

**ATTACHMENT A-1
FAR AND DFARS FLOWDOWN PROVISIONS APPLICABLE TO
FIXED PRICE PURCHASE ORDERS FOR COMMERCIAL AND NON-COMMERCIAL ITEMS**

When the items furnished under this Purchase Order ("PO") are for use in connection with a U.S. Government prime contract or subcontract, the following Federal Acquisition Regulation ("FAR") and Defense Federal Acquisition Regulation Supplement ("DFARS") clauses shall apply in accordance with the terms of the prime contract or higher-tier subcontract, or by operation of law or regulation, and are hereby incorporated by reference. The effective version of each clause shall be the version included in Buyer's prime contract or subcontract (as amended and modified) under which this PO has been issued. In all clauses, except as otherwise required by law, the terms "Government," "Contracting Officer," and "Contractor" shall be deemed and interpreted to identify suitably the contracting parties herein and effect the proper intent of the provision. "Subcontractor," however, shall mean "Seller's Subcontractor" or "Seller" under this Purchase Order. Where a clause specifies the number of days in which an action is required, that number shall be reduced by half. Clauses marked with an asterisk apply to the extent, and with the Alternate(s), if any, included in Buyer's contract.

I. The following FAR clauses apply as indicated and are incorporated by reference with the same force and effect as if they were given in full text.:

Applicable to All Purchase Orders

- 52.202-1 Definitions
- 52.203-19 Prohibition on Contracting with Entities that Require Certain Internal Confidentiality Agreements or Statements
- 52.204-21 Basic Safeguarding of Covered Contractor Information Systems
- 52.204-23 Prohibition on Contracting for Hardware, Software, and Services Developed or Provided by Kaspersky Lab and Other Covered Entities
- 52.211-5 Material Requirements
- 52.212-5 Contract Terms and Conditions Required to Implement Statutes or Executive Orders--Commercial Items
- 52.215-20 Requirements for Certified Cost or Pricing Data and Data Other Than Certified Cost or Pricing Data
- 52.215-21 Requirements for Certified Cost or Pricing Data and Data Other Than Certified Cost or Pricing Data – Modifications
- 52.219-8 Utilization of Small Business Concerns
- 52.222-21 Prohibition of Segregated Facilities
- 52.222-22 Previous Contracts and Compliance Reports
- 52.222-25 Affirmative Action Compliance
- 52.222-26 Equal Opportunity
- 52.222-41 Service Contract Labor Standards
- 52.222-50 Combating Trafficking in Persons
- 52.222-51 Exempt from Application of the Services Contract Act to Contracts for Maintenance, Calibration, or Repair of Certain Equipment – Requirements
- 52.222-53 Exemption from Application of the Service Contract Act to Contracts for Certain Services – Requirements
- 52.222-55 Minimum Wages Under Executive Order 13658
- 52.225-13 Restrictions on Certain Foreign Purchases
- 52.227-19 Commercial Computer Software – Restricted Rights
- 52.233-3 Protest After Award
- 52.242-15 Stop Work Order
- 52.243-1 Changes – Fixed Price (with Alternate II)
- 52.244-6 Subcontracts for Commercial Items
- 52.247-64 Preference for Privately Owned U.S. Flag Commercial Vessels
- 52.249-2 Termination for Convenience of the Government (Fixed Price) (Buyer may terminate all or any portion of the PO.)
- 52.249-8 Default (Fixed-Price Supply and Service)

Applicable to Purchase Orders Over \$3,500

- 52.222-54 Employment Eligibility Verification
- 52.223-18 Encouraging Contractor Policies to Ban Text Messaging While Driving

Applicable to Purchase Orders Over \$10,000

- 52.222-40 Notification of Employee Rights Under the National Labor Relations Act

Applicable to Purchase Orders Over \$15,000

- 52.222-36 Equal Opportunity for Workers With Disabilities

Applicable to Purchase Orders Over \$35,000

- 52.209-6 Protecting the Government's Interest When Subcontracting with Contractors Debarred, Suspended, or Proposed for Debarment

