

FLOW DOWN PROVISIONS

As a condition of working as an independent contractor and consultant for Mitchell MCN, compliance with the following flow down provisions is required. Providers with any questions or objections are invited to contact the Physician Recruiting Department at 206.219.4941.

FAR Clause 48 CFR §

1. 52.202-1 Definitions (Nov 2013)
2. 52.203-3 Gratuities (April 1984) (The provisions of this clause will expressly apply to gratuities offered or given to Florida Blue officers, employees or agents.)
3. 52.203-5 Covenant Against Contingent Fees (May 2014)
4. 52.203-7 Anti-Kickback Procedures (May 2014) (If subcontract exceeds \$150,000 including paragraph (c)(5) but excepting paragraph (c)(1).)
5. 52.203-8 Cancellation, Rescission, and Recovery of Funds for Illegal or Improper Activity (May 2014)
6. 52.203-10 Price or Fee Adjustment for Illegal or Improper Activity (May 2014)
7. 52.203-11 Certification and Disclosure Regarding Payments to Influence Certain Federal Transactions (September 2007) (If subcontract value exceeds \$150,000.)
8. 52.203-12 Limitation on Payments to Influence Certain Federal Transactions (October 2010) (If subcontract value exceeds \$150,000.)
9. 52.203-13 Contractor Code of Business Ethics and Conduct (April 2010) (If subcontract value exceeds \$5,000,000 and has a performance period in excess of 120 days. Subcontractor will provide written notice to Florida Blue of all disclosure items covered by this clause.)
10. 52.203-15 Whistleblower Protections under the American Recovery and Reinvestment Act of 2009 (June 2010)
11. 52.203-17 Contractor Employee Whistleblower Rights and Requirement to Inform Employees of Whistleblower Rights (April 2014)
12. 52.203-19 Prohibition on Requiring Certain Internal Confidentiality Agreements or Statements (Jan 2017)
13. 52.204-2 Security Requirements (Aug 1996)
14. 52.204-4 Printed or Copied Double-Sided on Recycled Paper (May 2011)
15. 52.204-7 Central Contractor Registration (Jul 2013)
17. 52.204-21 Basic Safeguarding of Covered Contractor Information Systems (Jun 2016) (Included in subcontracts, including subcontracts for the acquisition of commercial items, other than commercially available off-the-shelf items, in which the subcontractor may have Federal contract information residing in or transiting through its information system.)
18. 52.204-23 Prohibition on Contracting for Hardware, Software, and Services Developed by Kaspersky Lab and Other Covered Entities (Jul 2018)
19. 52.204-25 Prohibition on Contracting for Certain Telecommunications and Video Surveillance Services or Equipment (Aug 2019)
20. 52.209-6 Protecting the Government's Interest when Subcontracting with Contractors Debarred, Suspended, or Proposed for Debarment (August 2013) (If subcontract exceeds \$30,000 and is not for a commercially available off-the-shelf (COTS) item as defined in the FAR.)
21. 52.212-4 Contract Terms and Conditions – Commercial Items (May 2014)

22. 52.215-2 Audit and Records - Negotiation (Oct 2010)
23. 52.215-8 Order of Precedence – Uniform Contract Format (Oct 1997)
24. 52.217-5 Evaluation of Options (Jul 1990)
27. 52.219-8 Utilization of Small Business Concerns (October 2014) (If the subcontract offers 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.)
28. 52.222-17 Nondisplacement of Qualified Workers
29. 52.222-21 Prohibition of Segregated Facilities (February 1999)
30. 52.222-26 Equal Opportunity (March 2007) (Unless subcontract is exempt from all requirements of Executive Order 11246.)
31. 52.222-35 Equal Opportunity for Veterans (July 2014) (If subcontract value equals or exceeds \$100,000 and subcontract not exempted by rules, regulations, or orders of the Secretary of Labor.)
32. 52.222-36 Equal Opportunity for Workers with Disabilities (July 2014) (If subcontract value exceeds \$15,000 and subcontract not exempted by rules, regulations, or orders of the Secretary of Labor.)
33. 52.222-37 Employment Reports on Veterans (July 2014) (If subcontract value equals or exceeds \$100,000 and subcontract not exempted by rules, regulations, or orders of the Secretary of Labor.)
34. 52.222-40 Notification of Employee Rights under the National Labor Relations Act (December 2010) (If subcontract exceeds \$10,000 and will be performed wholly or partially in the United States, unless exempted by the rules, regulations, or orders of the Secretary of Labor.)
35. 52.222-41 Service Contract Labor Standards (Aug 2018)
36. 52.222-50 Combating Trafficking in Persons (February 2009) (Use clause with Alternate I (August 2007) language if subcontract will be performed outside the United States.)
37. 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)
38. 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).
39. 52.222-54 Employment Eligibility Verification (August 2013) (If subcontract exceeds \$3,000 and includes work performed in the United States excluding commercial services that are part of the purchase of a COTS item as described in the clause.)
40. 52.222-55 Minimum Wages Under Executive Order 13658 (DEC 2015).
41. 52.222-62 Paid Sick Leave Under Executive Order 13706 (JAN 2017) (E.O. 13706).
42. 52.223-6 Drug-Free Workplace (May 2001)
43. 52.223-18 Encouraging Contractor Policies to Ban Text Messaging While Driving (August 2011) (Subcontracts that exceed the micro-purchase threshold, which is currently \$3,000 for most contracts.) 52.224-1 Privacy Act Notification (Apr 1984)
44. 52.224-2 Privacy Act (Apr 1984)
45. 52.224-3 Privacy Training (Jan 2017)
46. 52.225-13 Restrictions on Certain Foreign Purchases (Jun 2008)

