

**ATTACHMENT A - FLIR SYSTEMS, INC.
FAR & DFARS FLOWDOWN PROVISIONS – FIRM FIXED PRICE**

When the items furnished under this Purchase Order are for use in connection with a U.S. Government prime contract or subcontract, the following Federal Acquisition Regulations and Defense Federal Acquisition Regulation Supplement clauses (collectively, FAR Clauses), in addition to the Supplier Terms and Conditions, shall apply as required by the terms of the prime contract or by operation of law or regulation, and are hereby incorporated by reference. The effective version of each FAR provision shall be the same version as that which appears in Buyer's prime contract, or higher-tier subcontract under which this Purchase Order is a subcontract. In all clauses listed herein, the terms "Government", "Contracting Officer" and "Contractor" shall be revised to suitably identify the contracting parties herein and effect the proper intent of the provision. "Subcontractor", however, shall mean "Seller's Subcontractor" under this Purchase Order.

I. If the items furnished under this Purchase Order are "commercial items," as that term is defined in FAR 2.101, the following FAR Clauses shall apply:

- 52.203-13 Contractor Code of Business Ethics and Conduct
- 52.203-15 Whistleblower Protections Under the American Recovery and Reinvestment Act of 2009
- 52.219-8 Utilization of Small Business Concerns
- 52.222-26 Equal Opportunity
- 52.222-35 Equal Opportunity for Special Disabled Veterans, Veterans of the Vietnam Era, and Other Eligible Veterans
- 52.222-36 Affirmative Action for Workers with Disabilities
- 52.222-39 Notification of Employee Rights Concerning Payment of Union Dues or Fees
- 52.222-41 Service Contract Act of 1965
- 52.222-50 Combating Trafficking in Persons
- 52.222-51 Exemption from Application of the Service 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
- 52.222-54 Employment Eligibility Verification
- 52.226-6 Promoting Excess Food Donation to Nonprofit Organizations
- 52.247-64 Preference for Privately Owned U.S.-Flag Commercial Vessels
- 252.225-7009 Restriction on Acquisition of Certain Articles Containing Specialty Metals
- 252.236-7013 Requirement for Competition Opportunity for American Steel Producers, Fabricators, and Manufacturers
- 252.237-7019 Training for Contractor Personnel Interacting with Detainees
- 252.246-7003 Notification of Potential Safety Issues
- 252.247-7003 Pass-Through of Motor Carrier Fuel Surcharge Adjustment to the Cost Bearer
- 252.247-7023 Transportation of Supplies by Sea
- 252.247-7024 Notification of Transportation of Supplies by Sea

II. If the items furnished under this Purchase Order are not "commercial items" as that term is defined in FAR 2.101, the foregoing FAR Clauses shall not apply and the following Far Clauses are inserted in lieu thereof:

Applicable to all Purchase Orders:

- 52.203-11 Certification and Disclosure Regarding Payments to Influence Certain Federal Transactions
- 52.203-12 Limitation on Payments to Influence Certain Federal Transactions
- 52.203-15 Whistleblower Protections Under the Recovery and Reinvestment Act of 2009
- 52.204-2 Security Requirements
- 52.204-9 Personal Identity Verification of Contractor Personnel
- 52.208-8 Required Sources for Helium and Helium Usage Data
- 52.222-50 Combating Trafficking in Persons
- 52.223-7 Notice of Radioactive Materials
- 52.224-2 Privacy Act
- 52.225-13 Restrictions on Certain Foreign Purchases
- 52.225-19 Contractor Personnel in a Designated Operational Area or Supporting a Diplomatic or Consular Mission Outside the United States
- 52.227-10 Filing of Patent Applications--Classified Subject Matter
- 52.227-11 Patent Rights--Retention by the Contractor (Short Form)
- 52.227-12 Patent Rights--Retention by the Contractor (Long Form)
- 52.227-13 Patent Rights--Acquisition by the Government
- 52.228-3 Worker's Compensation Insurance (Defense Base Act)
- 52.228-4 Workers Compensation and War-Hazard Insurance Overseas
- 52.229-2 North Carolina State and Local Sales and Use Tax
- 52.232-16 Progress Payments
- 52.234-1 Industrial Resources Developed Under Defense Production Act Title III
- 52.237-7 Indemnification and Medical Liability Insurance
- 52.244-6 Subcontracts for Commercial Items
- 52.247-3 Capability to Perform a Contract for the Relocation of a Federal Office, and Alternate I
- 52.247-64 Preference for Privately Owned U.S. Flag Commercial Vessels

