prior to the date by which the subcontractor is to submit the completed and signed form back to ESI. The subcontractor shall also comply with all reporting and damage assessment activities required under DFARS 252.204-7012 SAFEGUARDING COVERED DEFENSE INFORMATION AND CYBER INCIDENT REPORTING (Dec 2019). If at any point the subcontractor cannot comply with the above NIST requirements, the subcontractor must remove, and certify to the removal, of all Federal data from the subcontractor's information systems in a secure manner. The requirements described above will flow to any lower tier subcontractor.

**G. Subcontractor PHI/PII Requirements**

**G.1.** Personally Identifiable Information (PII) or Protected Health Information (PHI) associated with DoD beneficiaries accessible by subcontractor's staff (including subcontractors and consultants) will at no time be removed or transferred from a jurisdiction subject to the laws of the United States.

**G.2.** Privacy and HIPAA training in accordance with 52.224-3 PRIVACY TRAINING (Jan 2017) must be completed by all staff (including subcontractors and consultants) that have access to Personally Identifiable Information (PII) or Protected Health Information (PHI) associated with DoD beneficiaries within 30 days of hire and annually thereafter.