/,67 2) 0(0%(56 2) %2$5' 2) 75867((6

$XVWLQ ,QGHSHQGHQW 6FKRRO 'LVWULFW

*HRUJLPR 0 5RGULJXH] -U 'LUHFWRU 'LVWULFW

-XOLH &RZDQ 6HFUHWDU\ 'LVWULFW

(GPXQG 7 *RUGRQ 'LVWULFW

-D\PH 0DWKLDV 'LVWULFW

$QQ 7HLFK 'LVWULFW

$PEHU (OOLV 'LVWULFW

<DVPLQ :DJQHU 'LVWULFW

&LQG\ $QGHUVRQ $W /DUJH 3RVLWLRQ

3DXO &UX] 3K ' 6XSHULQWHQGHQW

1LFROH &RQOH\ -RKQVRQ &KLHI %XVLQHVV 2IILFHU

5(48(67)25 &203(7,7,9(6($/(' 352326$/6 ,16758&7,216 72 2))(5256

&KDSWHU 6XEFKDSWHU ' RI WKH 7H[DV *RYHUQPHQW &

$XVWLQ ,QGHSHQGHQ³W, 6FKRROV TXHVWLRQV IRU D &RQWUDFWRU FRQVWUXFWLRQ RI WKH :RUN GHVFULEHG HQHRYHZLRQVRDQWH3URMHFW´ $,6'LQV ULHQFHHLYHQWSGRSRVDO &RQWUDFWRUV ZLWK H[SHULVXFFHVVIXOO\ FRPSOHWHDQJDSURMHFWLDQG DQ\ VSHFLDOL]HG UHTXLUHPHQWV VHW IRUWK EHORZ

352-(&7

6FRSH RI :RUN 7KH2IVHUORFWHWKG IXUQLVKDWHULDOVDQGOHDTXLSPHQW UHTXLUHG IRU WKH FRQVWUXFWLRQ RI WKH IROORZLQJ LPSURYH

5HSODFHPHQW DW +RXVWRQ (OHPHQWDU\ 6FKRRO

7R EH FRQVWUXFWHG DW WKH IROORZLQJ ORFDWLRQ ³3UF

3RQFLDQD 'U $XVWLQ 7;

1.2. (VWLPDWHG 3UR:$1,3H0,0000%0G JHW

0LQLPXP 4XDOLI%FDWLRQV RI WKH :RU2NHUV WR EH FRQVLGHUHG WKH IROORZLQJ LQIRUPDWLRQ KDYH DHQWLWLEHFRQVLGHUHG FROOHFWLYHO\ WKH 0LQLPXP 4XDOLILFDWLRQV

7H[DV (GXFDWLRQ &RGH † 5&HUWLILFDWLRQ &RQWUDFWRUV SXUSRVHV RIWKH 3URMHFW :RUN RQ WKH 3URM³HFW6LWH ZLOO EH :RUN RQ WKH 3URM³HFW6LWH ZLOO EH &RQGLWLRQV 7KXV Q7&RGH (GXFDWLRQ DSSOLFDEOH HPSOR DQG WKH VHOHFWHG 2IIHURU PXVW6WDWH RQ WKH &RQGLWLRQV ZLWK UHJDUG WR VXFK FRYHUHG HPSOR\HHV

5(48(67)25 &203(7,7,9(6($/(' 3523326$/6

7KLV 5HTXHVW)RU &RPSHWLWLYH6HDOHG 3URSRVDOV &RPSHWLWLYH 6HDO 3URSRVDOV FRQVROVRZLQJ GRFXPHQWV

- $GYHUWLVHPHQW IRU 3URSRVDOV
- ,QVWUXFWLRQV WR 2IIHURUV
- 3URSRVDO)RUP
- $Q\ &RQWUDFW 'RFXPHQWV WKHLV5HTXHVW)RU &RPSHWLWLYH 6HDOHG
- $Q\ DGGHQGD WR WKLV 5HTXHVW)RU &RPSHWLWLYH 6HDOHG
- $WWDFKHG IRUPV DQG
- 3URSRVDO %LG %RQG)RUP

'5$:,1*6 63(&,),&$7,216 &2175$&7 '2&80(176 $1' $''(1'$

7KH ³&RQWUDFW 'RFXPHQWV &RPSHWWKHLVDOHHUG ZLWKRX OLPLWDWLRQ $,6' ¶V &RQGLWLRQV*HQHUDO &RQGLWLRQV´ &RQWUDFW &RQGLWLRQV´ *HQHUDO &RQGLWLRQV &RQWUDFW &RQGLWLRQV´ RI 3UHYDLOLQJ3URJUDP3URYLVLRQV RI 3UHY DLOLQJ3URJUDP3URYLVLRQV 5HTXHVW)RU &RPSHWLWLYH 6HDOHG 3URSRVDOV DV WKH ³&RQW

&RSLHV RI 'UDZLQJV6SHF&RQGWUDFW 'RFXPHQWV DQG $GGHQ
GRFXPHQWV UHODWHG)RU &RPPLSVHWLWXLYHO6HDOHGD3URSRVE OH DV
%OXHSULQW DLQG&KHFRHGDLQ RHFRGLQ RVLWHRIRZ SHU VHW ,I
LV SDLG E\ FKHFN PRKHBD\EXQK WRQ ,QGHSHQGHQW 6FKRO 'L
GHSRVLWUZLOOQGEHG XSRQOOHGVRXUQPRQWQGLQW1RQGWR 0LOOHU %O
WKH ORFDWLRQ6HFWLRQ WHZGLWKQZDOHQGDU DIWHU WR RSHQL
3URSRVDOV 'UDZLQJV 6SHFLILFDWLRQV&RQWUDFW\ 'RFXPHQWV
GRZQORDGHG 0LOOHU D,WZZZ3OSDQURRP PLO7KHULGVDEZRQJV
6SHFLILFDWLRQV DQG $GGHQGDR LDYDQ DEVOHWRXVHZRFO SO

3ULQWHG FRSLHV6HFLILFDWLRQV H&RQWUDFW $GGHQGD LI DQ\
UHTXHVWHG DQG SLFNHG XS DW WKH ZRUN6ZHFWLRQ DW DEQYLQ

0LOOHU ,'6 3ODQURRP
(DVW WK 6WUHHW
$XVWLQ 7H[DV
3KRQH
(PDLO3ODQURRP#PLOOHULGV FRP
)250$7)25 352326$/6

(DFK SURSRVDO3 VXEPLWWHGREU´ DQXPEHURI3ORWHURQWD2LQHWKH IROO

" 7KH FRPSOHWHG 3URSRVDO)RUP LQFOXGLQJWWKRH '2WKHUR
" 7KH 3URSRVDO *XDUDQW\
" 7KH FRPSOHWHG)HORQ\ &RQYLFWLRQ 1RWLFH
" 7KH FRPSOHWHG 6XSHQVLRQ DQG 'HEDUPHQW &HUWLILFDWL

$GGLWLRQDOUHTXLUHG ZLWKRXQV RI 3U%RSRVEHOGOLQR
SURFRQWHDP#DXVWLQIVG RUJ

" 7KH FRPSOHWHG +8%HGWDXLQHLQWWR WKLV SURMHFW

7KH 3URSRVDO LQIRUPDWLRQ PXVW EH W\SHG RQ WKH 3URSRVD

7KH 2IIHURU LQIRUPDWLRQ LQ 6HFWLRQ ' RI WKH 3URSRVDO)RU
3URSRVDO)RUP RU RQ OHWWHU VL]HVKHWV DSHDSXHVHG DIGSUM
PDWHULDOV IQ\QHIRUPDEWRXWQHWKH X2VGHULRW VLKRXOG EH UHIHUHQF
VXEPLWWLQ DODXGHG DV ODEHOHG DWWDFKPHQWV

7KH 3URSRVDO PDQG RWKHUFOXGHG RULQSRWKRXOG EH VWDSOHG RU
WRJHWKHU LQ D ELQGHU VR WKDW WKH DWQGDWQWKHDSGJHOVWDIQRUEHFRHG

0(7+2' 2) 6(/(&7,1* &2175$&725

7KH ELGGHU SURVXEPLWWHG3 +8%)RU7UP +,8WKH ELGGHU SUR
GRHV QRW PHHW RU WKHQHHGRG) DIRWKHQWDUWLRQRE XP5(48,5(' $
0867 EH FRPSOLDQW ZLWK $XVWLQ ,6WR8EHQVRGHUHG UHRXOFDQVI
VHOHFWLRQ

1RW OWDKWDQH WK GD\ DIWHU WKH GDGDWHUHQRZSHLFHG3URR6'RZLOO

7KH $,6' &RQVWUXFWLRQ 0DQDJHPHQW 3URFHGXUDO 0DQXDO SURYLGHV VWDQGDUGV DQG SURFHGXUHV WR DVVLVW VFKRRO GLVWULFWV LQ WKH FRQVWUXFWLRQ UDQNLQJ RII 7UXVWHHV RI HIIHFWLYH 7KHO UG`KE G02DIWHUPU WKDW VXEPLWV WKH 3URSRVDO WKDW RIIHUV WKH EHV

$867,1 ,1'(3(1'(17 6&+22/ ',675,&7

2IIHURUV DUH KHGUHWEK\DQWRS$V,6ILVWURLFDWOOD\ VDGHWXMWVHW FRXUW GH
RSLQLRRQWKH $WWRUQHQHU*DO ZLWK UHVSHHRWSXEOLFVEQRRUXPDWLR

'($'/,1( )25 6,*1,1* &217&7$1' $,6'¶6*+76 ,) '(/$<

7KH WLPHO\ FRPSOHWHRQ IRV WKVLVQ3WLDLJKS$6WRDFRQVKLGHU QHJ
ZLWK WKH VHOHFWHG 2IIHURU IRQWWKHQQRWWKHFW&RQVWUDLQWV
DQG WKH ERQGV LQVXUDQFH6DOHVQG3GBDQHWPXEPLWWHG L
DFFRUGDQFH ZLWK WKH IROOWZLQJ VRGHDXGQQHVV,QURUGHUDV L
WKH VHOHFWHG 2IIHURU PXVW

6LJQ WKH &RQWUDFW QRGODWHUHUHVKHUVHFWHG
EHHQ QRWLILHG WKDW LW LV WKH VXFFHVVIXO 2IIHURU
3URYLGH LWV 6DIHW\ 3URJUDP 0DQXDO3URQGHFWKH 6D
DQG SURYLGH DOO UHTXLUHG ERQGV2ZLHWKRLQ VLGQWV DKW
&RQWUDFW
3URYLGH &HUWLDQFHWEHHRUU,QVXUDQFH RQ WKH 3URM

,I WKH VHOHFWHG WR PHHW RQHG DLOV WR PHHW RQHG OLQHV VK DGGLWL
DOO RWKHU ULJKWV VKDQG $U6'PLHVGLHQWWKDWOOZHG DV$H6'WKH ULJKW WR

7HUPLQDWH LWV QHJRWLDWLRQV ZLWK WKH VHOHFW
QHJRWLDWLRQV ZLWK WKH QH[W UDQNHG 2IIHURU RU
3URFHHG ZLWK WKHVH[HFXWH &RQWUDFW2IZLWRU EXW WUHDW
EH\RQG WKH GD\ GHDGOLQH6SHFLILHG LQ3DUDJUDSK E\
DQG RU HDFK GD\ EHGHOD\HG LQ DZKLFK WKH URHUTXLUHG
GRFXPHQWV KDV QRW EHHQ GXOLQ[HFXWHG WKH2D\ X
&RQWUDFW

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&2168/7$176 $1' 7+(,5 5(63(&7,3/2<((6 2)),&(56(0%(56
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(1(5$/,7<2) 7+( )25(*2,1*$&+ 2))(525 $&.12:/('(67+$7 $',6
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&2175$&7 ,6 $:$5'(' $1' ($&+ 2))(525 :,9(6 $1< &/$,0 ,7 +$6 25 0$
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,1 68&+ (9$/8$7,216

& 2IIHURU KDV QRW UHFHLYHG DQ \ LRQWR RHE DWLRQRQ RWR WRDO
JLYH WKH XQGHUVLJQHG DSWHU UHIHUHQFH WKDHVHFW WR WK

& $OO LQIRUPDWLRQ SURYLGHG LQ UHVSRQVH WR WKLV UHTXHVW LV WR WKH EHVW RI RXU NQRZOHGJH ' EHORZ
LV WR WKH EHVW RI RXU NQRZOHGJH ¶V NQRZOHGJH DQG EHOLHI IXUWKHU