Applicable to all Purchase Orders when Buyer's Prime Contract is for a Firm Fixed-Price:

- 52.214-26 Audit and Records--Sealed Bidding
- 52.214-28 Subcontractor Cost or Pricing Data--Modifications--Sealed Bidding
- 52.227-9 Refund of Royalties
- 52.228-5 Insurance--Work on a Government Installation
- 52.236-13 Accident Prevention

Applicable to all Purchase Orders over \$3,000:

- 52.222-41 Service Contract Act of 1965, as Amended
- 52.222-54 Employment Eligibility Verification

Applicable to all Purchase Orders over \$10,000:

- 52.222-21 Prohibition of Segregated Facilities
- 52.222-22 Previous Contracts and Compliance Reports

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52.222-26 Equal Opportunity
52.222-27 Affirmative Action Compliance Requirements for Construction
52.222-36 Affirmative Action for Workers with Disabilities

Applicable to all Purchase Orders over \$25,000:

52.226-6 Promoting Excess Food Donation to Nonprofit Organizations
52.222-37 Employment Reports on Special Disabled Veterans, Veterans of the Vietnam Era, and Other Eligible Veterans
52.248-3 Value Engineering--Construction

Applicable to all Purchase Orders over \$30,000:

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

Applicable to all Purchase Orders over \$100,000:

52.203-7 Anti-Kickback Procedures
52.222-35 Equal Opportunity for Special Disabled Veterans, Veterans of the Vietnam Era, and Other Eligible Veterans
52.223-14 Toxic Chemical Release Reporting
52.225-8 Duty Free Entry
52.248-1 Value Engineering

Applicable to all Purchase Orders Exceeding the Simplified Acquisition Threshold:

52.203-6 Restrictions on Subcontractor Sales to the Government
52.215-2 Audit and Records--Negotiation
52.215-14 Integrity of Unit Prices
52.215-23 Limitation on Pass-Through Charges
52.222-4 Contract Work Hours and Safety Standards Act--Overtime Compensation
52.222-39 Notification of Employee Rights Concerning Payment of Union Dues or Fees
52.227-1 Authorization and Consent
52.227-2 Notice and Assistance Regarding Patent and Copyright Infringement
52.227-3 Patent Indemnity
52.247-63 Preference for U.S.-Flag Air Carriers

Applicable to all Purchase Orders over \$550,000:

52.219-8 Utilization of Small Business Concerns
52.219-9 Small Business Subcontracting Plan

Applicable to all Purchase Orders over \$650,000:

52.215-10 Price Reduction for Defective Cost or Pricing Data
52.215-11 Price Reduction for Defective Cost or Pricing Data--Modifications
52.215-12 Subcontractor Cost or Pricing Data
52.215-13 Subcontractor Cost or Pricing Data--Modifications
52.215-15 Pension Adjustments and Asset Reversions
52.215-18 Reversion or Adjustment of Plans for Post Retirement Benefits (PRB) Other Than Pensions

52.215-19 Notification of Ownership Changes

Applicable to all Purchase Orders over \$5,000,000:

52.203-13 Contractor Code of Business Ethics

III. When the items furnished under this Purchase Order are for use in connection with a U. S. Government Department of Defense Prime Contract or subcontract, the following DFAR provisions, in addition to the Supplier Terms and Conditions and the FAR provisions, shall apply as required by the terms of the prime contract or by operation of law or regulation. The effective version of each DFARS provision shall be the same version as that which appears in Buyer's prime contract, or higher-tier subcontract under which this Purchase Order is a subcontract.