- 47. 52.225-26 Contractors Performing Private Security Functions Outside the United States (July 2013) (Applies only to DoD and non-DoD contracts related to the contingency and combat operations described in the clause.)
- 48. 52.226-6 Promoting Excess Food Donation to Nonprofit Organizations (MAY 2014) (42 U.S.C. 1792). Flow down required in accordance with paragraph (e) of FAR clause 52.226-6.
- 49. 52.227-1 Authorization and Consent (Dec 2007)
- 50. 52.227-2 Notice and Assistance Regarding Patent and Copyright Infringement (Dec 2007)
- 51. 52.229-3 Federal, State and Local Taxes (Feb 2013)
- 52. 52.232-1 Payments (Apr 1984)
- 53. 52.232-8 Discounts for Prompt Payment (Feb 2002)
- 54. 52.232-40 Providing Accelerated Payments to Small Business Subcontractors (December 2013) (If required in accordance with paragraph (c) of 52.232-40.)
- 57. 52.244-5 Competition in Subcontracting (December 1996)
- 58. 52.244-6 Subcontracts for Commercial Items (October 2014)
- 59. 52.247-64 Preference for Privately Owned US-Flag Commercial Vessels (February 2006) (If subcontract is for ocean transportation services, construction services, or for supplies for resale or distribution to the Government without added value or supplies shipped in support of U.S. Military contingency operations, exercises or deployments in connection with United Nations or North Atlantic Treaty Organization humanitarian or peacekeeping operations.)

FEHBAR Clause 48 CFR §

1652.246-70 FEHB Inspection (July 2005) (If subcontract is for claims payment, underwriting, and/or administrative services. Substitute “subcontractor” for “carrier” and “contractor.” Substitute “contracting officer and plan” for “contracting officer.” Paragraph (b) of the clause does not apply if subcontract is subject to FAR 52.215-2.)

OFCCP Clauses 41 CFR §

60-300.5 This contractor and subcontractor shall abide by the requirements of 41 C.F.R. § 60–300.5(a). This regulation prohibits discrimination against qualified protected veterans, and requires affirmative action by covered prime contractors and subcontractors to employ and advance in employment qualified protected veterans. (If subcontract value equals or exceeds \$100,000 unless exempted by rules, regulations, or orders of the Secretary of Labor.)

60-741.5 This contractor and subcontractor shall abide by the requirements of 41 C.F.R. § 60–741.5(a). This regulation prohibits discrimination against qualified individuals on the basis of disability, and requires affirmative action by covered prime contractors and subcontractors to employ and advance in employment qualified individuals with disabilities. (If subcontract exceeds \$10,000 unless exempted by the rules, regulations, or orders of the Secretary of Labor.)

EEO Clause

41 CFR §

[If applicable,] This contractor and subcontractor shall abide by the requirements of 41 CFR 60-1.4(a) (as amended by E.O. 13665 regarding pay transparency), 60-300.5(a) 60-741.5(a) and 29 CFR 471. These regulations prohibit discrimination against qualified individuals based on their status as protected veterans or individuals with disabilities, and prohibit discrimination against all individuals based on their race, color, religion, sex, sexual orientation, gender identity or national origin. Moreover, these regulations require that covered prime contractors and subcontractors take affirmative action to employ and advance in employment individuals without regard to race, color, religion, sex, sexual orientation, gender identity, national origin, disability or veteran status.