& 2))(525 :$,9(6 $1< &/$,0 6725 0< +$9($*$,167 7+(,5 &
&2168/7,1* (1*,1((56 25 $771(<6 &2168/7$176 $1' 7+(,5 (
(03/2<((6 2)),&(56 0(0%(56 &7,256 $1' 3$571(56 $1' $,'6
(03/2<((6 2)),&(56 $*(176 35(6(17$7,9(6 $1' 7+(0(0%(56 2
$,6'¶6 *29(51,1* 2'< &211(&7(' 7+ 25 $5,6,1* 87 2) 7+,6 $*5((0(17
)25 &203(7,7,9(6($/(' 352326$/6 ,1&/8',1* 7+($'0,66,21 2) 7+(5(48(67)25 &203(7,7,9(6($/(' 352326$/ (9$/8$7,21 $1' 7+(6(/(&7,21 2) 7+(2)5(5268%0,66,21 2)

' 2IIHURU ,QIRUPDWLRQ

$OO RI WKH IROORZLQJ LQIRUPDWLRQ PXVW EH SURYLGHG E\ 2IIHUR
DGGLWLRQDO VKHHWV DUH XVHG FOHDUO\ ZLWKLQ WKH DSSURSULDWH VHFWLRQ
5HVSRQVHV PXVW EH HQWHUHG RQWR S,QLQHWZLEH OHQHUJ\ SURMHFWV
LV DOVR VRPHWLPHV VWHUHRW\SHG WKDW LERHOO RFZUDWKMKHFRRSDQL]

' *HQHUDO ,QIRUPDWLRQ

' 1DPH RI 2IIHURU BBBBBBBBBBBBBBBBBBBBBBBBBBBBBB

' 1DPH RI 3URMHFW BBBBBBBBBBBBBBBBBBBBBBBBBBBBBB
BBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBB

' $GGUHVV RI RIIHUHU2IIHURUR ZKLOO FRQGXW WKH :RU
BBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBB

' 2IIHURU&RQWDFW 3HU:RRQ IRU WKLV
1DPH BBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBB
$GGUHVV BBBBBBBBBBBBBBBBBBBBBBBBBBBBBB 3KRQ

' 2IIHURUEXVLQHVV 2IILFH $GGUHVV
BBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBB

' 'RHVDQ\ UHODWLRQVKLSWZHHQ WKHIFHUSUHVHQWDWLYH
HPSOR\HHV DQG DQ\ RI $,6'¶V RIILFHUV 1RU 7UXVWHHV"
,I \HV SOHDVH H[SODLQB BBBBBBBBBBBBBBBBBBBBBBBBBBBBBB

' 3UHFLSDO %XVLQHVV
*HQHUDO &RQVWUXFWLRQ (OHFWULFDO 3OXPELQJ
5RRILQJ ,QWHULRU)LQLVK RXW
2WKHU 3OHDVH VSHFLI\ BBBBBBBBBBBBBBBBBBBBBBBBBB

' /LFHQVLQJ &HUWLILFDWH &RQWUDFWRUV
/LVW WUDGH FDWHJRULHV LQ ZKLFKO\RXXHGRWJRQ]EWVRQHLVW
$XVWLQ 7H[DV DQGLQGLYLGXDOSDUWLFLSDWLQJ DV

,I D 7HFKQRORJ\ )LUP\$UHDUHSHHEDXDWRUV\FWRQW SOHDSURYLG
RI HDFK PDQXIDFWXUHUZRUWKDZKLFFWLRQULWLDLXHGKRUL]HG
VXSSO\ VHUYLFH UDSGRLQXFWDO6WKFLW OHWWHUV DQG F
PDQXIDFWXUHUV RQ PHWQWHUFKHXGHUVURUJDQWLRQ DX
VXSSO\ VHUYLFH DQG LQVWDOO WRYLGHSEROXHWRIDQG
FHUWLILFDWLRQSHEVURQKHOYDLQLYRXWHG LQ WKH 3URMHF

'

BBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBBB

' 2UJDQL]DWLRQ

' +RZ PDQ\ \HDUVRUDDVQ\LR]XWLRQ EHHQ $864` @P Nû·—7C\ G7C@

B B B

' 6WDWH ZKHWKHU PDQ\ OLVWHG SHUVRQV DUH SHUPDQHQWO\ GLVDEOHG IURP SDUWLFLSDWLQJ DW SHWLW LQ EDQNUXSWF\ IRU GHEWRUV UHFHLYLQJ GLVDELOLW\ RU RWKHU EHQHILWV GXH WR D SK\VLFDO RU PHQWDO LQYROXQWDU\ SHWLWLRQ DJDLQVW 2IIHURU

' 6DIHW\ 5HFRUG

' 3OHDVH SURYLGH WKH IROORZLQJ LQIRUPð LLQ LQ LQ

FDUULHU V FRPSDQ\ QDPH RU LQVXUDQFH DJHQW
OHJLEOH RQ GRFXPHQWV SURYLGHG

” ([SHULHQFH PRGLILHU PXVW FOHDUO\ LQGLFDWH

” +DQG ZULWWHQ H[SHULHQFH PRGLDQ DQ+0pP`€iS

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B B B

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7DEOH ' ± 3HUVRQQHO

.H\ ,QGLYLGXDOV	1XPEHU RI &RPPLWPHQW \HDUV ZLWK &RPSDQ\	&RPPLWPHQW GXUDWLRQ RI WKH 3URMHFW <HV RU 1R EV wp
		BB B B B
		BB B B B

127,&(72 3$57,(6

127,&(6 5(48,5(' 72 %(3267('

-RE 6LWH
3RVWLQJV

35(9$,/,1* :$*(5$7(6

GENERAL CONDITIONS OF THE

CONTRACT FOR

CONSTRUCTION

1. Article 1. GENERAL PROVISIONS

'()1,7,216

$ ³$JUHHPHQW´ PHDQV $,6'¶V SURSRVDO IRUP HQWHUHG LQWR E\ &RQVW
&RQWUDFW EHWZHHQ 2ZQHU DQG &RQWUDFWRU $,6'¶V $J
IRU &RQVWUXFWLRQ DQG &RQWUDFW $GPLQLVWUDWLRQ)RUP DQ DJHU DW
$,6' &RQ &05 $,6'¶V 6WDQGDUG 7HUPV DQG &RQGLWL
&RQWUDFWRU $,6' &RQGLWLRQV RI &RQWUDFW ´&RQWUDFW 'RFXPHQWV
UHIHUUHG WR DV JDJ ´'HPDQGV´ RU ´&ODLPV´ VKDOO PHDQ
EHWZHHQ 2ZQHU DQG &RQWUDFWRU)RUP $,6' &RQ
HDFK 7DVN 2UGHU H[HFXWHG WKHUHXQGHU

% ³$,6'´ RU ³2ZQHU´ $UWLFOHV ,QWHUSUHWDWLRQ 6FKRRO 'L
&RXQW\ 7H[DV

& ³$UFKLWHFW (QJLQHHU´ PHDQV WKH SHUVRQ RU RUJDQL]DWLRQ LGHQWLILHG
WKH IXQFWLRQV RI WKH $UFKLWHFW (QJLQHHU DUH GHVFULEHG
VHSDUDWH ZULWWHQ DJUHHPHQW 2ZQHU

' ³&KDQJH 2UGHU´ PHDQV D ZULWWHQ DPHQGPHQW WR
E\ WKH
2ZQHU DQG &RQWUDFWRU DXWKRUL]LQJ D FKDQJH LQ WKH
WH `ÂDq Ð € 0@ KD 5 RQDp 0` @0 ÏH

VHFWLRQV GHWDLOV VFKHGXOHV DQG GLDJUDPV

%% ³6XEVWDQWLDO &RPSOHWLRQ´RI Vi LVQRW GHILQHG LQ WKH DFW RU WKH SDJH WR
DW ZKLFK WKH :RUSRRUWLRQ RI WKH FRQWUDFW KDV EHHQ SHUIRUPHG 2WKHUZLVH WKH
SXUSRVH IRU ZKLFK D FRQWUDFW LV HQWHUHG LQWR ZRXOG EH GHIHDWHG DQG LW FRX
EHHQ REWDLQHG UDWKHU DV ZKHUH D FRQWUDFW RQ SHUIRUPDQFH RU VHOO RU RWKHU
:RUN RU WKH SDUWLFXODU SRUWLRQ WKHUHRI DQG LVVXH WKH HQGRUVHPHQW RI
DVVXPH WKH EXUGHQ DQG REOLJDWLRQV WKHUHRI

&& 7KH ³:RUN´ DQG WKH FRQWUDFW RQ DQG VKHHW PXVLF HQWLWOHG RQ
UHTXLUHG E\ WKH &RZKHUG 'RFXPHQW RI SURFHHGLQJV DQG LQFOXGHV DOO
WKH &RQWUDFW RQ WKH RLO ¶V OHDVHKROG HQGRUVHG RQ DQG
HTXLSPHQW DQG GHVFULSWLRQV ESHUIRUPHG VXEVXEFR
VXEFRQWUDFWRUV PDWHULDO VXSSOLHG RQ WKH FRQWUDFW
LV UHVSRQVLEOH XQGHU RU SXUVXDQW WR WKH WHUPV
ZKROH RU SDUW RI WKH 3URMHFW

$Q\ WHUPV XVHG EXW QRW GHILQHG KHUHLQ RU LQ ZKDHUHQGW H[SU
KHUHLQ RU LQ FWK HRXPKHQW&RQWUDFWV RWHUZDLVH KHGEILQH W K
PHDQLQJ LQIWUKDEHRQWQWRZKLFK WKH\ WKHG VK
PHDQLQJV QRUPDOLQDWKHLERQGVWRU XFKWHLRQ LQGXV
WKRVH WHUPV DUHRYGHGQD$XGVWXQGRIHD[WRQUZKHUWH
WKH :RUN LV SHUIRUPHG

&255(/$7,21 $1' ,17(17

$ 7KH LQWHQW RRFXKHQ&RQWUDFWV IRU WK
SURSHU H[HFXWLRQWKHG:RUEN\HWKLR&RQWUDFWRU
'RFXPHQWV DUH FRPSOHPHQWDU\ DQGGUZKDW LV UH
'RFXPHQW VKDOO LHUEHTXELUHGLQGLRWKH2PLVVLRQV
'UDZLQJV RU 6SHFLILFDWLRQV RU RWQ ZKGHKWDUEV
HYLGHQW\ QHFHVVDULQWHQWDRIUWRSHFLDOZLRQQV
ZKLFK DUH FXVWRPDULOOSHUHRUPHOLHUYHP WKH &RQ
SHUIRUPLQJ VXFK RPLWWHG RU PLWGWKHFULEHG GGEE
SHUIRUPHG DV LFWXOO\HDQGRUWKUBHQGUDZLQJVEDGG
6SHFLILFDWLRQV QRWNKHQ&RQWUDFWRUDHQWV Z
UHTXLUHG XQOHVV LW LVUHDQVRQDEOHDEWRWKHHLWM
EHLQJ QHFHVVDU\ QGRHSGUBXHWWRKQ,QQWKHRY KQW
TXHVWLRQV RU FRQWKHH'UDZLQJVRGRGJMFKLHLFDWLRQ
FRPSOHWHQHVV DGHTXDF\ RU FRQGVRFUXPHQDEVLORUW
&RQWUDFWRU EHOVLEHQHVUWRDWRUDWKEHRQWKLHVGHQJ
GRFXPHQWV &RQWZZDEWRUDQGD$QFKDWWHRQQDJLQHH
SRVVLEOH DQGUHKDFDWLRQXRHVWDGEROWLRQDO LQIR
$UFKLWHFW (QJLQHHU

:RUN LQ DUHDV SURKLELWHG E\ 2ZQHU OR W SHU
PDWHULDOV RU HTXLSPHQW WR EH SODFHG RU VWRU
ZLWKLQ SXEOLF ULJKWV

WR GR VR RU LV RWKHUZLVH FRQJOHDQVHZHQWVDSS
ULJKWV RI ZD\ &RQWUDFWRU DVSDOLDFXEHPQDJH
HVWDEOLVKHG E\ ODZ RU WKH GRFKWHQZD\FUHDW