Applicable to Purchase Orders Over \$150,000

- 52.203-3 Gratuities
- 52.203-6 Restrictions on Subcontractor Sales to the Government (Alt I)
- 52.203-11 Certification and Disclosure Regarding Payments to Influence Certain Federal Transactions
- 52.203-12 Limitation on Payments to Influence Certain Federal Transactions
- 52.203-17 Contractor Employee Whistleblower Rights and Requirement to Inform Employees of Whistleblower Rights
- 52.222-35 Equal Opportunity for Veterans
- 52.222-37 Employment Reports on Veterans

Applicable to Purchase Orders Over \$700,000

- 52.219-9 Small Business Subcontracting Plan
- 52.219-16 Liquidated Damages -- Subcontracting Plan (when 52.219-9 applies)

Applicable to Purchase Orders Over \$2,000,000

- 52.215-12 Subcontractor Certified Cost or Pricing Data (unless PO is exempt under FAR 15.403)
- 52.215-13 Subcontractor Certified Cost or Pricing Data – Modifications (unless PO is exempt under FAR 15.403)

Applicable to Purchase Orders Over \$5,500,000

- 52.203-13 Contractor Code of Business Ethics and Conduct

Applicable Only to the Extent Indicated

- 52.203-16 Preventing Personal Conflicts of Interest
- 52.204-2 Security Requirements (if PO involves access to classified information)
- 52.204-9 Personal Identity Verification of Contractor Personnel (if PO involves access to Government facilities or systems)
- 52.204-10 Reporting Executive Compensation and First-Tier Subcontract Awards (if Seller meets reporting thresholds specified in clause, Seller shall report information directly to the Government via Central Contractor Registration (CCR) database; all information posted will be publicly available)
- 52.208-8 Requires Sources for Helium and Helium Usage Data (if PO includes major helium requirement)
- 52.223-3 Hazardous Material Identification and Material Safety Data (if PO requires delivery of hazardous material)
- 52.223-7 Notice of Radioactive Materials (if PO involves radioactive material)
- 52.223-11 Ozone-Depleting Substances and High Global Warming Potential Hydrofluorocarbons (if work under PO was manufactured with or contains ozone-depleting substances)
- 52.224-1 Privacy Act Notification (if PO involves system of records on individuals subject to the Privacy Act)
- 52.224-2 Privacy Act (if PO involves system of records on individuals subject to the Privacy Act)
- 52.225-1 Buy American – Supplies (if the PO involves the acquisition of supplies)
- 52.225-5 Trade Agreements
- 52.227-11* Patent Rights – Ownership by the Contractor
- 52.227-13* Patent Rights – Ownership by the Government
- 52.228-3 Worker's Compensation Insurance (Defense Base Act) (if Defense Base Act applies)
- 52.228-4 Workers' Compensation and War-Hazard Insurance Overseas (if Defense Base Act has been waived)
- 52.228-5 Insurance – Work on a Government Installation (if PO involves work on a Government installation and exceeds \$150,000)
- 52.232-39 Unenforceability of Unauthorized Obligations

- 52.232-40 Providing Accelerated Payments to Small Business Subcontractors (this clause does not apply if Buyer does not receive accelerated payments under its prime contract)
- 52.237-2 Protection of Government Buildings, Equipment and Vegetation
- 52.237-3* Continuity of Services
- 52.245-1 Government Property (if Government Property is furnished or the PO requires acquisition of property)

II. When the supplies or services furnished under this PO are for use in connection with a U.S. Government Department of Defense prime contract or subcontract, the following DFARS provisions, in addition to the FAR provisions above, shall apply as indicated:

Applicable to All Purchase Orders

- 52.203-7002 Requirement to Inform Employees of Whistleblower Rights
- 52.203-7003 Agency Office of the Inspector General
- 52.204-7008 Compliance with Safeguarding Covered Defense Information Controls
- 52.204-7009 Limitations on the Use and Disclosure of Third Party Contractor Reported Cyber Incident Information
- 52.204-7012 Safeguarding Covered Defense Information and Cyber Incident Report
- 52.204-7015 Notice of Authorized Disclosure of Information for Litigation Support
- 52.223-7008 Prohibition of Hexavalent Chromium
- 52.225-7012 Preference for Certain Domestic Commodities
- 52.225-7013 Duty Free Entry (applies if supplies will enter customs territory of the US)
- 52.225-7048 Export Controlled Items
- 52.227-7019 Validation of Asserted Restrictions – Computer Software
- 52.227-7037 Validation of Restrictive Markings on Technical Data
- 52.239-7018 Supply Chain Risk
- 52.244-7000 Subcontracts for Commercial Items
- 52.247-7003 Pass-Through of Motor Carrier Fuel Surcharge Adjustment to the Cost Bearer
- 52.247-7023 Transportation of Supplies by Sea