42 CFR Parts 422 and 423

Participating Supplier agree with respect to Delegated Services provided under the Agreement:

1. Participating Eligible Purchaser maintains ultimate responsibility for adhering to and otherwise complying with all terms and conditions of its contract with CMS and may only delegate activities or functions to Supplier in a manner consistent with Medicare regulations. [42 C.F.R. §§422.504(i)(1), 422.504(i)(3)(ii), 423.505(i)(1), and 423.505(i)(3)(ii)]
2. Supplier will perform the following Delegated Services and reporting responsibilities as specified: [42 C.F.R. §§ 422.504(i)(4)(i) and 423.505(i)(4)(i)]:

External medical reviews for Participating Eligible Purchaser's Medicare Advantage members upon the terms and conditions as set forth in the EPA and the Master Agreement.
3. All Delegated Services provided on behalf of Participating Eligible Purchaser must be consistent and comply with BlueCross' contract with CMS. In the event that either CMS or Participating Eligible Purchaser determines that Supplier has not performed satisfactorily under the contract, Participating Eligible Purchaser reserves the right to revoke any Delegated Services and/or reporting requirements. [42 C.F.R. §§ 422.504(i)(4)(ii) and 423.505(i)(4)(ii)]
4. Participating Eligible Purchaser will monitor Vendor's performance on an ongoing basis. [42 C.F.R. §§ 422.504(i)(4)(iii) and 423.505(i)(4)(iii)]
5. The credentialing process will be reviewed and approved by Participating Eligible Purchaser and Participating Eligible Purchaser will audit Vendor's credentialing process on an ongoing basis. [42 C.F.R. § 422.504(i)(4)]
6. Participating Eligible Purchaser is delegating the selection of providers, contractors, or subcontractors to Vendor; therefore, Participating Eligible Purchaser retains the right to approve, suspend, or terminate any such arrangement. [42 C.F.R. §§ 422.504(i)(5) and 423.505(i)(5)]
7. HHS, the Comptroller General, or their designees have the right to audit, evaluate, and inspect any pertinent information for any particular contract period, including, but not limited to, any books, contracts, computer or other electronic systems (including medical records and documentation of the first tier, downstream, and entities related to CMS' contract with Participating Eligible

Purchaser through 10 years from the final date of the contract period of the contract entered into between CMS and the Participating Eligible Purchaser or from the date of completion of any audit, whichever is later. [42 C.F.R. §§ 422.504(i)(2)(i), 422.504(i)(2)(iv), 423.505(i)(2)(i), and 423.505(i)(2)(iv)]

8. HHS, the Comptroller General, or their designees have the right to audit, evaluate, collect, and inspect any records covered under Paragraph Seven (7) above directly from any first tier, downstream or related entity. For records subject to this review, except in exceptional circumstances, CMS will provide notification to Participating Eligible Purchaser that a direct request for information has been initiated. [42 C.F.R. §§ 422.504(i)(2)(ii), 422.504(i)(2)(iii), 423.505(i)(2)(ii), and 423.505(i)(2)(iii)]
9. Supplier shall ensure that payments are not made to individuals and entities included on the CMS preclusion list, as defined in 42 C.F.R. § 422.2, and shall include in provider agreements, if contracting with providers on behalf of BlueCross, that the provider will not be eligible for payment and will be prohibited from pursuing payment from Participating Eligible Purchaser enrollees after the expiration of the 60-day period specified in 42 C.F.R. § 422.222. The provider will hold financial liability for services, items, and drugs that are furnished, ordered or prescribed after the expiration of such 60-day expiration period. [42 C.F.R. §§ 422.504(g)(1)(iv), 422.504(i)(2)(v)]
10. Supplier will comply with the confidentiality and enrollee record accuracy requirements, including: (1) abiding by all Federal and State laws regarding confidentiality and disclosure of medical records, or other health and enrollment information, (2) ensuring that medical information is released only in accordance with applicable Federal or State law, or pursuant to court orders or subpoenas, (3) maintaining the records and information in an accurate and timely manner, and (4) ensuring timely access by enrollees to the records and information that pertain to them. [42 C.F.R. §§ 422.504(a)(13), 422.118, 423.136]
11. Supplier will not hold enrollees liable for payment of any fees that are the legal obligation of BlueCross. [42 C.F.R. §§ 422.504(i)(3)(i), 422.504(g)(1)(i), 423.505(i)(3)(i), and 423.505(g)(1)(i)]
12. For all enrollees eligible for both Medicare and Medicaid, enrollees will not be held liable for Medicare Part A and B cost sharing when the State is responsible for paying such amounts. Providers will be informed of Medicare and Medicaid benefits and rules for enrollees eligible for Medicare and Medicaid. Neither Participating Eligible Purchaser nor Supplier may impose cost-sharing that exceeds the amount of cost-sharing that would be permitted with respect to the individual under Title XIX if the individual were not enrolled in such a plan. Providers will: (1) accept the MA plan payment as payment in full, or (2) bill the appropriate State source. [42 C.F.R. §§ 422.504(i)(3)(i) and 422.504(g)(1)(iii)]
13. All Delegated Services performed by Supplier will be consistent and comply with BlueCross' contractual obligations. [42 C.F.R. §§ 422.504(i)(3)(iii) and 423.505(i)(3)(iii)]
14. Supplier and any related entity, contractor or subcontractor will comply with all applicable Medicare laws, regulations, and CMS instructions. [42 C.F.R. §§ 422.504(i)(4)(v), 423.505(i)(3)(iv), and 423.505(i)(4)(iv)]
15. Supplier will adopt and implement an effective compliance program which must include measures that prevent, detect and correct non-compliance with CMS program requirements as well as measures that prevent, detect and correct fraud, waste and abuse. Supplier will provide

