

<b>SOLICITATION/CONTRACT/ORDER FOR COMMERCIAL ITEM</b> <i>OFFEROR TO COMPLETE BLOCKS 12, 17, 23, 24, &amp; 30</i>				1. REQUISITION NUMBER 4200393813	PAGE OF 1   9
2. CONTRACT NO.	3. AWARD/EFFECTIVE DATE	4. ORDER NUMBER	5. SOLICITATION NUMBER NNK11393813Q	6. SOLICITATION ISSUE DATE 08/12/2011	
7. <b>FOR SOLICITATION INFORMATION CALL:</b> a. NAME Donald Wood		b. TELEPHONE NUMBER 321-867-6235	8. OFFER DUE DATE/LOCAL TIME 08/29/2011 0700 ET		
9. ISSUED BY NASA/John F. Kennedy Space Center Office of Procurement MAIL CODE OP KENNEDY SPACE CENTER FL 32899		CODE KSC	10. THIS ACQUISITION IS <input checked="" type="checkbox"/> UNRESTRICTED OR <input type="checkbox"/> SET ASIDE:    % FOR:  <input type="checkbox"/> SMALL BUSINESS <input type="checkbox"/> EMERGING SMALL BUSINESS <input type="checkbox"/> HUBZONE SMALL BUSINESS <input type="checkbox"/> SOLE SOURCE <input type="checkbox"/> SERVICE-DISABLED VETERAN-OWNED SMALL BUSINESS <input type="checkbox"/> 8(A) NAICS: 334111 SIZE STANDARD: 1,000		
11. DELIVERY FOR FOB DESTINATION UNLESS BLOCK IS MARKED <input type="checkbox"/> SEE SCHEDULE	12. DISCOUNT TERMS	13a. THIS CONTRACT IS A RATED ORDER UNDER DPAS (15 CFR 700) <input type="checkbox"/>		13b. RATING	
15. DELIVER TO NASA/Kennedy Space Center KENNEDY SPACE CENTER FL 32899		CODE KSC	16. ADMINISTERED BY NASA/Kennedy Space Center Office of Procurement MAIL CODE OP KENNEDY SPACE CENTER FL 32899		
17a. CONTRACTOR/OFFEROR	CODE	FACILITY CODE	18a. PAYMENT WILL BE MADE BY		

17b. CHECK IF REMITTANCE IS DIFFERENT AND PUT SUCH ADDRESS IN OFFER       18b. SUBMIT INVOICES TO ADDRESS SHOWN IN BLOCK 18a UNLESS BLOCK BELOW IS CHECKED       SEE ADDENDUM

19. ITEM NO.	20. SCHEDULE OF SUPPLIES/SERVICES	21. QUANTITY	22. UNIT	23. UNIT PRICE	24. AMOUNT
001	This items listed in the solicitation are brand name only. INCO TERMS 2: DESTINATION  See page 2 of 9 of this solicitation for item specifications.  <i>(Use Reverse and/or Attach Additional Sheets as Necessary)</i>	1	EA		

25. ACCOUNTING AND APPROPRIATION DATA      26. TOTAL AWARD AMOUNT (For Govt. Use Only)

27a. SOLICITATION INCORPORATES BY REFERENCE FAR 52.212-1, 52.212-4, FAR 52.212-3 AND 52.212-5 ARE ATTACHED. ADDENDA       ARE     ARE NOT ATTACHED.  
 27b. CONTRACT/PURCHASE ORDER INCORPORATES BY REFERENCE FAR 52.212-4. FAR 52.212-5 IS ATTACHED. ADDENDA       ARE     ARE NOT ATTACHED.

28. CONTRACTOR IS REQUIRED TO SIGN THIS DOCUMENT AND RETURN 1 COPIES TO ISSUING OFFICE. CONTRACTOR AGREES TO FURNISH AND DELIVER ALL ITEMS SET FORTH OR OTHERWISE IDENTIFIED ABOVE AND ON ANY ADDITIONAL SHEETS SUBJECT TO THE TERMS AND CONDITIONS SPECIFIED HEREIN.       29. AWARD OF CONTRACT REF. \_\_\_\_\_ OFFER DATED \_\_\_\_\_ YOUR OFFER ON SOLICITATION (BLOCK 5), INCLUDING ANY ADDITIONS OR CHANGES WHICH ARE SET FORTH HEREIN, IS ACCEPTED AS TO ITEMS:

30a. SIGNATURE OF OFFEROR/CONTRACTOR		31a. UNITED STATES OF AMERICA (SIGNATURE OF CONTRACTING OFFICER) 	
30b. NAME AND TITLE OF SIGNER (Type or print)	30c. DATE SIGNED	31b. NAME OF CONTRACTING OFFICER (Type or print) Donald R. Wood	31c. DATE SIGNED 8/12/11

Item Description	Part No.	Manufacturer	UOM	Unit	
				Price	Qty * Extended
(ADTEC) MEDIAHUB-PRO-02, Media-Hub-Pro Chassis includes Composite and Auto-Sensing SD/HD SDI Input, Audio support includes two stereo MPEG 1 Layer 2 encodes	MEDIAHUB-PRO-02	ADTEC	ea		16
(ADTEC) MEDIAHUB-PRO-SD-KEY, Enables SD MPEG2 Encoding, SD 4:2:0 data rates from 1 Mbs to 15 Mbs and 4:2:0 data rates from 1 Mbs to 50 Mbs, Software Key, Field Upgradable, for use in Media-Hub-Pro chassis	MEDIAHUB-PRO-SD-KEY	ADTEC	ea		16
(ADTEC) MEDIAHUB-PRO-HD-KEY, Enables HD MPEG 2 Encoding, Software Key, Field Upgradable, for use in Media-Hub-Pro chassis	MEDIAHUB-PRO-HD-KEY	ADTEC	ea		16
(ADTEC) DTA3050-ASI-HW3-5 Port ASI Digital Multiplexer (5 Active Ports)	DTA3050-ASI-HW3-5	ADTEC	ea		2
(ADTEC) DTA-ASI-KEY-5, 5 Additional ASI Port Activation for DTA3050 for ADTEC DTA3050 unit.	DTA-ASI-KEY-5	ADTEC	ea		1
12 RF Channel GbE/ASI Input Edge QAM Modulator, (PICO Digital)	SQM1200	Pico	ea		2
(Sumavision) C304 ASI Output Card, 4 ASI Ports for use in Enhanced Multimedia Router Chassis	C304	SUMAVISION	ea		1
(Sumavision) EMR2.1, 3G Enhanced Multimedia Router Chassis System (Digital TV signal processing system, holds 6 processing cards)	EMR2.1	SUMAVISION	ea		1
(SUMAVISION) Convert signals from MPEG-2 Analog Encoding Card and MPEG-2 Digital Encoding Card to IP output; Convert ASI input signals from I/O Card to IP output; Giga bit-rate ETHERNET output; for use in Enhanced Multimedia Router Chassis	C451	SUMAVISION	ea		1
2 Days of Commissioning and Training for items above	N/A		ea		1
Subtotal					
Total					

**ADDENDUM TO 52.212-4, CONTRACT TERMS AND CONDITIONS - COMMERCIAL ITEMS**

**52.232-18 Availability of Funds. (APR 1984)**

Funds are not presently available for this contract. The Government's obligation under this contract is contingent upon the availability of appropriated funds from which payment for contract purposes can be made. No legal liability on the part of the Government for any payment may arise until funds are made available to the Contracting Officer for this contract and until the Contractor receives notice of such availability, to be confirmed in writing by the Contracting Officer.

(End of clause)

**52.247-34 F.o.b. Destination. (NOV 1991)**

**52.252-2 Clauses Incorporated by Reference. (FEB 1998)**

This contract incorporates one or more clauses by reference, with the same force and effect as if they were given in full text. Upon request, the Contracting Officer will make their full text available. Also, the full text of a clause may be accessed electronically at this/these address(es): For Federal Acquisition Regulation (FAR) clauses, see <http://www.acqnet.gov/far/>

For NASA FAR Supplement (NFS) clauses, see  
<http://www.hq.nasa.gov/office/procurement/regs/nfstoc.htm>

(End of clause)

**1852.215-84 Ombudsman. (OCT 2003)**

(b) If resolution cannot be made by the contracting officer, interested parties may contact the installation ombudsman. The current list of Center Ombudsmen is available at [http://prod.nais.nasa.gov/pub/pub\\_library/Omb.html](http://prod.nais.nasa.gov/pub/pub_library/Omb.html). Concerns, issues, disagreements, and recommendations which cannot be resolved at the installation may be referred to the NASA ombudsman, the Director of the Contract Management Division, at 202-358-0445, facsimile 202-358-3083, e-mail [james.a.balinskas@nasa.gov](mailto:james.a.balinskas@nasa.gov). Please do not contact the ombudsman to request copies of the solicitation, verify offer due date, or clarify technical requirements. Such inquiries shall be directed to the Contracting Officer or as specified elsewhere in this document.