Applicable to Purchase Orders Over \$150,000

- 52.225-7012 Preference for Certain Domestic Commodities
- 52.225-7050 Disclosure of Ownership or Control by the Government of a Country that is a State Sponsor of Terrorism (N/A when FAR 52.204-7 is included)
- 52.225-7978 Restriction on Acquisition of Certain Magnets and Tungsten.

Applicable to Purchase Orders Over \$500,000

- 52.226-7001 Utilization of Indian Organizations, Indian-Owned Economic Enterprises and Native Hawaiian Small Business Concerns (Buyer shall have no liability for incentive payments unless and until approved and paid by the Government)

Applicable to Purchase Orders Over \$700,000

- 52.219-7003 Small Business Subcontracting Plan (unless seller is a small business)

Applicable Only to the Extent Indicated

- 52.208-7000* Intent to Furnish Precious Metals as Government Furnished Material (if item being purchased under PO contains precious metals)
- 52.211-7000 Acquisition Streamlining
- 52.211-7003 Item Unique Identification and Valuation
- 52.219-7004 Small Business Subcontracting Plan (Test Program)
- 52.222-7000* Restrictions on Employment of Personnel
- 52.223-7001 Hazard Warning Labels (if PO requires submission of hazardous material data sheets)
- 52.223-7002 Safety Precautions for Ammunition and Explosives (if PO involves ammunition, explosives, or propellants)
- 52.223-7003 Change in Place of Performance – Ammunition and Explosives (applies if DFARS 252.223-7002 applies)

- 252.223-7006 Prohibition on Storage, Treatment, and Disposal of Toxic or Hazardous Materials (if the Seller will have access to a DoD installation under the PO)
- 252.223-7007 Safeguarding Sensitive Conventional Arms, Ammunition, and Explosives (if PO involves arms, ammunition, or explosives)
- 252.225-7001 Buy American and Balance of Payment Programs (applies in lieu of FAR 52.225-1)
- 252.225-7002 Qualifying Country Sources as Subcontractors (in contracts including 252.225-7001, 252.225-7021 or 252.225-7036 basic or alternates)
- 252.225-7007 Prohibition on Acquisition of United States Munitions List Items from Communist Chinese Military Companies
- 252.225-7009 Restriction on Acquisition of Certain Articles Containing Specialty Metals (if work contains specialty metals and PO exceeds \$150,000)
- 252.225-7015 Restrictions on Acquisition of Hand or Measuring Tools (applies if PO exceeds \$150,000)
- 252.225-7021 Trade Agreements (applies in lieu of FAR 52.225-5 if work contains other than U.S.-made, qualifying country, or designated country end products and the PO exceeds \$180,000)
- 252.225-7025 Restriction on Acquisition of Forgings (if PO is for forging items or other items that contain forging items)
- 252.225-7030 Restriction on Acquisition of Carbon, Alloy, and Armor Steel Plate (if PO involves acquisition of carbon, alloy, or armor steel plate)
- 252.225-7033 Waiver of United Kingdom Levies (if acquisition exceeds \$1,000,000 from a UK firm)
- 252.225-7036 Buy American—Free Trade Agreements— Balance of Payments Program.
- 252.225-7038 Restriction on Acquisition of Air Circuit Breakers (if PO involves delivery of air circuit breakers for naval vessels)
- 252.225-7040 Contractor Personnel Supporting U.S. Armed Forces Deployed Outside the United States (if seller personnel are supporting U.S Armed Forces deployed outside the U.S.)
- 252.225-7043 Anti-Terrorism/Force Protection Policy for Defense Contractors Outside the United States (if Seller will be performing or traveling outside the U.S. under the PO)
- 252.227-7015* Technical Data – Commercial Items
- 252.235-7002 Animal Welfare (if PO involves research, development, test, evaluation, or training with live vertebrate animals)
- 252.235-7003 Frequency Authorization (if PO requires developing, producing, constructing, testing, or operating a device requiring a frequency authorization)
- 252.235-7004 Protection of Human Subjects (if PO may include research involving human subjects)
- 252.237-7019 Training for Contractor Personnel Interacting with Detainees (if PO may require interaction with detainees)
- 252.239-7000 Protection Against Compromising Emanations (if PO involves information technology that requires protection against compromising emanations)
- 252.239-7016 Telecommunications Security Equipment, Devices, Techniques, and Services (if PO requires securing telecommunications)
- 252.245-7001 Tagging, Labeling, and Marking of Government-Furnished Property
- 252.245-7002 Reporting Loss of Government Property
- 252.245-7003 Contractor Property Management System Administration
- 252.245-7004 Reporting, Reutilization, and Disposal.
- 252.246-7003 Notification of Potential Safety Issues (if required by DFARS 252.246-7003(f))
- 252.246-7007 Contractor Counterfeit Electronic Part Detection and Avoidance Systems (if PO is for electronic parts or assemblies containing electronic parts)
- 252.246-7008 Sources of Electronic Parts
- 252.249-7002 Notification of Anticipated Contract Termination or Reduction

