

**ATTACHMENT A-1
FAR AND DFARS FLOWDOWN PROVISIONS APPLICABLE TO
TIME & MATERIALS 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
- 52.204-24 52.204-24 Representation Regarding Certain Telecommunications and Video Surveillance Services or Equipment
- 52.204-25 Prohibition on Contracting for Certain Telecommunications and Video Surveillance Services or Equipment.
- 52.212-5 Contract Terms and Conditions Required to Implement Statutes or Executive Orders--Commercial Items
- 52.211-5 Material Requirements
- 52.212-4 Contract Terms and Conditions – Commercial Items with Alternate I (if the PO is for commercial items, substitute paragraph s (a), (e), (i), (l), and (m) of this clause, respectively, for the Inspection/Acceptance, Definitions, Payment, Termination for the Governments Convenience and Termination for Cause)
- 52.219-8 Utilization of Small Business Concerns
- 52.222-21 Prohibition of Segregated Facilities
- 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
- 52.232-7 Payments Under Time and Materials and Labor Hour Contracts
- 52.233-3 Protest After Award
- 52.242-15 Stop Work Order
- 52.244-6 Subcontracts for Commercial Items
- 52.247-64 Preference for Privately Owned U.S. Flag Commercial Vessels

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

- 52.203-12 Limitation on Payments to Influence Certain Federal Transactions
- 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 (unless Seller is a small business)
- 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)
- 52.222-20 Contracts for Materials, Supplies, Articles, and Equipment Exceeding \$15,000 (applies to POs covered by the statute)
- 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 (applies to POs of \$191,000 or more)
- 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)	252.223-7003	Change in Place of Performance – Ammunition and Explosives (applies if DFARS 252.223-7002 applies)
52.232-39	Unenforceability of Unauthorized Obligations	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)
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)	252.223-7007	Safeguarding Sensitive Conventional Arms, Ammunition, and Explosives (if PO involves arms, ammunition, or explosives)
52.237-2	Protection of Government Buildings, Equipment and Vegetation (if work is performed at a Government facility)	252.225-7001	Buy American and Balance of Payment Programs (applies in lieu of FAR 52.225-1 if work contains other than domestic components)
52.237-3*	Continuity of Services	252.225-7002	Qualifying Country Sources as Subcontractors (in contracts including 252.225-7001, 252.225-7021 or 252.225-7036 basic or alternates)
52.245-1	Government Property (if PO involves access to Government property or the PO requires acquisition of property)	252.225-7007	Prohibition on Acquisition of United States Munitions List Items from Communist Chinese Military Companies
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.		252.225-7009	Restriction on Acquisition of Certain Articles Containing Specialty Metals (if work contains specialty metals and if PO exceeds \$150,000)
<u>Applicable to All Purchase Orders</u>		252.225-7015	Restrictions on Acquisition of Hand or Measuring Tools (if PO involves delivery of hand or measuring tools and if PO exceeds \$150,000)
252.203-7002	Requirement to Inform Employees of Whistleblower Rights	252.225-7019	Restriction on Acquisition of Anchor and Mooring Chain (if PO is for items containing welded shipboard anchor or mooring chain four inches or less in diameter)
252.204-7008	Compliance with Safeguarding Covered Defense Information Controls	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 PO is equal to or exceeds \$180,000)
252.204-7009	Limitations on the Use and Disclosure of Third Party Contractor Reported Cyber Incident Information	252.225-7025	Restriction on Acquisition of Forgings (if PO is for forging items or other items that contain forging items)
252.204-7012	Safeguarding Covered Defense Information and Cyber Incident Report	252.225-7030	Restriction on Acquisition of Carbon, Alloy, and Armor Steel Plate (if PO involves acquisition of carbon, alloy, or armor steel plate)
252.204-7015	Notice of Authorized Disclosure of Information for Litigation Support	252.225-7033	Waiver of United Kingdom Levies (if Seller is a UK firm and PO exceeds \$1,000,000)
252.223-7008	Prohibition of Hexavalent Chromium	252.225-7036	Buy American—Free Trade Agreements— Balance of Payments Program.
252.225-7012	Preference for Certain Domestic Commodities	252.225-7038	Restriction on Acquisition of Air Circuit Breakers (if PO involves delivery of air circuit breakers for naval vessels)
252.225-7013	Duty Free Entry	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.)
252.225-7048	Export Controlled Items	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)
252.227-7019	Validation of Asserted Restrictions – Computer Software	252.227-7015*	Technical Data – Commercial Items
252.227-7037	Validation of Restrictive Markings on Technical Data	252.235-7002	Animal Welfare (if PO involves research, development, test, evaluation, or training with live vertebrate animals)
252.239-7018	Supply Chain Risk	252.235-7003	Frequency Authorization (if PO requires developing, producing, constructing, testing, or operating a device requiring a frequency authorization)
252.244-7000	Subcontracts for Commercial Items	252.235-7004	Protection of Human Subjects (if PO may include research involving human subjects)
252.247-7023	Transportation of Supplies by Sea	252.237-7019	Training for Contractor Personnel Interacting with Detainees (if PO may require interaction with detainees)
<u>Applicable to Purchase Orders Over \$150,000</u>		252.239-7000	Protection Against Compromising Emanations (if PO involves information technology that requires protection against compromising emanations)
252.225-7012	Preference for Certain Domestic Commodities	252.239-7016	Telecommunications Security Equipment, Devices, Techniques, and Services (if PO requires securing telecommunications)
252.225-7050	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)	252.245-7001	Tagging, Labeling, and Marking of Government-Furnished Property
252.225-7978	Restriction on Acquisition of Certain Magnets and Tungsten.	252.245-7002	Reporting Loss of Government Property
<u>Applicable to Purchase Orders Over \$500,000</u>		252.245-7003	Contractor Property Management System Administration
252.226-7001	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)	252.245-7004	Reporting, Reutilization, and Disposal.
<u>Applicable to Purchase Orders Over \$700,000</u>			
252.219-7003	Small Business Subcontracting Plan (unless seller is a small business)		
<u>Applicable to Purchase Orders Over \$5,500,000</u>			
252.203-7003	Agency Office of the Inspector General		
<u>Applicable Only to the Extent Indicated</u>			
252.208-7000*	Intent to Furnish Precious Metals as Government Furnished Material (if item being purchased under PO contains precious metals)		
252.211-7000	Acquisition Streamlining		
252.211-7003	Item Unique Identification and Valuation		
252.219-7004	Small Business Subcontracting Plan (Test Program)		
252.222-7000*	Restrictions on Employment of Personnel		
252.223-7001	Hazard Warning Labels (if PO requires submission of hazardous material data sheets)		
252.223-7002	Safety Precautions for Ammunition and Explosives (if PO involves ammunition, explosives, or propellants)		