(End of clause)

**1852.223-72 Safety and Health (Short Form). (APR 2002)**

**1852.225-70 Export Licenses. (FEB 2000)**

**1852.237-73 Release of Sensitive Information. (JUN 2005)**

**52.212-5 ATTACHMENT**

**52.212-5 Contract Terms and Conditions Required to Implement Statutes or Executive Orders - Commercial Items. (AUG 2011)**

(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 items:

- (1) 52.222-50, Combating Trafficking in Persons (FEB 2009) (22 U.S.C. 7104(g)).
- Alternate I (Aug 2007) of 52.222-50 (22 U.S.C. 7104(g)).
- (2) 52.233-3, Protest After Award (AUG 1996) (31 U.S.C. 3553).
- (3) 52.233-4, Applicable Law for Breach of Contract Claim (OCT 2004) (Pub. L. 108-77, 108-78).

(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 items: Contracting Officer check as appropriate.

(1) 52.203-6, Restrictions on Subcontractor Sales to the Government (SEP 2006), with Alternate I (OCT 1995) (41 U.S.C. 253g and 10 U.S.C. 2402).

(2) 52.203-13, Contractor Code of Business Ethics and Conduct (APR 2010)(Pub. L. 110-252, Title VI, Chapter 1 (41 U.S.C. 251 note)).

(3) 52.203-15, Whistleblower Protections under the American Recovery and Reinvestment Act of 2009 (JUN 2010) (Section 1553 of Pub. L. 111-5). (Applies to contracts funded by the American Recovery and Reinvestment Act of 2009.)

(4) 52.204-10, Reporting Executive Compensation and First-Tier Subcontract Awards (JUL 2010) (Pub. L. 109-282)(31 U.S.C. 6101 note).

(5) 52.204-11, American Recovery and Reinvestment Act--Reporting Requirements (JUL 2010) (Pub. L. 111-5).

(6) 52.209-6, Protecting the Government's Interest When Subcontracting with Contractors Debarred, Suspended, or Proposed for Debarment (DEC 2010) (31 U.S.C. 6101 note).

(7) 52.209-10, Prohibition on Contracting with Inverted Domestic Corporations (section 740 of Division C of Public Law 111-117, section 743 of Division D of Public Law 111-8, and section 745 of Division D of Public Law 110-161)

(8) 52.219-3, Notice of Total HUBZone Set-Aside or Sole-Source Award (JAN 2011) (15 U.S.C. 657a).

(9) 52.219-4, Notice of Price Evaluation Preference for HUBZone Small Business Concerns (JAN 2011) (if the offeror elects to waive the preference, it shall so indicate in its offer) (15 U.S.C. 657a).

(10) (Reserved)

(11)(i) 52.219-6, Notice of Total Small Business Set-Aside (JUN 2003) (15 U.S.C. 644).

(ii) Alternate I (OCT 1995) of 52.219-6.

(iii) Alternate II (MAR 2004) of 52.219-6.

[ ](12)(i) 52.219-7, Notice of Partial Small Business Set-Aside (JUN 2003) (15 U.S.C. 644).

[ ](ii) Alternate I (OCT 1995) of 52.219-7.

[ ](iii) Alternate II (MAR 2004) of 52.219-7.

[ ](13) 52.219-8, Utilization of Small Business Concerns (JAN 2011) (15 U.S.C. 637 (d)(2) and (3)).

[ ](14)(i) 52.219-9, Small Business Subcontracting Plan (JAN 2011) (15 U.S.C. 637(d)(4)).

[ ](ii) Alternate I (OCT 2001) of 52.219-9.

[ ](iii) Alternate II (OCT 2001) of 52.219-9.

[ ](iv) Alternate III (JUL 2010) of 52.219-9.

[ ](15) 52.219-14, Limitations on Subcontracting (DEC 1996) (15 U.S.C. 637(a)(14)).

[ ](16) 52.219-16, Liquidated Damages--Subcontracting Plan (JAN 1999) (15 U.S.C. 637(d)(4)(F)(i)).

[ ](17)(i) 52.219-23, Notice of Price Evaluation Adjustment for Small Disadvantaged Business Concerns (OCT 2008) (10 U.S.C. 2323)(if the offeror elects to waive the adjustment, it shall so indicate in its offer.)

[ ](ii) Alternate I (JUN 2003) of 52.219-23.

[ ](18) 52.219-25, Small Disadvantaged Business Participation Program--Disadvantaged Status and Reporting (DEC 2010) (Pub. L. 103-355, section 7102, and 10 U.S.C. 2323).