**ATTACHMENT A-2 – FLIR SYSTEMS, INC.
 ADDITIONAL FAR AND DFARS FLOWDOWN PROVISIONS APPLICABLE TO
 FIXED PRICE PURCHASE ORDERS FOR NON-COMMERCIAL ITEMS**

I. The following FAR clauses, in addition to those identified in Attachment A-1, apply as indicated to supplies and services that do not qualify as “commercial items” pursuant to FAR 2.101.

Applicable to All Purchase Orders

- 52.203-5 Covenant Against Contingent Fees
- 52.225-8 Duty Free Entry
- 52.227-14 Rights in Data – General with Alternates II and III
- 52.227-16 Additional Data Requirements
- 52.234-1 Industrial Resources Developed Under Title III, Defense Production Act
- 52.246-2 Inspection of Supplies – Fixed Price
- 52.246-4 Inspection of Services – Fixed Price
- 52.242-13 Bankruptcy

Applicable to Purchase Orders Over \$150,000

- 52.203-7 Anti-Kickback Procedures
- 52.215-2 Audit and Records - Negotiation
- 52.215-14 Integrity of Unit Prices
- 52.227-2 Notice and Assistance Regarding Patent and Copyright Infringement

Applicable to Purchase Orders Over \$2,000,000

- 52.215-12 Subcontractor Certified Cost or Pricing Data (unless PO is exempt under FAR 15.403)
- 52.215-13 Subcontractor Certified Cost or Pricing Data – Modifications (unless PO is exempt under FAR 15.403)

Applicable to Purchase Orders Over \$5,500,000

- 52.203-14 Display of Hotline Poster(s)

Applicable Only to the Extent Indicated

- 52.203-16 Preventing Personal Conflicts of Interest
- 52.213-4 Terms and Conditions - Simplified Acquisitions (Other Than Commercial Items).
- 52.215-10 Price Reduction for Defective Cost or Pricing Data (if certified cost or pricing data are required)
- 52.215-11 Price Reduction for Defective Cost or Pricing Data – Modifications (if certified cost or pricing data are required)
- 52.215-15 Pension Adjustments and Asset Reversions (if PO meets requirements of FAR 15.408(g))
- 52.215-16 Facilities Capital Cost of Money
- 52.215-17 Waiver of Facilities Capital Cost of Money
- 52.215-18 Reversion or Adjustment of Plans for Post-Retirement Benefits (if PO meets requirements of FAR 15.408(j))
- 52.215-19 Notification of Ownership Changes (if PO meets requirements of FAR 15.408(k))
- 52.215-23 Limitation on Pass-Through Charges (if PO exceeds \$150,000 and supports DoD prime contract or subcontract)
- 52.222-4 Contract Work Hours and Safety Standards – Overtime Compensation (if PO exceeds \$150,000 and may require or involve employment of laborers or mechanics)
- 52.225-19 Contractor Personnel in a Designated Operational Area or Supporting a Diplomatic or Consular Mission Outside the United States (if PO meets criteria in FAR 52.225-19(q))
- 52.227-1* Authorization and Consent
- 52.227-3* Patent Indemnity
- 52.227-9 Refund of Royalties (if royalty exceeds \$250)
- 52.227-10 Filing of Patent Applications – Classified Subject Matter (if work or patent application may cover classified matters)
- 52.227-17* Rights in Data – Special Works
- 52.227-18* Rights in Data – Existing Works
- 52.230-2 Cost Accounting Standards (applies to the extent specified in the clause.)
- 52.230-3 Disclosure and Consistency of Cost Accounting Practices (applies to the extent specified in the clause.)
- 52.230-4 Disclosure and Consistency of Cost Accounting – Foreign Concerns (applies to the extent specified in the clause.)
- 52.230-5 Cost Accounting Standards – Educational Institution
- 52.230-6 Administration of Cost Accounting Standards (if FAR 52.230-2, -3, -4, or -5 applies)
- 52.243-6* Change Order Accounting
- 52.247-63 Preference for U.S. Flag Air Carriers
- 52.248-1* Value Engineering (applies if the PO exceeds \$150,000)