2 7KH &RQWUDFWRUVKHDOOEHMHHPFSVWRVKDWWQDWWKHGSUWRLJRH
WKH :RUN D FRPSHWHQW (QJOLVK VSHDNLQJ3USRUVRHM

FRPPDQG RUJDQL]DWLRQDO FKDUWGVKDOO EH VXEP
$UFKLWHFW (QJLQHHULQJ &RQVXOWDQWV RU RWKHU SURIHVVLRQDO VHUYLFHV FRPSDWLEOH ZLWK WKH
SHUVRQQHO RU XWLOL]H DQ RUJDQL]DWLRQDO FKDUW WKDW LV QRW
DSSURYHG E\ 2ZQHU DQG GHSDUWPHQW KHDGV DQG RWKHU
RUJDQL]DWLRQDO WKUHVKROGV DQG SURFHGXUHV DV GHVFULEHG
$UFKLWHFW (QJLQHHU¶V 3URMHFW 0DQXDO DQG WKH
UHSUHVHQWDWLYHV &RQWUDFWRU¶V FRPSHWHQW DQG H[SHULHQFHG
&RQWUDFWRU¶V 3URMHFW 0DQDJHU DQG 6XSHULQWHQGHQW
&RQWUDFWRU KDV D &RQWUDFWRU¶V UHVSRQVLELOLW\ WR SURYLGH
:RUN ZLWKRXW ZULWWHQ 2ZQHU DXWKRUL]DWLRQ DV
WKH SURSRVHG UHSODFHPHQW RU DGGLWLRQDO
RU

WR DQ\ DGGLWLRQDO WLPH RU PDWHULDOV SHUWDLQLQJ W LW V
UHDVRQDEO\ QRWLFHG VXUIDFH WR H[DPLQH DQG WHVW
&RQWUDFWRU KDV SHUIRUPHG 3UHOLPLQDU&RQVWUXFWLRQ
0DQDJHU DW 5LVN ,I &RQWUDFWRU¶V WLPH RI
DSSURYHG E\ 2ZQHU WKH &RQWUDFW7LPH DQG RU
HTXLWDEO\ DGMXVWHG E\ &KDQJH 2UGHU

' $Q\ SURYLVLRQ LQFXUUHG RQ &RQWUDFWRU DFKWKRVQDQGLQJQR
QRWKLQJ LQ 6HFWLRQV % DQG &UHGLWHG XFH
&RQWUDFWRU¶V REOLJDWLRQV DQG ZDUUDQ
6HFWLRQ $ DQG WKH $JUHHPHQW

',))(5,1* 6,7(&21',7,216

$ 7KH &RQWUDFWRU VKDOO SURPSWO\ GLVDQG EHGRQH
WKH
2ZQHU LQ
ZULWLQJ RI

6XEVXUIDFH RU FRQGLWLRQV WKDW GLIIHU 9 :RUN VLW
PDWHULDOO\ IURP WKRVH UHSUHVHQWHG LQ WKH& RQWUDFW 'RFXPHQ

8QNQRZQ SK\VLFDO FRQGLWLRQV DW WKH :RUN
GLIIHULQJ PDWHULDOO\ IURP WKRVH RUGLQDULO\ IRXQG WR H
EH HQFRXQWHUHG RU JHQHUDOO\ UHFRJQL]HG
ZRUN RI WKH FKDUDFWHU SURYLGHG IRU LQ WK

1RWLFH PXVW EH VLYHQ DV 2SZQHU HUHDIWHU OLXW LQ
GD\V DIWHU &RQWUDFWRU EHFRPHV DZDUH RI WKH FRQGLWLRQ

% 7KH 2ZQHU DQG RU WKH $UFKLWHFW LQ WKHU VKD
FRQGLWLRQV DQG LI WKH 2ZQHU UHQGHUV \WKRVH GLVIU
DQG FDXVHUHDVH LQ WKHFRQWUDFW¶V LPRVW R
UHTXLUHG IRU SHUIRUPDQFH RI DQ\ SDUW WKH
HTXLWDEOH DGMXVWPHQW WKH &RQWUDFW VKDOO E
&KDQJH 2UGHU DFFRUGLQJO\

& 1R FODLP RI &RQWUDFWRU WKLV 6HFWLRQ VK
WKH
&RQWUDFWRU VKDOO KDYH JLYHQ 2ZQHU DQG
DERYH

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$ 7KH &RQWUDFWRU DFNQRZOHGJHV HD[SHULHQFH LQ VRIWZDUH GHYHORSPHQW DQG KDV VXFFHVVIXOO\ LQ
UHVSRQVLEOH IRU REWDLQLQJ DPELWXRXV HQGXVHUV OLI
FRPSO\LQJ ZLWK DQ\ DSSOLFDEOH)HGHUDO FRQGXFW
UHJXODWLRQV ZKLFK SURVHFXWRUV KDYH

% 7KH &RQWUDFWRU ZLOO KDQGOH FJRLPSHOQ RWLFHV UHTXLUH
UXOHV UHJXODWLRQV RI QSGXEOLF FXDXWKRULWLHV DS
SHUIRUPDQFH RI WKH :RUN

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$ 7KH &RQWUDFWRU VKDOO IRE EWVDLQJ DQLGQ JDFHQWV FRQ
UHTXLUHG WR SHQUGRWR WKH:RUN DOONURDOWLHV DQG C
FRQQHFWLRQ ZLWK WKH :RUN SHUIRUPHG XQGHU W

% 7KH &RQWUDFWRU VZLOO FGHDLHQVGRRXQLQHUOLQHFMPXHQW
SURSHUW\ UIJKWVU EDWDHQKWRULJKHQGVHLQGHPQLH\
2ZQHU WKH $UFKLWHW UQHJSHHWELEHQGRIWLFWWKLVH
JRYHUQLQJ ERG\ DHJHQWVVDLQGWHDSDQGLHQSEHQVW\
LQFOXGLQJ DWWRUQH\V¶ HHHG LIRIWLQJHPHQW RU
WKH SHUIRUPDQFHRRI RWKHRRQWKHUDO E\ RU IRU
DFFRXQW RI 2ZQHUQRVKHGSSRUHFRQXVRUXHGLXRQG:HRU
WKH &RQVWUXFWLRQRERDLDWQVWRUHQRVWDRHQLQRDGHLWL
LQGHPQLILFDWLRQGHRE\JDWKHRQVWDUGRGFXPHQV
VXUYLYH WHUPLQDWLRQ FRPPHQFHPHQW &RQWUDF
XQGHU WKH &RQWRDEFXUDLQWRSUHYRQWR VXFK WHUP
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$ 7KH &RQWUDFWRU SURPSWO\ DIKVHSUHEDQGH DZDUG
VXEPLW IRU WKH 2ZQHU¶V DQG $UFKLWHW (QJLQH
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E\ 2ZQHU DQG VKDLOWLFHPSO3RDWWKKHH&UKRG ³&30´ RI
GHYHORS WKH QHWZRUN ORJLF GLDJUDQRVWRRPSUX
VFKHGXOH VXSSRUWHGQJ7KDW&RQWUDFWXRU VKDOO X

SURFHGXUH IRU QJHTX2HUVGWLQJDP&KDR[HGQHOR RU I
IRUWK LQ WKH &RQSFEHSW DRFXPRHQDKEXQVWXSGD
RU UHYLVLRQ GRHVDSQRYLQGLFDWHWKHZQHQJRLQHU
WKH &RQWUDFWRU¶V SURSRVHG VHTXHQFHV DQG G
&RQVWUXFWLRQ 6FKHGXOH XSGDWHRQ GRYLVQRQ
FRQVWLWXWH WKH 2ZQHU¶V FRQVHQW WR D ODWH

ZDLYH HLWKHU WKH SR&RQVLEUDEWRUV WLPHO\ FRPSO
2ZQHU¶V ULJKWV WKH &RQWUDFWRU¶V GR

) 7KH &RQWUDFWRU GVKDOO SXUHSDWQHWFWIRQJWKHHU¶FK
DSSURYDO D VHSDUDWH VFKHGXOH RI VXEPLWWDO
&RQWUDFWRU¶V &RQVWUXFWLRQ 6EKHGXOHQGQRUD
2ZQHU UHDVRQDEOH WLPH WR UHYLHZ WKHVH
HVWDEOLVKLQJ WKH VFKHGXOH RU DQ XSGDWH
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%RDUG DSSURYDO WR UHJXODUO\ VFKHGXOHG
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$ &RQWUDFWRU ZPDDUWHQLWDOWKDQGGDDEWKLSU&RQGHU VKDOO EH LQVWHGDQGRGHUZRULNPDQOLNH F DFFRUGDQFH ZLWK WKH &RQWUDFWGHRFXWQDWVG DC GHILFLHQFLHV

% 8QOHVV RWKHUZLVH VSHFLILFDHTX\LSUHQWGHGDWQHW DQG DUWLFOHV LQFRUSRUDWHG LKDWKEHRQHZFRQH RI WKH PRVW VXWKHDESXUSJRVHG HQWHEVGHG VK7DKOHO&R IXUQLVK WR WKH $UFKLWHFW (QJLQHHUDQRXUDLFWVX WKH PRGHO QXPEHUL\DQG HDWKEUDQGHQWRQJPDWKLRQ SHUIRUPDQFH FDSDFLUDWLQDJWRXUWKHHKPDQLFDQGH RWKHU HTXLSPHQWWKHPSORDQWKHP &RQWUDFWRU :KHQ UHTXLUHG E\ZKHQ &RQWUDFWRU E\ WKH 2ZQHU FWRU FRQWHPSODWHV EDWDF € Q€PH@0ÐZU € K PC` P @ p X € @

) 8QOHVV RWKHUZLVH SURYLGHG LQ WKH &RQWUDFW

& 7KH $V %XLOW 'VUHDRZZLQVJXMIVLFKDHQQW GHRWQLORWWKHURQY
SHUWLQHQW LQIRUPDWLRQ WKH IROORZLQJ

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& $OO ZDUUDQWLHV UHTXLUHG E\ WKH &RQWUDFW RU E\ UDZ 'R
PDWHULDOV DQG VKDOO EH VLJQHG XS E\ WKH &RQWUDFWRU DQG WKH
FDVH PD\ EH DQG FRXQWHUVLJQHG E\ WKH $UFKLWHFW (QJLQHHU RU
GHOLYHUHG WR WKH $UFKLWHFW (QJLQHHU RU RWKHU SHUVRQ WKH
VXEPLVVLRQ RI &RQWUDFWRU¶V)LQDO DQG WKH WHUPLQDWLRQ RI
ILQDO FRPSOHWLRQ RI WKH :RUN WKH &RQWUDFWRU VKDOO SURPSWO
DQG DOO PDQXIDFWXUHU¶V ZDUUDQWLHV DQG JXDUDQWHHV LQ
:RUN DQG IXUWKHU HYLGHQFH RI VXFK SURSHUW\ DV
DQ\ DQG DOO XQXVHG VP¶DZDUGHG WLHV

' ,Q DGGLWLRQ WR SXUVXHQFH RUGHUV &RQWUDFWRU VKDOO
RWKHU ZDUUDQWLHV UHIHUUHG WR &RQWUDFW DQG DQ\ SURGXFW
ZKHUH ZDUUDQWLHV VPXVW UHPDLQ LQ HIIHFW IRU

(7KH &RQWUDFWRU UHSUHVHQWV HZDUWKDQWVWDQG IR
DXWKRUL]HG DQG TXDOLILHG WR DHQWHU LQWR
RI WKH :RUN LV UHTXLUHG E&RQWUDFWRU VH'UHFWO\ RU
E\ SHUVRQV ZLWK VSHFLDO RU VXSHUYLVLQJ
TXDOLILFDWLRQV GWRKH VXEFRQWUDFWRU RU
:RUN VKDOO EH DQG VKDOO UHPDLQ IXOO\ OLFHQ
SHUIRUP :RUN WKURXJKRXW &RQWUDFW DQG
HYLGHQFH RI WKH VDPH WR WKH 2ZQHU XSRQ UHTX

) 7KH SURYLVLRQV RI WKLV DUWLFOH DUH LQ
KRZVRHYHU FDXVHG DQG QR SDUWLDO SD\PHQW
LVVXDQFH RI DXFHUWLILFDWH &RPSOHWLRQ
FRPSOHWLRQ QRU DFFHSWDQFH E\ WKH &RXQFLO
ZDLYH RU UHOHDVH DQ\ RI WKH ULJKWV RU
RI GHIHFWLYH :RUN RU VRQRQ:ZKHUHSHUW DQG
'RFXPHQWV

* ,Q WKH HYHQW LWHPV RQ WKH SXEOLF KROLVWV DV GH
6XEVWDQWLDO &RPPSOHWLRQ ZLWKLQ WKH SHULRG
$UFKLWHFW (QJLQHHU LQ WKH &HUWLILFDWH RI 6X
6HFWLRQ $ KHUHRI WKH ZDUUDQW RQ WKH RDVWHL
ILQDO DFFHSWDQFH SROLF\ WKH RQ EH WKURXJH LWHPV WR
VDWLVIDFWLRQ RHH$UFKLWHFW(QJLQHHU LQ ZKLFK HYHU LV OD