[ ](19) 52.219-26, Small Disadvantaged Business Participation Program--Incentive Subcontracting (OCT 2000) (Pub. L. 103-355, section 7102, and 10 U.S.C. 2323).

[ ](20) 52.219-27, Notice of Total Service-Disabled Veteran-Owned Small Business Set-Aside (MAY 2004)(15 U.S.C. 657 f).

[ ](21) 52.219-28, Post Award Small Business Program Rerepresentation (APR 2009) (15 U.S.C. 632(a)(2)).

[ ](22) 52.219-29, Notice of Total Set-Aside for Economically Disadvantaged Women-Owned Small Business (EDWOSB) Concerns (APR 2011).

[ ](23) 52.219-30, Notice of Total Set-Aside for Women-Owned Small Business (WOSB) Concerns Eligible Under the WOSB Program (APR 2011).

X(24) 52.222-3, Convict Labor (JUN 2003) (E.O. 11755).

X(25) 52.222-19, Child Labor--Cooperation with Authorities and Remedies (JUL 2010) (E.O. 13126).

X(26) 52.222-21, Prohibition of Segregated Facilities (FEB 1999).

X(27) 52.222-26, Equal Opportunity (MAR 2007) (E.O. 11246).

- X(28) 52.222-35, Equal Opportunity for Veterans (SEP 2010) (38 U.S.C. 4212).
- [ ](29) 52.222-36, Affirmative Action for Workers with Disabilities (OCT 2010) (29 U.S.C. 793).
- [ ](30) 52.222-37, Employment Reports on Veterans (SEP 2010) (38 U.S.C. 4212).
- [ ](31) 52.222-40, Notification of Employee Rights Under the National Labor Relations Act (DEC 2010) (E.O. 13496).
- [ ](32) 52.222-54, Employment Eligibility Verification (JAN 2009). (Executive Order 12989). (Not applicable to the acquisition of commercially available off-the-shelf items or certain other types of commercial items as prescribed in 22.1803.)
- [ ](33)(i) 52.223-9, Estimate of Percentage of Recovered Material Content for EPA-Designated Items (MAY 2008) (42 U.S.C. 6962(c)(3)(A)(ii)). (Not applicable to the acquisition of commercially available off-the-shelf items.)
- [ ](ii) Alternate I (MAY 2008) of 52.223-9 (42 U.S.C. 6962(i)(2)(C)). (Not applicable to the acquisition of commercially available off-the-shelf items.)
- [ ](34) 52.223-15, Energy Efficiency in Energy-Consuming Products (DEC 2007) (42 U.S.C. 8259b).
- [ ](35)(i) 52.223-16, IEEE 1680 Standard for the Environmental Assessment of Personal Computer Products (DEC 2007) (E.O. 13423).
- [ ](ii) Alternate I (DEC 2007) of 52.223-16.
- [ ](36) 52.223-18, Encouraging Contractor Policies to Ban Text Messaging While Driving (AUG 2011). (E.O. 13513).
- [ ](37) 52.225-1, Buy American Act - Supplies (FEB 2009) (41 U.S.C. 10a-10d).
- [ ](38)(i) 52.225-3, Buy American Act--Free Trade Agreements--Israeli Trade Act (JUN 2009) (41 U.S.C. 10a-10d, 19 U.S.C. 3301 note, 19 U.S.C. 2112 note, 19 U.S.C. 3805 note, Pub. L. 108-77, 108-78, 108-286, 108-302, 109-53, 109-169, 109-283, and 110-138).
- [ ](ii) Alternate I (JAN 2004) of 52.225-3.
- [ ](iii) Alternate II (JAN 2004) of 52.225-3.
- [ ](39) 52.225-5, Trade Agreements (AUG 2009) (19 U.S.C. 2501, et seq., 19 U.S.C. 3301 note).
- [ ](40) 52.225-13, Restrictions on Certain Foreign Purchases (JUN 2008) (E.O.'s, proclamations, and statutes administered by the Office of Foreign Assets Control of the Department of the Treasury).
- [ ](41) 52.226-4, Notice of Disaster or Emergency Area Set-Aside (NOV 2007) (42 U.S.C. 5150).
- [ ](42) 52.226-5, Restrictions on Subcontracting Outside Disaster or Emergency Area (NOV 2007) (42 U.S.C. 5150).

(43) 52.232-29, Terms for Financing of Purchases of Commercial Items (FEB 2002) (41 U.S.C. 255(f), 10 U.S.C. 2307(f)).

(44) 52.232-30, Installment Payments for Commercial Items (OCT 1995) (41 U.S.C. 255(f), 10 U.S.C. 2307(f)).