II. When the supplies or services furnished under this PO are for use in connection with a U.S. Government Department of Defense prime contract or subcontract, the following DFARS provisions, in addition to the FAR and DFARS provisions identified above and in Attachment A-1, shall apply to supplies and services that do not qualify as “commercial items” pursuant to FAR 2.101.

Applicable to All Purchase Orders

- 252.204-7000 Disclosure of Information
- 252.227-7013 Rights in Technical Data – Noncommercial Items (applies in lieu of FAR 52.227-14)
- 252.227-7014 Rights in Noncommercial Computer Software and Noncommercial Computer Software Documentation (applies in lieu of FAR 52.227-14)
- 252.227-7025 Limitations on the Use or Disclosure of Government-Furnished Information Marked with Restrictive Legends
- 252.227-7026 Deferred Delivery of Technical Data or Computer Software
- 252.227-7027 Deferred Ordering of Technical Data or Computer Software
- 252.227-7028 Technical Data or Computer Software Previously Delivered to the Government
- 252.227-7030 Technical Data – Withholding of Payment
- 252.231-7000 Supplemental Cost Principles
- 252.243-7001 Pricing of Contract Modifications

Applicable to Purchase Orders Over \$150,000

- 252.203-7001 Prohibition on Persons Convicted of Fraud or Other Defense-Contract Related Felonies
- 252.225-7978 Restriction on Acquisition of Certain Magnets and Tungsten.

Applicable to Purchase Orders Over \$1,000,000

- 252.222-7006 Restrictions on the Use of Mandatory Arbitration Agreements

Applicable to Purchase Orders Over \$1,500,000

- 252.211-7000 Acquisition Streamlining

Applicable to Purchase Orders Over \$5,500,000

- 252.203-7004 Display of Fraud Hotline Poster(s) (applies in lieu of FAR 52.203-14)

Applicable Only to the Extent Indicated

- 252.204-7010 Requirement for Contractor to Notify DoD if the Contractor’s Activities Are Subject to Reporting Under the U.S. International Atomic Energy Agency Additional Protocol (if PO is subject to the provisions of the U.S. International Atomic Energy Agency Additional Protocol)
- 252.219-7004 Small Business Subcontracting Plan (Test Program)
- 252.225-7004 Report of Intended Performance Outside the United States and Canada – Submission After Award (if Seller intends to perform, outside the U.S. and Canada, any work that exceeds \$700,000)
- 252.225-7016 Restriction on Acquisition of Ball and Roller Bearings (if work supplied under PO contains ball or roller bearings)
- 252.225-7028 Exclusionary Policies and Practices of Foreign Governments (if PO involves purchase of supplies for international military training or Foreign Military Sales)
- 252.227-7020* Rights in Special Works
- 252.227-7021* Rights in Data – Existing Works
- 252.227-7038* Patent Rights – Ownership by the Contractor (Large Business)
- 252.227-7039* Patents – Reporting of Subject Inventions
- 252.228-7005* Accident Reporting and Investigation Involving Aircraft, Missiles, and Space Launch Vehicles
- 252.234-7002 Earned Value Management System (if PO requires use of Earned Value Management System)
- 252.239-7018 Supply Chain Risk
- 252.249-7002 Notification of Anticipated Contract Termination or Reduction