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$ 7R WKH IXOOHVW H[WHQW SHUPLWWHG DEJUDWHSVOLRD
LQGHPQLI\ GHIHQG 2ZQHKROGWK DRUFHFHUV WUXVWH
HPSOR\HHV DQG UHSUHVHQWDWLYHV DJDLQVW DQG HR WV

DQ\ VXEFRQWUDFWRUHUIRRUUPRQWJKHVUHSRQVLEHRQDBOI ZRUDNQ
RI WKHP LQFOXGLQJ D GHIDXOW E\ &

$ 6KRXOG WKH &RQWUDFWRU WKHDXSUHRSHDQWV RU WKSHU R
2ZQHU RU WKH ZRUNRQWDQ\FWRSDWRWKH 2ZQHU R
DQ\ WKLUG SDUW\

&RQWUDFWRU VKDOO QRW SRVW RU HQ GXW KZHUH2ZQHU VHSDUD
WKLUG SDUW\ PDNHDFWLFHPHOD\EUHDSWKRRGVDPDJHG

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$ 7KH 2ZQHU PD\ UHIXVH WR DFFHSW VXEVWLWXWLRQ
ZHUH QRW UHTXHVWHGDFWRUE\DQGHD&RQWUDFWRU\HWGKE\ 2ZQHU
6ROLFLWDWLRQ 3URFHVV

% 2ZQHU PD\ LQ LWV GLVFUHWLRQ PDJWHHLWRVDRFHS
HTXLSPHQW DIWHU WHKHQ&RQWUDFWRUK JRRG FDXVH
&RQWUDFWRU PDNHV VXEVWLWXWLRQ V RZLHWKXWSHUPLWWHG
ZULWWHQ FRQVHQWDRIX2ZQHUDQGRUDQGHU WKH
$UFKLWHFW (QJLQHHUZLQGK DQ&RQWUDFWRU $ UH
VXEVWLWXWLRQUHVXOWVLQDQLQFUHDVHLQWKH&RQWUDFW WK

+DV LQYHVWLJDWHGSURGXFWSURSRVHGWHUPLQHG
VXSHULRU LQ DOO UHVSHFWV WR WKH VSHFLIL

6KDOO SURYLGHQWDWLFDXKEZHDU RU WKH VSH
SURGXFW RU DQ\LHUHGGUEDQZRQHURDV D
DSSURYDO RI WKH VXEVWLWXWLRQ

6KDOO FRRUGRQDWHG LQDVWHDFKODQWZHKVLFKPRWKHU
EH UHTXLUHG DW QR FRVW WR 2ZQHU

:DLYHV FODLPV IRU DGGLWLRQDO\FRVWV RU W
VXEVHTXHQWO\ EHFRPH DSSDUHQW

&HUWLILHV WKDW WKH SURSRV\HWGKSHUDRSXFRY HZG
&RQVWUXFWLRQ 6FKHGXOH DQG

6KDOO SD\ IRU HKDQJHVRWWKWKEXDQGLQJ :RUN
FRPSRQHQWV WKHUHRI LQFOXGLQQ DUFKLWHF
GHWDLOLQJ DQG FRQVWUXFWLRQWHRVWV FDXV
UHTXHVWHG VXEVWLWXWLRQ

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&RQWUDFWRU VKDOO DW LWV VROH H[SHQVH
FRPSO\ ZLWK WKHSURYLVLRQV RI DQG7DHQDVSURXYLGHV
&RGH ³7(&¶

† UHJDUGLQJ\FWLHPRQGOLQVWDEQGWLYQXDHQYFLHHZI
LGHQWLILFDWLRQUEHGGHJHSOLRUYLHQDIWRQQQHHWLRQ
WKH :RUN &RQWUDFWRRUSTV\IZLWKDDEQGRRQWKHWWRQVRI
6HFWLRQ VKDGHOIDEXHOWPXQWGHHULDWKH &RQWUDFW

DUH FULPHV LQYROYLQJ RU JWRKQHO WPRLMG HQWKHDI WRWKHUK
GLVWULFW IXQGVLQ SURSHWKDQVFHXQ \HDUV
WKH ZRUNHU ZRXOG FRPPHQFH ZRUN RQ WKH 3URM

WKH FRYHUHG HPSOR\HHV WR P7LHU\ KHEHQHILWV DUH
LQFOXGHG RQ WKH /(VWRRHH&RYHUDJH SURYLGHG SUHG
HPSOR\HHV RI)LUVW 7LHU

SUHYLRXVO\ LVVXHG GLDHWHHFWLZKHHUHXSRQ DVXFKEHP PDUNHG DV ³LQDFWLYH &RQWUDFWRUV´ RQ WKH (PSOR\HHV SUHYLRXVO\ LVVXHG $EVHQWHH 3URYLGHU GRHV QRW JLVVXH D FRSLHV RI WKH 3URYLGHU GRHV QRW EDGJH LV UHYRNHG RU WHUPLQDWHG RU WKH 3UDFWLWLRQHU RWKHUZLVH FHDVHV WR PHHW WKH 3UDFWLWLRQHU´V SHULRGLFDO UHTXLUHPHQWV WKH 3UDFWLWLRQHU´V DFFHVV WR WKH 3UDFWLWLRQHU´V SHULRGLFDO UHTXLUHPHQWV WKH 3UDFWLWLRQHU´V DFFHVV WR WKH

, &RQWUDFWRU DQG $VVRFLDWHV VKDOO EH RQWLWOHG WR WKH SURYLVLRQV RI WKLV 6HFWLRQ RQ WKH (PSOR\HHV RQ WKH SHULRGLFDO EH HPSOR\HG RQ WKH /LVW (PSOR\HHV (DFK QHZ FRYHUHG HPSOR\HH &RQWUDFWRU (PSOR\HHV ZLWK WHKGH DQDOP HWKHJKOLWHKGV RI VXFK DG DGGLWLRQ DV WKH &RQWUDFWRU (PSOR\HHV ZKR LV QRW 3HUPDQHQW 3DUW 7LPH &RQWUDFWRU (PSOR\HHV ZKR LV QRW 3HUPDQHQW 3DUW 7LPH &RQWUDFWRU ³LQDFWLYH´ DQG VWKHUHIRUH RPSOR\PHQW RQ EH QRWHG DQG IRU HDFK FRYHUHG (PSOR\HH WKH DPRXQW RI HDFK &RYHUHG (PSOR\HH´V &RQWUDFWRU DQG IRU HDFK &RYHUHG (PSOR\HH WKH DPRXQW RI &RYHUHG (PSOR\HH´V GDWH RI WHUPLQDWLRQ RU LWV GHHPHG GDWH RI &RYHUHG (PSOR\HH´V GHOLYHU\ DQG GLHOHFWULF FRQVWDQW RI WKH &RYHUHG (PSOR\HH´V 3URMHFW VLWH ZKHWKHU WKH &RQWUDFWRU \HKHDOWK 3URYLGHU DQG PDUN VXFK HPSOR\HHV ³LQDFWLYH´ DQG WR WKH FRQWUDU\ &RQWUDFWRU \HKHDOWK 3URYLGHU DQG PDUN VXFK HPSOR\HHV ³LQDFWLYH´ DQG

- ,I DW DQ\ WLPH SDVW WKH VHRU &RQWUDFWRU 2ZQHU UHFHLYHV XSGDWHG FHUWLFDWHV RU OLQDIORUPDWLRQ WKDW LQFOXGHV PDWHULQJ WKLV 6HFWLRQ GHWHUPLQHG WKDW VXFK HPSOR\HHV VKRXOG EH UHPRYHG IURP WKH &RQWUDFWRU DQG PDUN VXFK HPSOR\HHV ³LQDFWLYH´ DQG WR WKH FRQWUDU\ &RQWUDFWRU \HKHDOWK 3URMHFW VLWH ZLWKLQ WKUHH TXLUHPHQWV LQ 3URMHFW 2ZQHU´V GLVFUHWLRQ WKDW VXFK HPSOR\HHV VKRXOG EH UHPRYHG IURP WKH &RQWUDFWRU DQG PDUN VXFK HPSOR\HHV ³LQDFWLYH´ DQG WR WKH FRQWUDU\ &RQWUDFWRU \HKHDOWK 3URYLGHU DQG PDUN VXFK HPSOR\HHV ³LQDFWLYH´ DQG WR 3URYLGHU DQG PDUN VXFK HPSOR\HHV ³LQDFWLYH´ DQG (PSOR\HHV $OO :RUNHUV RQ WKH &RQWUDFWRU VXEFRQWUDFWRUV VKDOO VWRS ZLWK QR H[WHQVLRQ WKH &RQWUDFW $PRXQW XQWLO 3URMHFW &RPSOHWLRQ 2ZQHU UHVHUYHV WKH ULJKW WR EHQHILFLDO RZQHUVKLS RI DQ\ &RYHUHG (PSOR\HH´V &RQWUDFWRU DQG WKH 3URMHFW VLWH UHPRYH VXFK ZRUNHU IURP WKH 3URMHFW VLWH

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FRQQHFWLRQ ZLWK WKH :RUN &RQVWUXFWLRQ ¶WHUP RU
FRQGLWLRQV RI WKH 6HFWLRQ FRQWUDFW DVH HPSOR\HHV VK

HPSOR\HH L IXOO QDPH LL WKHPHSIOXRO\HHQ¶DVPH RI
HPSOR\HU LI DSSOLFDEOH DQGKHLULLG7HQDVLIGFUDWH
QXPEHU 7KH QRQHFRVYRQHWGKHP/SOVRVPSIO1RQHVRYHU
VKDOO EH JURXSHG WRHFRSOPRQHUHP3HUQLWRUI WKH :RU
VKDOO GHOLYHU WR 2ZQHU RU LWV GHVLJQHH LI

FRQVXOWDQWV PD\ FRQGXFW VSHFLDO LQYHVWLJDWLRQV DQG UHFRPPHQG DSSURSULDWH FRUUHFWLYH DFWLRQV WR GHWHUPLQH FRPSOLDQFH ZLWK WKHVH UXOHV

* &RQWUDFWRU DQG VXEFRQWUDFWRU HPSOR\HHV VKDOO EH FRQVLGHUHG FRYHUHG HPSOR\HHV XQGHU WKH SURYLVLRQV RI WKLV 6HFWLRQ RQFH WKH\ VSHQG WKUHH PRQWKV RU PRUH SHUIRUPLQJ RQ RU LQ VXSSRUW RI WKH JRYHUQPHQW FRQWUDFW 1RQ FRYHUHG (PSOR\HHV (DFK QHZ DQG QRQFRYHUHG HPSOR\HH VKDOO EH DGGHG WR WKH /LVW RI 1RQ

F R Y H U H G (P S O R \ H H V K L Z J L K V O L J K K H G D F K G D G K H L G D R Q H
Q R W H G , Q D G G L W L R Q D V W K H : R U N H U R Q U W K H / L
R I 1 R Q F R Y H U H G (P S O R \ H H V Z K R L V H Q W O R Q O H U E H
P D U N H G D V ³ L Q L W L D O ´ D Q G V X F K \ H Q R K H P
3 U R M H F W V K D O O H F K Q R W O F R Y H G H R U \ H S U H
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$ &RQWUDFWRU KDV VXEPLWWHG RU ZLOO VXEPLW D
&RQWUDFWSRUWRI¶S VROLGGWVUXMEHQGWPUDDWHWURV DOGVHXQSVSOLI\LQ
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'LVFORVXUH 6WDWHPHQW +8% 8WLORLQDWXLFRQR5WHKSHRU
IRUP UHTXLUHG

% 1RWKLQJ FRQWDLQHG LQ WKLV 'RFXPHQW &RQVWLWXWHV RU 6KDOO %H &RQVWUXHG DV D
UHODWLRQ EHWZHHQ 2ZQHU DQG DQ\ 3DUWLFLSDQW WKDW
ZKRP 2ZQHU RU DQ\ DIILOLDWH RI 2ZQHU PXVW FRQWUD

ZLWK WKHP 7KH &RQWUDFWRUV VKDOO EHKDYH RQ WKH FRQVWUXFWLRQ
WKH 2ZQHU LQ UHYLHZLQJ WKHLU FRQVWUXFWLRQ
MRLQW UHYLHZ DQG &RXQWUDEDODQFH WKH FRQ
UHIOHFW VXFK DSSURSULDWH GHGXFWLRQV
7KH FRQVWUXFWLRQ VHTXHQFH RGXOHV
&RQWUDFWRU VHSDUDWH FRQWUDFWRUV DQG W
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&RQWUDFW