Participating Eligible Purchaser with attestations and compliance reporting to confirm performance of required compliance training and screening activities. [42 C.F.R. §§ 422.503(b)(4)(vi)(A–G) and 423.504(b)(4)(vi)(A–G)]

16. Supplier represents that it is not excluded or precluded from federal health program participation. Further, Supplier shall review the Department of Health and Human Services Office of the Inspector General (OIG) List of Excluded Individuals and Entities (LEIE list) and General Services Administration (GSA) System for Award Management (SAM) prior to the hiring or contracting any new employee, temporary employee, volunteer, consultant, governing board member, or subcontractor and monthly thereafter to ensure that none of these persons or entities are excluded from federal health program participation. Supplier shall notify Participating Eligible Purchaser immediately of any excluded individual or entity assigned to perform delegated services and remove such individual or entity from performing such services. [42 C.F.R. §§422.752(a)(8) and 423.752(a)(6)]
17. Payments made to Supplier for Delegated Services are made, in whole or in part, from federal funds, and subject Supplier to all laws applicable to the individuals or entities who receive federal funds, including the False Claims Act (32 USC 3729, et. seq.), the Anti-Kickback Statute (Section 1128B(b) of the Social Security Act), Title VI of the Civil Rights Act of 1964, the Age Discrimination Act of 1975, the Americans with Disabilities Act, and the Rehabilitation Act of 1973.
18. Supplier agrees that, in providing services pursuant to this Addendum, Supplier shall comply with Title VI of the Civil Rights of 1964, the Age Discrimination Act of 1975, the Rehabilitation Act of 1973, the Americans With Disabilities Act, and all related implementing regulations. Supplier agrees that it will not (i) discriminate against any Medicare Member on the basis of race, color, religion, sex, national origin, age, health status, participation in any government program (including Medicare), source of payment, participation in a health plan, marital status or physical or mental handicap nor (ii) contract with any Downstream Entity, which discriminates against any Medicare Member on such bases.
19. Supplier shall not, in connection with any functions, activities or services related to the Agreement or this Addendum directly or indirectly contract with any person or entity that undertakes any functions, activities or services, including, without limitation, storage of Medicare Member information, outside of the United States of America or its territories (hereinafter “Offshore”) without the prior written consent of BlueCross.
20. Supplier agrees to comply with applicable CMS reporting requirements, including those specified at 42 C.F.R. §§ 422.504(f) (disclosure of information) and 422.516 (informational data). To the extent required in the Master Agreement or by applicable law, Supplier’s CEO or CFO, or an individual delegated the authority to sign on behalf of one of these officers and who reports directly to the officer, shall certify, based on that individual’s best knowledge, information and belief, the accuracy, completeness, and truthfulness of any data and information Supplier provides to Participating Eligible Purchaser and shall acknowledge that the data or information may be used by Participating Eligible Purchaser for the purpose of obtaining federal funds.