(45) 52.232-33, Payment by Electronic Funds Transfer - Central Contractor Registration (OCT 2003) (31 U.S.C. 3332).

(46) 52.232-34, Payment by Electronic Funds Transfer - Other than Central Contractor Registration (MAY 1999) (31 U.S.C. 3332).

(47) 52.232-36, Payment by Third Party (FEB 2010) (31 U.S.C. 3332).

(48) 52.239-1, Privacy or Security Safeguards (AUG 1996) (5 U.S.C. 552a).

(49)(i) 52.247-64, Preference for Privately Owned U.S.-Flag Commercial Vessels (FEB 2006) (46 U.S.C. Appx 1241(b) and 10 U.S.C. 2631).

(ii) Alternate I (APR 2003) of 52.247-64.

(c) The Contractor shall comply with the FAR clauses in this paragraph (c), applicable to commercial services, 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 items: (Contracting Officer check as appropriate.)

(1) 52.222-41, Service Contract Act of 1965 (NOV 2007) (41 U.S.C. 351, et seq.).

(2) 52.222-42, Statement of Equivalent Rates for Federal Hires (MAY 1989) (29 U.S.C. 206 and 41 U.S.C. 351, et seq.).

(3) 52.222-43, Fair Labor Standards Act and Service Contract Act--Price Adjustment (Multiple Year and Option Contracts) (SEP 2009) (29 U.S.C. 206 and 41 U.S.C. 351, et seq.).

(4) 52.222-44, Fair Labor Standards Act and Service Contract Act--Price Adjustment (SEP 2009) (29 U.S.C. 206 and 41 U.S.C. 351, et seq.).

(5) 52.222-51, Exemption from Application of the Service Contract Act to Contracts for Maintenance, Calibration, or Repair of Certain Equipment--Requirements (NOV 2007) (41 U.S.C. 351, et seq.).

(6) 52.222-53, Exemption from Application of the Service Contract Act to Contracts for Certain Services--Requirements (FEB 2009) (41 U.S.C. 351, et seq.).

(7) 52.226-6, Promoting Excess Food Donation to Nonprofit Organizations. (MAR 2009) (Pub. L. 110-247).

(8) 52.237-11, Accepting and Dispensing of \$1 Coin (SEP 2008) (31 U.S.C. 5112(p)(1)).

(d) *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, 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.

(e)(1) Notwithstanding the requirements of the clauses in paragraphs (a), (b), (c), and (d) of this clause, the Contractor is not required to flow down any FAR clause, other than those in this paragraph (e)(1) in a subcontract for commercial items. 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 (APR 2010) (Pub. L. 110-252, Title VI, Chapter 1 (41 U.S.C. 251 note)).

(ii) 52.219-8, Utilization of Small Business Concerns (DEC 2010) (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 \$650,000 (\$1.5 million for construction of any public facility), the subcontractor must include 52.219-8 in lower tier subcontracts that offer subcontracting opportunities.

(iii) (Reserved)

(iv) 52.222-26, Equal Opportunity (MAR 2007) (E.O. 11246).

(v) 52.222-35, Equal Opportunity for Veterans (SEP 2010) (38 U.S.C. 4212).

(vi) 52.222-36, Affirmative Action for Workers with Disabilities (OCT 2010) (29 U.S.C. 793).

(vii) 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.

(viii) 52.222-41, Service Contract Act of 1965 (NOV 2007) (41 U.S.C. 351, et seq.).

(ix) 52.222-50, Combating Trafficking in Persons (FEB 2009) (22 U.S.C. 7104(g)).

Alternate I (AUG 2007) of 52.222-50 (22 U.S.C. 7104(g)).

(x) 52.222-51, Exemption from Application of the Service Contract Act to Contracts for Maintenance, Calibration, or Repair of Certain Equipment--Requirements (NOV 2007) (41 U.S.C. 351, et seq.).

(xi) 52.222-53, Exemption from Application of the Service Contract Act to Contracts for Certain Services-Requirements (FEB 2009)(41 U.S.C. 351, et seq.).

(xii) 52.222-54, Employment Eligibility Verification (JAN 2009).

(xiii) 52.226-6, Promoting Excess Food Donation to Nonprofit Organizations. (MAR 2009) (Pub. L. 110-247). Flow down required in accordance with paragraph (e) of FAR clause 52.226-6.

(xiv) 52.247-64, Preference for Privately Owned U.S.-Flag Commercial Vessels (FEB 2006) (46 U.S.C. Appx 1241(b) and 10 U.S.C. 2631). Flow down required in accordance with paragraph (d) of FAR clause 52.247-64.

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

(End of clause)