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$ 7KH &RQWUDFWRUV 2ZQHU HOHFWV QRW WR
DJHQW DQG RPPL DERUDWLYH SURFHGXUHV
DOOHJHG LQWHUIHUHQFH ZLWK RU GHOD
RU 2ZQHU E\ &RQWUDFWRUV RU
WKLV &RQWUDFW L7KH RQ VXFK GHP
WKH &RQWUDFW UDUH QRW HYLGHQFH
DQG VKDOO EH LQ DGGLWLRQ WR
&RQWUDFW

% 7KH &RQWUDFWRU 2ZQHU DQG SUSUD
RSSRUWXQLW\ IRU UHJXODU
SHUIRUPDQFH RHIVW
DQG RU &RQWUDFWRUV
&RQWUDFW 'RFXPHQWV

& ,I SDUW RI WKH &RQWUDFW
XSRQ FRQVWUXFWLRQ
&RQWUDFWRU SULRU
SURPSWO\ UHSDLU
GHIHFWV LQ VXFK
H[HFXWLRQ DQG
DIWHU LW EHFRPHV
&RQWUDFWRU VR
WKDW WKH 2ZQHU
FRQVWUXFWLRQ
GHIHFWV QRW

' 7KH 2ZQHU VKDOO EH
2ZQHU ZKLFK DUH
WLPHG DFWLYLWLHV

FDXVHG E\ WKH IDXOW RI WKH VHSDUDWH FRQWUDI
&RQWUDFWRU IRU F&RRQWUDFWRU EHKDOI RI WKH GHI
FRQVWUXFWLRQ RI D VHSDUDWH IRXQGDWLRQ JR II U
WKH IDXOW RU EUHDFK RI &RQWUDFWRU RU DQ\ RI
(DFK SDUW\ VKDOO SURPSWO\ QRWLI\ WKH RWKHU
GHOD\ LPSURSHUO\ WLPHG DFWLWLWLHV RU FRQGLWL
FRXOG UHVXOW LQ GHEDEJHW LQR QWKH HYHQW ODWHU

WKDQ ILYH VGWD \EVHEDRWWHQQJIDUZDUHRQRWWUWKFHWSRUWRWEZOFHC
VKDOO EH VXEPLWWHG DV D UHTXHVW IRU D &KDQJ

(7KH &RQWUDFWWRQU\ UKHDPHG\SGHRPSJHQWDUXVFHWGRE\WKH
FRPSOHWHG RU SGDFWQDWOUXFWRPSRQHQWHZRQSHUURSUHU
VHSDUDWH FRQWUDFWRUV DV SURYLGHG LQ WKH &

) 7KH 2ZQHU DQG HRQWUDFWRUDWKHDEVSRKQVYLEHLWKLHWVEH
FXWWLQJ DQG SDUWLEHKLGQJRDVWKHH &RRQWWUDFWRU LQ
'RFXPHQWV ,I VXFK VHSDUDWH FWRKQHWUSEWRHUHLGQLQW
DJDLQVW WKH 2ZQHU RQ DFFRXQW RIDXQHGDPDJKH
&RQWUDFWRU WWKLEI\2ZQHU&RKQDWUDEQRUXZKR VKDO
SURFHHGLQJV DW LWV RZQ H[SHQVHWKHQ2ZKRHOG LKWD
RIILFHUV WUXVWHHV DJHQWVDQG HPEORHHV IUR
DFWLRQ GDPDJHV ORVV OLDELOLWLHV&RQWUDFWRU¶VHDSFHWQVV
RPLVVLRQV RU WRKQHVDFW&RQWUDFWRU¶V HPSOR\HHV
SDUWLHV IRU ZKRPO&RQWUDFWRULVOHJDOO\RUZKRVH&RQWUDFWRU
UHLPEXUVH WKH 2ZQHU¶IRUHDOODQHPWWRWKHE&RQWUDFWRU
2ZQHU KDV LQFXUUHGRVHY SUDLDQGRUHEGRUHWWKHH
7KHVH REOLJDWLRQVWRDDEOLRWKHUQGLHFDQWLRQ RU
REOLJDWLRQV XQGHUPWKWV&RQWUDFWRU RU
FRPSOHWLRQ RI WKH &RQWUDFW

6. Article 6. CHANGES IN THE WORK.

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$ 2ZQHU DQG &RQWUDQ'DFWL RHPZL\WDKWRSXSU RQYRDOLRH WKRH R
6XUHW\ E\ ZULWWHQRHU&RDQJHN2UGKHDQJKWHK&RQWUDF
$PRXQW WKH &RQWUZDFW 7RBHI\RWKHW&KRHQ WUDFW

% ([FHSW IRU D 8QLHO2UGHUDSX&UKDXQEHWRZ6HFWLRQ
&KDQJH 2UGHU LV D ZULWWHQ PRGLKLHF2ZQHRQ DQGW
&RQWUDFWRU VLJQHG&RQWUDFZRQHUDQG WKH $UF
ZKLFK DXWKRUL]HV D FKDQJHWKLQ:RUNH RU DQ DGMXV
&RQWUDFW $PRXQWPRU WRKHN&RQWUBRQWUDQG7HX2UGHUD
LV VXEMHFW WRKDO&RSURYLVLRQV2XHPI2QGHU ZSL&KDQ
EH GHHPHG IXOOVLHJ[QHFW&WEHG2ZQHWUL¶OL&HRQ WUDFWLQ

& $OO FKDQJHV LWQKWKRUVNFRWKHR&RQWUDFWRU$PRUKDQW
7LPH VKDOO EH GRFXPHQWHG E\ D &KDQ2QJHF2UGHUV
DXWKRULW\ WR VLJQQDQGUHUHRQWUEHDOHRWR2ZQH
$UFKLWHFW (QJLQHHU QRU WKH 2ZRUHLW¶V WR REVLHQFW

WKH 2ZQHU WR WKH WHUPV RI D &RQWUDFW 2UGHU ZL
&RQWUDFWLQJ 2IILFHU

7+(&+$1*(25'(5 5(48(67 352&(66

HQWLWOHV WKH &RQWUDFWRU WR GRFXPHQW RXWERXQG HQGRUVHPHQW
3D\ $SSOLFDWLRQV DV LW LV FRPSOHWHG

UHTXHVWHG ZRUWLDQQGRDMXVWKDSSHQZLWKLQ
GD\V DIWHU &RQWUDFWRU UHFHLYHV WKH UHTXH

2ZQHU ZLOO LQLWLDWH SURFHHGLQJV&KDQJHV RQ OO FR
HLWKHU DQ
$JUHHG RU 8QLODWHUDO &KDQJH 2UGHU DV SU

([FHSW IRU D FKDQJH LQ WKH :RUN GDXH WR DQ
SURYLGHG LQ 6HFWLRQ PD\ QRW&RQVWLWXWH D&KDQJH LQ WKH
FKDQJH LQ WKH :RUN2UGHUHG &KDQJH2UGHU RU ,QWHU
$XWKRUL]DWLRQ &RQWUDFWRU EHOLHYHV&KDQJHV WR DQ LQ
&RQWUDFW $PRXQW WKH&RQWUDFWRU [SHFWV&RQVWLWXWH D
FKDQJH LQ WKH :RUN, LQWKH RSLQLRQ RI&KDQJH L]DWLR
&KDQJH 2UGHU HGFHLSW6HFWLRQ YLG\HR DQ (PHU
&RQGLWLRQ

([FHSW DV KHUHLQ SURYLGHG QR2ZQHU VWD
RU WKH $UFKLWHFW(QJLQHHU RU&RQVXOWDQW KDV
&RQWUDFW 7LPH RU &RQWUDFW $PRXQW IRU ZK

& 7KH &RQWUDFWRU&KDQJH2UGHU RU&KDQJH2UGHUV
FLUFXPVWDQFHV 2QDOOSURWLGHG WLKDQ DQG RWKH
&RQWUDFWRU¶V HVWDEOLVKHQWRQWUDFWRU ULJKW
'RFXPHQWV KDYH EHHQ PHW

8QDQWLFLSDWHG SK\VLFDO FRQGLWLRQV DW W
ZKLFK WKH $UFKLGHWV(QJLQHHU DQG RI FKDQJ
H_LP€ HFWQJHKR QRW UHDV HQ-G 6SHFLILFDWLRQV RG LXQLDQWLFL
DW WKH VLWH DV GHVFULEHG LQ 6HFWLRQ

7KH H[LVWHQFH RI HUURUV RPLVVLRQV DQG LI
GRFXPHQWV ZKLFK WKH &RQWUDFWRU FRXOG
EURXJKW WR WK2ZQHU¶V DWWHQWLRQ DW VRPH F KLWHFW (QJLQH
FRUUHFW ZLWKRXW VXEVWDQWLDO LQ WKH HSRVLWHG

8QH[FXVHG 2ZQHU GHOD\V LQ2FFXSDQF\ RU IDLO
WKH $UFKLWHFW (QJLQHHU WR WDNH

ULJKWV RU WR DSSURYH RU GLVDSSURYH WKH &RQWUDFW 'RFXPHQWV
XQGHU WKH WHUPV RI WKH &RQWUDFW 'RFXPHQWV

%$6,6)25 &203(16$7,21)25 &+$1*(6

$ 0HWKRG RI &RPSHQVDWLRQ 7KH FRVW IRU H[WUD
VXEFRQWUDFWRU ZLOO EHDGJHWHGUPOXPSSGVEX\PHLWKDHQ
DJUHHG XQLW

($OORZDEOH 0DUN XSV

8QOHVV RWKHUZLVH H[SUHVVO\ SURYLGHG WKH
DQG VXEFRQWUDFWRUV PHUHO\ SHUIRUP
SURILW IRU

LQFXUUHG SULRU2WWQHUT¶WLHGXWLRQRI WKH
:RUN ,H[WUD :RNEL WKH T2XHQVHU LWOKOHE&RQWU
DOORZHG WR DGG WR &RQWUDFWRU¶V DFWXDO
WR FRYHU &RQWUDFWRU¶V RWHUKHQGERWK DGG
FUHGLWV FRYHULQJ UHODWHG :RUN RU VXEVWI

& 'HOD\ &DXVHG E\ 2ZQHU

,I WKH &RQWUDFWRU\ LWV HPSOR\HHV RU VXEFRQWUDFWRUV IDLOV WR FRPSOHWH WKH ZRUN E\ WKH GDWH VSHFLILHG LQ WKH &RQWUDFW GRFXPHQWV RU KDV EHHQ GHOD\HG IRU UHDVRQV EH\RQG WKH FRQWURO RI WKH 2ZQHU RU

&2175$&725 5(0(',(6)25 '(/$<

$,Q WKH HYHQW GHDOD\V XQFRQWUROODEOH 6HF2WLRQ ZLOO RU
SURYLGH &RQWUDFWRUV DZDUG WKHLU DFWXDO GDPDJHV IRU
EH HTXLWDEOH SURYLGHG WKDW QR GHOD\V FDXVHG E\ RU
XQOHVV 2ZQHU GHWHUPLQHV WR UHVFKHGXOH DGMXVWHG
6HFWLRQ & 7KH 2ZQHU EHOLHYHV UHDVRQDEOH DSSURYDO
LQ $UWLFOH $Q\ VXFK H[WHQVLRQ IRU WKH &RQW
XQH[FXVHG GHOD\V DFNQRZOHGJHG LQ WULSOLFDWH
SHUIRUPLQJ :RUN &KDQJH 'LUHFWLYHV &RQWUDFWRU
&RQWUDFWRU RU DQ\ VXEFRQWUDFWRU

% $Q\ SURYLVLRQ RI WKH &RQWUDFW 'RFXPHQWV WR
H[SUHVVO\ DJUHH RWKHUZLVH WKH &RQWUDFW 7LPH RU
DFFHOHUDWLRQ RU GHWHUPLQDWLRQ RI &RVWV VKDOO EH
UHPHG\ IRU DQ\ GHOD\ XQOHVV WKH DFWXDO PRIWKHOO
2ZQHU ZKLFK DUH YDOLGDWHG WKURXJK &KDQJH
WKHQ RQO\ WR WKH H[WHQW WKDW VXFK &KDQJH
2ZQHU RI VXFK GHOD\HG 6HFWLRQ L
IURP FRUUHFWLRJ DWKH HYHQWV RU &XPHUWH PDMHXUH