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
TIME & MATERIALS 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

- 52.203-3 Gratuities
- 52.203-19 Prohibition on Contracting with Entities that Require Certain Internal Confidentiality Agreements or Statements
- 52.204-23 Prohibition on Contracting for Hardware, Software, and Services Developed or Provided by Kaspersky Lab and Other Covered Entities
- 52.204-24 52.204-24 Representation Regarding Certain Telecommunications and Video Surveillance Services or Equipment
- 52.204-25 Prohibition on Contracting for Certain Telecommunications and Video Surveillance Services or Equipment.
- 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
- 52.216-7 Allowable Cost and Payment
- 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
- 52.242-13 Bankruptcy
- 52.243-3 Changes – Time and Materials or Labor Hours
- 52.246-6 Inspection Time and Material and Labor Hour
- 52.249-6 Termination (Cost Reimbursement) with Alternate V

Applicable to Purchase Orders Over \$3,500

- 52.223-18 Encouraging Contractor Policies to Ban Text Messaging While Driving

Applicable to Purchase Orders Over \$150,000

- 52.203-5 Covenant Against Contingent Fees
- 52.203-6 Restrictions on Subcontractor Sales to the Government
- 52.203-7 Anti-Kickback Procedures
- 52.203-11 Certification and Disclosure Regarding Payments to Influence Certain Federal Transactions
- 52.203-17 Contractor Employee Whistleblower Rights and Requirement to Inform Employees of Whistleblower Rights
- 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 Adjustment 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))
- 52.215-22 Limitation on Pass-Through Charges—Identification of Subcontract Effort
- 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 Act – Overtime Compensation (if PO exceeds \$150,000 and involves 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 Practices for Contracts Awarded to Foreign Concerns (applies to the extent specified in the clause.)
- 52.230-5 Cost Accounting Standards – Educational Institutions
- 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 Carries
- 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)
- 252.227-7016 Rights in Bid or Proposal Information
- 252.227-7025 Limitation 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 Restriction 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
- 252.245-7001 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.
- 252.247-7003 Pass-Through of Motor Carrier Fuel Surcharge Adjustment to the Cost Bearer (if Seller is a motor carrier, broker, or freight forwarder)
- 252.249-7002 Notification of Anticipated Contract Termination or Reduction