Applicable to all Purchase Orders:

252.204-7000 Disclosure of Information
252.204-7008 Requirements for Contracts Involving Export-Controlled Items
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 Protocol
252.208-7000 Intent to Furnish Precious Metals as Government Furnished Material
252.211-7003 Item Identification and Valuation
252.215-7004 Excessive Pass-Through Charges
252.222-7000 Restrictions of Employment of Personnel
252.223-7002 Safety Precautions for Ammunition and Explosives
252.223-7006 Prohibition on Storage and Disposal of Toxic and Hazardous Materials
252.223-7007 Safeguarding Sensitive Conventional Arms, Ammunition, and Explosives
252.225-7007 Prohibition on Acquisition of United States Munitions Items from Chinese Military Companies
252.225-7009 Restriction on Acquisition of Certain Articles Containing Specialty Metals
252.225-7013 Duty-Free Entry
252.225-7016 Restriction on Acquisition of Ball and Roller Bearings
252.225-7019 Restriction on Acquisition of Anchor and Mooring Chain
252.225-7021 Trade Agreements
252.225-7025 Restriction on Acquisition of Forgings
252.225-7040 Contractor Personnel Authorized to Accompany U.S. Armed Forces Deployed Outside the United States
252.225-7043 Antiterrorism/Force Protection Policy for Defense Contractors Outside the United States
252.227-7013 Rights in Technical Data--Noncommercial Items
252.227-7014 Rights in Noncommercial Computer Software and Noncommercial Computer Software Documentation
252.227-7016 Rights in Bid or Proposal Information
252.227-7018 Rights in Noncommercial Technical Data and Computer Software--Small Business Innovative Research Program
252.227-7019 Validation of Asserted Restrictions--Computer Software
252.227-7033 Rights in Shop Drawings
252.227-7037 Validation of Restrictive Markings on Technical Data

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252.227-7038	Patent Rights - Ownership by the Contractor (Large Business)
252.228-7005	Accident Reporting and Investigation Involving Aircraft, Missiles and Space Launch Vehicles
252.229-7004	Status of Contractor as a Direct Contractor (Spain)
252.229-7011	Reporting of Foreign Taxes--U.S. Assistance Program
252.235-7002	Animal Welfare
252.235-7003	Frequency Authorization
252.235-7004	Protection of Human Subjects
252.236-7013	Requirement for Competition Opportunity for American Steel Producers, Fabricators, and Manufacturers
252.237-7019	Training for Contractor Personnel Interacting with Detainees
252.239-7016	Telecommunications Security Equipment, Devices, Techniques, and Services
252.244-7000	Subcontracts for Commercial Items and Commercial Components (DoD Contracts)
252.246-7003	Notification of Potential Safety Issues
252.247-7023	Transportation of Supplies by Sea
252.247-7024	Notification of Transportation of Supplies by Sea

Applicable to all Purchase Orders Exceeding the Simplified Acquisition Threshold:

252.203-7001	Prohibition on Persons Convicted of Fraud or other Defense-Contract-Related Felonies
252.243-7002	Requests for Equitable Adjustment

Applicable to all Purchase Orders over \$550,000:

252.219-7003	Small Business Subcontracting Plan (DoD Contracts)
252.225-7006	Quarterly Reporting of Actual Contract Performance Outside the United States
252.226-7001	Utilization of Indian Organizations, Indian-Owned Economic Enterprises, and Native Hawaiian Small Business Concerns
252.249-7002	Notification of Anticipated Program Termination or Reduction

Applicable to all Purchase Orders over \$1,000,000:

252.211-7000	Acquisition Streamlining
252.222-7999	Additional Requirements and Responsibilities Restricting the Use of Mandatory Arbitration Agreements
252.225-7033	Waiver of United Kingdom Levies