& $Q\ SURYLVLRQ LQFXPEHQW RQ RQWUDFWRU DFKWVWKHRQDQGLQJ
HYHQW &RQWUDFWRU GZRRODG EH[WHQGHG LQ WKH &
WKH SURYLVLRQV RI XPHQW&RQWUDEHUWJKDO CL RYWHDW
DZDUGLQJ DGGLWLRQDO WLPH WKRHUXLUHV &RQW
SURYLGHG LQ 6HFWLRQ DOO SDQG&2ZQHUHUWRDEIRU W
DGGLWLRQDO FRVWFWRQFXKDWGREU&RWRWDWHDEHXOWHDEO
DV SURYLGHG E\ &KDQJH 2UGHU

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$ /LTXLGDWHG 'DPDJHV 7LPH LV RIL WKEHHQVHQWLDO
WKDW WKLV 3URMWHLPWE\HFRXPSFONHOWHGQG7KH &RQWUD
DFNQRZOHGJH WKHWGDLIQLFXOWFWRXEDVEHDQJHV IRU
SHUIRUPDQFH D&RQWKUHDUHRUHDWQKGHQZGQDJUXHGVHKD
IRU HDFK DQG HYHU GDQ\WSKRUWRPDLQKHUHRI VKDO
VXEVWDQWLDOOWKEF6RXPESVOWHDQHWDOH&RPSOHWLRQ '
&RQWUDFW 2ZQHGU WR DOOLTXELGDWHGWGLEGDEP DQHWKDHV G
$JUHHPHQW /LTXLGDWHG GDPDJHVDPPDRQEHV ZGLXWHKKH
WR &RQWUDFWRUOHULQIXQHWR ZQSKZHWOOXEHK DP
SD\DEOH WR 2ZQHUVZDWKLQ GHPDQG E\ 2ZQHU

% $FFHOHUDWLRQ RI WKH :RUN ,QGHPQLFDWLRQV WR 2ZQHU XQGHU WHKQHW&RQWUDEWKHUEXPHLQWWKDZ R

HYHQW WKH :RUN KDV EHHQ GHOD\HG GXH WR
RWKHUZLVH GXH RU QRW WDNHQ RXWLWK IV&E FRQWUDFWR
:RUN XQGHU WKLV &RQWUDFW 2ZQHU P

3D\PHQW ZLOO EH[PQWHRLQQLQKHWDPLYH SHUFHQ
YDOXH RI DOO ODERU DQG PDWHULDOV
DQG HTXLSPHQW SURSHUO\ VWRUHG RQ WKH S
ZKLFK WKH 2ZQHU KDV H[SUHVVHG ZULWWHQ D

* 8SRQ UHFHLSW RI HDFK SD\PHQW IURP 2ZQHU &RQ
6HFWLRQ RI WKH 7HUPLQDWLRQ &RQGLWLRQV RI WKH
GXH WR LWV VXEVWDQWLDO QRQSHUIRUPDQFH WKH

SD\PHQW IURP &RQWUDFWRU WR 6XEFRQWUDFWRU DQG SD\PHQWV GXH V
VXEFRQWUDFWRU¶V XLHFVRQWUDFWRU WR WKH QG WKS HOL
GD\ DIWHU WKH GDWH RI VXEFRQWUDFWRU V LQYRLFH RU DSSOLFDWLRQ SD\P
&RQWUDFWRU LQ DFFRUGDQFH ZLWK 6HFWLRQ
RI WKH 7H[DV *RYHUQPHQW &RGH 3WK XQV
7H[DV *RYHUQPHQW &RGH &RQWUDFWRU SD\RUQDQGHUVWK
D SD\PHQW LV RYHUGXH E, SD\HGWLFHWLRQ IRUWKRLQ
WKH 7H[DV *RYHUQPHQW &RGH ,I DW DQ\ WLPH &R
TXHVWLRQV FRQFHUQLQJ WKH SURFHVV&RQWUDFWRU SD
VXFK TXHVWLRQV RFWKHE$H, GL(QHFXWLG&RQWLQXH
0DQDJHPHQW RU KLV KHU GHVLJQHH DW

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$ 7KH $UFKLWHF2WQHUHE\ HZLWKKROSÁHR2UHQ@VDPEQ

IDLOXUH WR SURYLGH DQ\ VXEPLVVLRQV WR WKH GR
&RQWUDFW 'RFXPHQWV LQFOXGLQJ DQ\ FKDQJH RUGHUV SDWH
&RQWUDFWRU¶V &RQVWUXFWLRQ 6FKHGXOH FX
DQG 'LVFORVXUH 6WDWHPHQW FRQILUPLQJ SD\

% ,I WKH DERYH UHDVRQV IRU ZLWKKROGLQJ DSSURYDO
FXUHG LQ D WLPHO\ PDQQHU DQG WKH UHTXHVWHG
DQG QR RWKHU FRQGLWLRQV RU LIGHUVWDQGLQJ R
QXOOLI\LQJ SD\PHQW H[LVWV

DFFRUGDQFH ZLWK WKH &RQWUDFW&R'RFXPHQWV ¶ V 8
/LVW WKH $UFKLWHFW (QJLQHHU QZHLZKHPWKHUDWKLHU
:RUN RU GHVLJQDWHG SRUWLRQ WKHUHRI LVXFKXEV
LQVSHFWLRQ WKH GHUWKHLPHQWV(QDLQHHUVRHU
SRUWLRQ WKHUHRI\ LFRPSRWHWXE&RQWUDFWRU ZLKDK
WKH FRVW WR 2ZQHU RI DQ\ DQG DHEDVWLWRQDK
$UFKLWHFW (QJLQHHU RU 2ZQHU WLRJDWHGUSLRQHWV
WKHUHRI LV VXEVWDQWLDO.DHQO\FKHPW.RGNSRUWLRQL J
WKHUHRI LV GHWHUPLQHG E\ 2ZQHU WR EH

SURYLVLRQV LQ WKH &RQWUDFW 'RFXPHQWV
REOLJDWLRQV XQGHU WKH &RQWUDFW 'RFXPHQWV

% 3UHpHQW DQ@W DV D &RQ@WLWLRQ WKHUHWR

% &RQWUDFWRU VKDOO QRWLI\ RZQHUV RI DGMDFHQW DQG XWLOLW\ RZQHUV ZKHQ SURVHFXWLRQ RI WKH IDFLOLWLHV DQG VKDOO QRW SHUIRUP WKH ZRUN XQWLO WKH PDQQHU DQG UHSODFHPHQW RI XWLOLWLHV

7KH :RUN DQG DQQGO HPTDXWLSHPHQWVWDWKEHUHQRUSR
ZKHWKHU LQ VWRXQGGHURVWRGHVWRQWURO
&RQWUDFWRUVREFRQWUDFWRUV DQG

RWKHU SURSHUW\GDPDFWKQHW VWLWHRWRKUGVOXG
ODZQV ZDONV SDYHPHQWV IHQFHVURRWZD\
GHVLJQHG IRU UHPRYDO UHORFDWLRQ RU UHS
FRQVWUXFWLRQ

% 7KH &RQWUDFWRLWVKKDOOO EHRSSOQEZHVHUXDZHV RUGL
UHJXODWLRQV SROLFLHV RI WKH X2ZQHUG¶HVU%RDUGQ
SXEOLF DXWKRULW\ KDYLQJ MXULVGLFWLRQ IRU VD
SURWHFW WKHP IURP GDPDJH LQMXU\ RU ORVV

&)RU DOO H[FDYDWLRQ RLVWGHHQKHKVLQXQDWKRQ WKH 8QLWHG 6WDWHV2FDXSD+WLDRQWKOLRQ &)5 6
DV VKRZQ LQ RXU6HFRQGHQVWRFRP&RQWUDFW &RQWUDFWRU VKDOO SHUIRUP DOO H[FDYDWLRQ RI VHW RXW LQ DSSOLFDEOH 2SG+S UHJXODWLRQV 7UHQFKLQJ 5HTXLUHPHQWV RI KDUHW2FDXSD WLRQ +HDOWK \$GPLQLVWUDWLRQ D&RQWUDFWRU FRPSOLDQFH ZLWK6WDWH2FDXSD+WLDRQ SHUWDLQLQJ WR WUHQFK ZRUN DQG VKDOO SURYLGH HYLGHQFH RI &RQW FRPSOHWLRQ RI &GGLWLRQDO GHWDLOHG "O @QW V @

KWWS ZZZ RVKD JRY VGWUHFRXUVHRUHEDFKQHWUDOLQ
XFWLR QTKHWHDIHW\ 5HSUHVHQWDWLYH PXVW U
WUDLQLQJ FRPSOHWHGJRQZEHNRHUHDQXWRWDQG
FRS\ RI VXFK FHUWLFDWH WKHDRRWKHDRRWDL2VQD

7KH 6DIHW\ 5HSUHVHQWDWLYHLQVFKDUGHQVXU
WKRVH GHVLJQDWHGV FRPSHWHQWSHUVRQVOHHUIRUP WKHLU
26+$ VSHFLILF RUJ RQWKHGUHGVWDRLQHUIRUP WKHLU
DVVLJQPHQWV 7UDLQLQJWKUHDSSWSH RI W
3URMHFW PD\ LQFOXGHWHEGXWRURWRUHWOHQ IDC
FUDQHV H[FDYDWLRQDVWDFRQVWUXFWH DQG PDV
FRQVWUXFWLRQ UVWHLRQ HRUHPFRWLRQ YRXHOHV
PHFKDQL]HG HTXLSPHQW

7KH 6DIHW\ 5HSVKDYHQWQWXLUHHTXKLDWGD26+$ D
:RUNHUV¶ &RPSHQVDWLRQLQUVDWLFHSDQGG LQ
6SDQLVK DW RQH RU PRUH FRQVSLFXRXV ORFD

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$:KHQ :RUN LV WR WDHD S3HUURMHFWGVDOWHD FWQLZKLFKV FD
EHLQJ FRQGXFWHGW&RQWSUHFWDFUFVDKUHO DQG VKDO
VXEFRQWUDFWRUV DQG DOO SHUVRQV SHUFORPLQ
WR SURWHFW WKHRVDWKHW\VDXGHZSHQDUHWHDDHQGUV H
YLVLWRUV DW WKH VFKRRO DQGGLWRUXSHWLRQPWRKW
OHDUQLQJ HQYLURQPHQWWDLQGV VDFKRRVOH

% :KHQ :RUN LV WR WDHD S3HUURMHFWGVDDFWHL ZKWUHVVEKRF
FRQGXFWHG LW LVRGH[DSQGHVDJU\HXQGWKDWQG&BQWUDF
VXEFRQWUDFWRU¶KVHUPSHURVRHV SHQGWRRW3LQRJM:HRFWN
VLWH VKDOO QRW HQJDJH LQ DQDWQDSZUKRDSWULBWYH
ZLWK VWXGHQWV WHDFKHUV HPLSQOFRXHGLVQDQGDYLNL
WRXFKLQJ VWDULRQQWRULEXQVDQJIWHRVWLOH RU
HQYLURQPHQW[SUWVLVO\XXUQWGKHUV WWRRVCK HDUHG LDJWHRHE
IUDWHUQL]DWLRQ¶HWWDZHHGQD&RQWXEBRGWWVUDEQGRU¶V
RWKHU SHUVRQV SWHUWKHURVLQJH:RUQGDVWXGHQWV W
DQG YLVLWRUV DWKDWOKLEVHF]HRRLWRRDWUHDQFHIIRWKY
SURYLVLRQV

& 7KH SRVVHVVLRQ RU XVH RI WREHDFFRSDUHGXFGVXJ
DQG ILUHDUPV RU ZHDSRQVRQE2ZQHGULPWHSDUWRZHHQW
IRXU KRXUV D GD\ HWRHOVHKDQQRHEHWRKLVLSRORDYLVR

' &RQWUDFWRU YQXGEHDRQWRWDKHWURSMUDRQV SHUIRUPL
ZLWK WKH 3URMHFW VDKDOOOVFKRURLFWEXV RHVHWYHDZ
ZULWWHQ UHTXLUHPHQWV LL 3VUSRMHFWGWLPLWWV LQ
LQFOXGLQJ ZLWKRXWOVPLWGDWQRQSRWWDHQGVSLHGD
OLPLWV RQ WKHO3LRMHGFEV YZQHUV&RDEWUDFWRU VI
FRPSOLDQFH ZLWK WKLV SURYLVLRQ

% ,Q WKH HYHQW WKH &RQWUDFWRU RU DQ\ RI LWV DJHQWV RU HPSOR\HHV
WR EH DVVHVVHG OLTXLGDWHG GDPDJHV LQ DQ DPRXQW HTXDO WR &R
LPPHGLDWHO\ VXFFHHGLQJ WKH HYHQW RI GHIDXOW DQG WKH &RQWUDFWRU
DQG $UFKLWHFW (QJLQHHU UHVSHFWLYHO\ DFNQRZOHGJH DQG DJUHH
WKHUHDIWHU EH UHVXPHG H[FHSW E\ ZULWWHQ DJ
LI LQ IDFW WKH WRWDO DPRXQW SDLG WR WKH &RQWUDFWRU
LQ WKH DIIHFWHG VXEPLWWDO DSSURSULDWH DJUHHPHQW
&RQWUDFWRU LQFOXGLQJ EXW QRW OLPLWHG WR

& 7KH &RQWUDFWRU VKDOO QRW SURSRVH DQ\ FKDQJH
IHGHUDO VWDWH DQG ORFDO JRYHUQPHQWDO UHJXODWLRQV
DVEHVWRV LQ SURGXFWV LQFRUSRUDWHG LQWR WKH 6&$ *ODVV ILEHU

WKH VLWH E\ WKH &RQWUDFWRU LQ JKWV &RQGLWR
LPPHGLDWHO\ VWRS :RUN LQ
2ZQHU DQG $UFKLWHFW LQ JHQHUDO WKH &R
HQFRXQWHUV RQ WKH VLWH &RQWUDFWRU EH
EH D KD]DUGRXV VXEVWDQFH ZKLFK WKH &RQWUDFWRU
VKDOO LPPHGLDWHO\ VWRS :RUN LQ

WKH DUHD DIIHFWHG DQG UHSRUWKLWWKHFWRQQGLWQLHRQ
LQ ZULWLQJ

& 7KH 2ZQHU VKDOO REWDLQ WKH WHRUYHLEHM\ RVIKDO
SUHVHQFH RU DEHVUHQFHRUWXKEVWDQ&RQWUSRFWRHGD
LQ WKH HYHQW VXFK PRXQHGUWDO EWURSXHWHQDWKDWV
EHHQ UHQGHUHG KDPDWHULVO :RHQVXEVWDQFH KDV
KDUPOHVV :RUN LQ WKHDIIHFWHGDUHGREU\N LV G
KD]DUGRXV PDWHULDOV WKDW ZHRMHQFRWVNLQRZQWW
&RQWUDFW 7LPH DPRXQRWU &KDQWUEHGWEX&WDGHJH DGI
2UGHU LQ DFFRUGDQFH ZLWK WKHSUWRKHVLRQDOUR
PDWHULDO RU VXEVWDQFHUHRUHQWHDZHUHQRW FDX
DQ\ VXEFRQWUDFWRRUVRQVIXSUZKRPL&REQWUDGRQR
RI WKH FRQGLWLRQQWZDZQWLPHOV\ SURMLGHG KHUHL

' &RQWUDFWRU DJQUHRWWKUDDWQVSRUKWR XVH JHQH
DW WKH 3URMHFWVXEWDQFHDJUHRXQG KHUHLQ
DFFRUGDQFH ZLWK DSSOLFDEOH (QYLULQQJPWDO
:RUN WKH &RQWUDFWRU VKDOO QXREWVFDQHVDQWU
RU FRQWDPLQDWLRQ WR ILQHGUWRPRKHPEOD\QK
ZDWHU FRXUVH RU JURXQGFZDWHUDEHH[FHLSWK DSSOL
(QYLURQPHQWDO YDZWKH,&RQWUHDYFRQWHQJDFWLY LQ
SURKLELWHG LQ WKLV 6HFWLRQOWKHI &RQQWHUDW
KHUHE\ LQGHPQLIGHVROGHVHKDGVP DH VLW2ZRHUFDQG D
WUXVWHHV GLUHFWRUHVDQGRPDVDQGHDQ\ FODLPV
GDPDJHV ORVVHV FDXVHV RI DFWLRQG VXLWVXDQG
EXW QRW OLPLWHG WR H[SHQVHV RI

&RQWUDFWRU¶V UHVSRQVLELOLWLHV WR FRPSHOODWLYH HIIHFW DW WKH DWWLHPHUHQW GVHUHG DEHVWRHQ WR WKRVH ODZVHQRUHDGG DVHWUHYDWLRQ DPHQGPHQWV

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$ 3URR WR FRPPQH\Q:RHUNHRQ WKH 3URMHFW VLWH &R WR 2ZQHU IRU UHRQWZUDFWRU¶RI Z&UWWHQ VDIHW\ ³6DIHW\ 3URJUDP 0DQXDO´ 7KH 6DUHEH\ BQRJUDP GHWDLO &RQWUDFWRU WKRVH LQYROYHG DQG VKDOO LQFOXGH WKRVH UXOHV SROLFLHV SURFHGXUHV DSSOLFDEOH)HGHUDO 6WDWH DQG ORFDO VDIHW\ &RPPXQLFDWLRQ 3URJUDP EXW GR 6QHW WLQFOXGH PHWKRG RI SURYLQGLQRUV DOO WR &RQWUDFWRU VXEFRQWUDFWRU VQDWH\HQGPHQW RI DQ\ :RUN RQ WKH 3URMHFW VLW

VDIHW\ SURYLVLRQV &RQWDLQHUV RU RWKHU GHYLFHV IRU UHFHLYLQJ RU VWRULQJ QRQ
FRQVWUXFWLRQ DFWLYLWLHV RU HDQ\ RWKHU VSHFLILF
VSHFLDO FRQVWUXFWLRQ DFWLYLWLHV DQG

SHUIRUPLQJ HQYLDWRQPHQWDO EHQHILWV WKURXJK KD]DUGRXV PDWHULDOV PDQDJHPHQW LQ 6XEVHFWLRQ WKURXJK H[FHSW WKDW %XLOGLQJ DQG 5HQRYDWLRQ WKH VHUYLFHV SHUIRUPHG XQGHU WKLV VXEVHFWLRQ 6XEVHFWLRQV DQG SHUIRUPHG

VHUYLFHV DV GHVFULEHG LQ WKLV VXEVHFWLRQ RU SURYLGHG WKI
FRYHUDJH UHTXLUHG E\ VXFK VXEVHFWLRQ D$QGZL
UHTXLUHG LQVXUDQFH HWPKXUWXKHVKHRYHUG RI WKH Z
ZLWK WKH H[FHSWLRQ RI6%EHRGWLUDWLRQV XFKVW
LQVXUDQFH DV &RQWUDFWRU PD\HGHTXLUHU D,SROE
RQ D FODLPV PDGHEVDVHG &URHQWXUHFRLQRYHUD
HIIHFW IRU DW OHDVW WKUHH \HDUV

& 7KH UHTXLUHPGXLQVXUDQFHSROLFLHVRPSHQFRUPHWRWWKHVHU
RU :RUN XQGHU WKH&EHQSURYLGHGQGWPXDOO WLPHV
WHUP RI WKH &RQWUDFW DV KHUHLQ SURYLGHG

' &RQWUDFWRU VKXDEHFRQWHUQEUHRUHBMERFDOOWDHQVFRQ
LQVXUDQFH FRYHUDJHZLWLQ WFKRQ3HRWLFVXUDQZHOO D
VSHFLILFDOO\ UHTXLUHG KHUHLQ

(7KH &RQWUDFWXREUF¶RQWDQGFDQRWSOLDZLWKHDQR FI
WKHVH SURYLVLRQRMDFKQRWERQXWUHDFK E\ WKH &RQ
2ZQHU WR SXUVXHWGKLHVULJKWVVRDQGK'UHDPWKEW&RQW
WKH &RQWUDFWRU GRHV QWWQUHDVGDWKHUEUHFKI
RI EUHDP2KQHRP

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$ &RQWUDFWRU VKDOO FDUU\ LQVXUDQFHG IRHUWKLHQ W
ZKLFK VKDOO LQFOXGH FRYHUDJH URU EWVHWR RZQQ
FRQWURO RI &RQWRQWDQGGURXUSQJ FUDQQWUSHFWLRQ DQ

% &RQWUDFWRU PDXQGWIRRZSOHWHRIZQHU RUFHUW
FHUWLILFDWHV RUIPLVQDXSUDQYHHGRQUEGHWHPHG'HDSUR
'HSDUWPHQW RI ,QVXUDQFH XQGHUF&HKRSWHUDQG R
SURYLGHG RU DSSURYHG E\ 2ZQHUKH&RQWLRUDWH
PRUH DQG DOO UHTXLUHG HQGRUVWHGQWV EHIRUH
YHULILFDWLRQ RXDUHG FERHYOHRZD JHERRQWWDEWRUDVQG
QRW FRPPHQFH :RUN XQWLO WKH UHQTXLUHG LQVXU
LQVXUDQFH KDV EHHQ UHYLHZHG DQGRIDSSURYHG E
LQVXUDQFH E\ WKSHS&RQWDO DFWLRQVXQGGQDFH E\ 2ZQHU
UHOLHYH RU GLHOFLUWH\DRH &RKQWUDEHRU KQHRUWHXEQHGU
FRQVWUXHG WR HDLDEOLPWWRQ LRQKRHS D&RQRU&RQWR
PXVW DOVR FRPSOHWH QIGFDRWUZRQHQDZKHDQFHYHWR
SUHYLRXVO\ LGHQWLWLHGF HRSLFHRQWLQXLFDQJWL
FRYHUDJH &RQWUDFWRU&HPRWLQXDQGGH WR 2ZQHU
VKRZLQJ WKH H[WHQGHGYRU DUHSSURHUHPRQWDKHLRGQ
WKH SROLF\ RU SROLFLHV VKRZQORGQEWK2ZQ&HUWLILF

. ,I 2ZQHU RZQHG SUJ RVSUHDJQW\SLRVU EVHHHWGHRE\ V&WRRQWHUGIRWW WKHQ WKH DSSURSULDWH SURSHUWW\DSQRGOVPV\RZULDJHH DQ DPRXQW VXIILFLHQW WR SURWHFW 2ZQHU¶V SU

/ 7KH LQVXUDQFH&RYHUDJHUV WKHTXLUHGXQGHU WKLV&RQWUDFWPXVWH DQG DUH QRW LQWHQGHG SRRQ WOLDEWW WR \&RQWUDFWRU
WR SUHYHQW

2ZQHU &RQWUDFWRUV¶ 6RROLFLWDWLRQ 6DDQFHORQH 7HVWDV
HQGRUVHPHQWV LQ IDYRU RI 2ZQHU

:DLYHU RI 6XEURJDWLRQ LQ IDYRU RI
2ZQHU DQG

GD\ 1RWLFH RI
&DQFHOODWLRQ

* ,I WKH FRYHUDQHRSQHWWLKRHG&YRKQRPZUWDE WLFDWHFXIURHQHW
HQGV GXULQJ WKHUGVXHDWWLWRQHR&RQRMUJRWKHPXQ
WKH FRYHUDJH

SHULRG ILOH D QHZ YHUVLRQ DJUHHPHQW VKDOO EH ZRUNHG RXW DQG
EHHQ H[WHQGHG RU SURJUHVV UHSRUWV KDYH EHHQ VXEPLWWHG WR WKH FRYHUDJH

+ 7KH &RQWUDFWRU VKDOO KDYH DQ REOLJDWLRQ WR LQIRUP 2ZQHU YROXQWDULO\ RU
DQG SURYLGH WR 2ZQHU

D FHUWLILFDWH RI FRYHUDJH SURYLGHG WR WKH 3URMHFW VR 2ZQHU ZLOO KDYH QR OLDELOLW\ FRYHUDJH IRU DGGLWLRQDO SHUVRQV RU HQWLWLHV

QR ODWHU WKDQ WHQ GD\V EHIRUH WKH HIIHFWLYH GDWH RI DQ\ FKDQJH RI FRYHUDJH VKRZLQJ WKH FXUUHQW DQG UHTXLUHG LQVXUDQFH WKH 3URMHFW

, 7KH &RQWUDFWRU VKDOO UHWDLQ OLDELOLW\ LQVXUDQFH IRU WKH
RI WKH
3URMHFW DQG IRU RQH \HDU WKHUHDIWHU

- 7KH &RQWUDFWRU VKDOO QRWLI\ 2ZQHU LQ ZULWLQJ GHOLYHU\ ZLWKLQ &RQGXFWRU¶V NQRZOHGJH RU VKRXOG KDYH FKDQJH WKDW PDWHULDOO\ DOWHUV RU FDQFHOV VXFK LQVXUDQFH VHUYLFHV RQ WKH 3URMHFW

. 7KH &RQWUDFWRU VKDOO SURVHFXWH DQG PDLQWDLQ 3URMHFW PDQQHU SUHVFULEHG E\ WKH DZO SHUVRQV SURYLGH 3URMHFW WKDW &RQGXFWRU EHOLHYHV DUH UHTXLUHG DQG VWDWLQJ K FRYHUDJH DQG UHSRUW ODFN RI FRYHUDJH 7KH $UWLFOH

/ 7KH &RQWUDFWRU DOVR DJUHHV WR SURYLGH 3URMHFW SURRI RI LQVXUDQFH SURYLGH VHUYLFHV RQ WKH 3URMHFW WR

SURYLGH FRYHUDJH SHUEDHVSRQVH WR QRWLFH RI FDQFHOODWLRQ SD\UROO DPRXQWV RHG DJUHHPHQW WKH VWDWXWRU\ UHTXLUHPHQWV &RQWUDFWRU DOO RI LWV HPSOR\HHV SURYLGHG WKURXJKRXW WKH 3URMHFW

SURYLGH WR WKH &RQWUDFWRU SULRU WR WK 3URMHFW D FHUWLILFDWH RI LQVXUDQFH VKRZLQJ FXUUHQW DQG IRU DOO HPSOR\HHV SURYLGHG WKURXJKRXW GXUDWLRQ RI WKH 3URMHFW

SURYLGH WKH &RQWUDFWRU SULRU WR WKH
QHZ FHUWLILFDWH JRHV [WRHYQHVULRJQH RVKRZLQUDJH
FRYHUDJH SHULRG VKRZQ RQ WKHGFXUHQW FH
WKH GXUDWLRQ RI WKH 3URMHFW

3URGXFWV &RPSOHPHQWDU\ 3HUIRUPDQFH GXUDWLRQ ZDUUDQW\ SHULRG

&RQWUDFWRUV 6XEFRQWUDFWRUV :RUN FRYHU

$JJUHJDWH OLPLWV RI LQVXUDQFH SHU SURMH

$GGLWLRQDO ,QVXUHG (QGRUVHPHQW QDPLQJ
6XFK FRYHUDJH V2KZDQCHOU SWUR YELHGHRYEHUV H G DJDLQ
DULVLQJ RXW RIUFRWQLVRQUXEWGRFRRZSLWKRXGV RSI
IXUWKHU UHVWULFWLRQV DFFRUGLQJ DKQGOXEKLHQG\RDQGG
QRQ FRQWULEXWRU\ HQWLWLHV DJUHDR 2ZQHU

GD\ QRWLFH RI FDQFHOODWLRQ RU UHGXFWLRQ RI DQP
IDYRU RI 2ZQHU

:DLYHU RI 7UDQVIHU RI 5LJKWV RI 6XEURJDWLRQ I•DYRUQR

GD\ 1RWLFH RI &DQFHOODWLRQ RI 6XEVWLWXWH 1RPLQDWLRQ DQG
IDYRU RI 2ZQHU

&RQWUDFWRU RU VXEFRQWUDFWRUV VKDOO EH WKRVH OLVWHG
DQ\ KD]DUGRXV PDWHULDOV GHILQHG DV DVEHV
FRYHUDJH DV UHTXLUHG E\ ODZ DQG WKH &RQV
UHTXLUHV LQWHUSUHWDWLRQ RU WUDQVODWLRQ RI WKHVH
0&6 HQGRUVHPHQW ZLWK D OLPLW ZH
DVEHVWRV LQ EXONJUROVFRYHUHGEQRWHZRUJKW UDV
SRXQGV RU PRUHSURWHFWLRQ DVVHVVPHQW LQ Q
FRQYH\DQFHV RH ZHUHJKWVWUHDWLQJ RI SRXQ
PXVW SURYLGH DQ 0&6 HQGRUVHPHQW ZLWK
WHUPV ³FRQY¹HXDQFH´ DQG GHILQHG E\ 6WDWH
RWKHU WUDQVSRUWDWLRQ SURFHGXUHV SURYLGHG WR 0
HQGRUVHPHQW ZLWK PLQLPXP OLPLWV RI
WKHLU &RPPHUFLDO *HQHUDO /LDELOLW\ FRYHUDJH
FRYHUDJH IRU ERGLO\ LQMXU\ DQG SURSHUW\ GDP
WUDQVSRUWDWLRQ DQG GLVSRVDO RI 7KLV DW D
SURYLGH D LWHPL]HG FHUWLILFDWH RI LQVXUDQFH FD
KD]DUGRXV SURSHUWLHV RU RPLWWHG EHFDXVH WKHQ
OLJKWHQLQJ RYHUWXUQ RQ OLVFRQVLQ RWKHU
REMHFWV DQG ORDGLQJ DQG XQORDGLQJ RI F

&RQWUDFWRU VKDOO VXEPLW FRLQSOHWH FRSL
SROOXWLRQ OLDELOLW\ FRYHUDJH WR 2ZQHU

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$)RU :RUN RU VHUYLFHV SHUIRUPHG XQGHU WKLV
VXUYH\ VHUYLFHV WHFKQRORJLHV DQG SURFHVVHV
OLPLWHG WR WUHQFK VDIHW\ V\VWHPV XVHG
VXUYH\LQJ DEDWHPHQW SURFHGXUHV RU WHVWLQJ
SHUIRUPLQJ WKH SHUVRQV OLFHQVHG EL3ULRW HVVLRQ
,QVXUDQFH ZLWK D PLQLPXP OLPLWV JUHDWHU
SD\ RQ EHKDOI RI WKH ZRUNHUV DQG VXEFRQWUDFWRUV
REOLJDWHG WR SHUIRUP RQGRPHVWLF RUPLVVLRQ
FRPPLWWHG ZLWK UHVSHFW WR DGGLWLRQDO
:RUN RI WKLV &RQWUDFW

% 7KH SROLF\ VKDO\O1RWLFH&DQFHOODWLRQ D&DQFHOODWLRQ
RI 2ZQHU DQG VKDOOEHGHOLYHUHG,XUWKHQSRQFHLFWKH
UHWURDFWLYH GDWH WKDW OLDELOLW\&RYHUDJH
,QVXUDQFH VKDOO VWDWH WKDW OLDELOLW\ HDFK

UHWURDFWLYH GDWH &RYHUDJH[WKHDQGHGEHUHFRQWL
SHULRG IRU QRQVWKVVEWKDQG WKHZDLSHUDQDWLSRHQUR

%21'6

$ 3ULRU WR FRPPHQFHPHQW RI :RUN KHUHXQGHU &R
DPRXQW H[FHHGV SUROLGHHDHQWU\RRUQGQF
HDFK LQ WKH SHQDOWKHR&RQWRUFW RP RXQW FRQ
&RQWUDEWRUD LWKIXOO\&SHQWEDP WRU¶V XQGHUWDN
DQG ZLOO IXOO\ SD\ DOO SHUVRQWKHXSQLRWKHFXJWLRE
WKH :RUN SURYLGHG IRU LQ WKLV &RQ3DUHQW6XF
%RQG VKDOO EH RQ IRUPV VXSSOLHGXEHZQHU LV
OLFHQVHG WR GR EXVLQHVVLQHDVRQWKLVW 6I 7UH
DSSURYHG VXUHWLHV DV SURYLGHG XSRQXEQHFRQ
EHFRPHV LQVROYHQWLSLWLQRQBERORJDWLRQV RU
RWKHUZLVH FHDVHV WR HGRKEX&EKQWOOD6EQRUVWO6W
IXUQLVK 2ZQHU ZLWK VXEVWLWXWHDERQGV WR 2ZQ
WR SURWHFW WKHU LDQGHRH6WVRIQ2ZQXUQLVKLQJ O
WKH SURVHFXWLRQ RI WKH :RUN

% $OO ERQGV IXUQLVKHG E\ &RQWUDFWRU&RQKDSSOL ZLWK7H&[D
*RYHUQPHQW &RGHTXLUHHEHRSQWKHDHVHXFKEWRGV
E\ D FRUSRUDWHVXUHWHEVXUDQFHQVLHG7WH[DV LQ DFFR
7H[DV ,QVXUDQFHEHRGHVK6DOOEHRUIRUPV V
DSSURYHG E\ 2ZQHU 6XUHW\ VKDOOEHWKHEL8W6HG D
7UHDVXU\ 'HSDUWPHQW LI WKH ERDG UHTXLUHV
2ZQHU LQ DFFRUGDQFHZLWK DSSOLFDEOH &RQWUDF
LQVROYHQW RU XQDEOH WR SD\ LWV GHEWV DV WKH\ F
LPPHGLDWHO\ IXUQLVK QHZ RU DGGLWLRQDO VHFXU
2ZQHU WR SURWHFW WKH LQWHUHVWV RI2ZQHU DQ
PDWHULDOV WR WKH 3URMHFW

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1° € ` p XI W@

PDNH GHPDQG RQ WKH 6XUHW\ WR SURPSWO\ GLVFKDUJH &\
RWKHU HQIRUFHDEOH REOLJDWLRQV &RQWUDFW 'RFXPHQW

%

WKH 6XUHW\ RU SHUVRQ ZKR KDV VLJQHG :IRUFHV RU ZL
FRQWUDFWRUV RQ ODVW RLUPHU WDKQHGU PDSSHUFLSWLDWH ZEKDV
ZLOO EH EDFNFKDUJHG DJDLQVW WDKHG&RQWUDFW $
H[FHHG WKH XQSDLGDEDODQFH DOOSHEL&RQWLJDWHG
GLIIHUHQFH WR WRXHQZZQHUEH7KHDGP RUR2WKHU&RQW
WKH FDVH PD\ EHG VEKDOOHESHUFKLWSHRQVD(SQSJOLFHDWL R
DQG WKLV REOLJDWLRQV XRUYLSYDHPHQWRQWKDWE7RR
H[WHQW WKH FRVWV RINFRPSOHXGLQJ WRRKPGSGHLQWDPQLD
SURIHVVLRQDO QJHUEXLFHVRWLOOEHLGHWG DWRGHW[WRQ
H[FHHG WKRVH FRVWV ZKLFK ZRXOGRKDYHEHQ SD
FRPSOHWH WKH ZR&RQWUFHSWRUPVUGHRUWKHMRXOWLSD&
WKH GLIIHUHQFH WR WKH 2ZQHU\ VLXEWKHFWXUHVWDQ
SHUIRUPV &RQWEDFWRQ¶VWRKELOLRDQWLJDWDRQ MRXU
WHUPLQDWLRQ RU&RQSOHWLRQ &RQWUDFW 6XFK FR
WKH 2ZQHU ZLOO EH2ZHQHUDLQGHGRQIWUPHG E\ WK
$UFKLWHFW (QJLQHHU

& $Q\ SURYLVLRQ LQWKDVGHJWWRRQH &RQWJUDFWRRQV I
WKH SD\PHQW RI DPRXQWVFRURWKEVLHDWLRQV LV V
&RQWUDFWXRQ¶VUJHGWVDO ODZ DQGGLVWKLHQGGHQG
FRQVWLWXWH DQ DVVHUWLRQ RWDY GHEW LQ YLROD

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$ $Q\ IDLOXUH E\ 2ZQHU WWPDQWRHMXHLRUWRRUPF W
FRPSOLDQFH ZLWKQ\RI WRKHQWRUFWRUVR&RQGWWDF
VKDOO QRW FRQVWLWXWH D ZDLYHUUVRKDQ\WXFKI
LPSDLU 2ZQHU¶V DEWLOLW WRPSHTLQHZ VXFK
FRQGLWLRQV LQ WKH IXWXUH RDYWKHU UWJKHRI2
UHPHGLHV DV LQ\EDUHKDFKRIUR EUHWFHUHVRI DQ\ VX
FRQGLWLRQ $Q H[SUHVV ZDLYHU E\S2ZQRUPRIQF\
RU GHIDXOW VKDOO QRW FRQVWLRXWH D ZDLYHU
QRQSHUIRUPDQFH RU GHIDXOW

6(9(5$%,/,7<

$,I DQ\ SURYLVLRQ RQ WKHE WR0G•O

RU WKH IRUHJRLQJ VXIILFLHQWO\VWRQWXRXVQWR DQWK
2ZQHU WKH EDFNORJ RI ZRUN DQG

5HVFKHGXOLHYLRVLEHVFKDHLYPHXP SUDFWLFDO
FRQFXUUHQFH RI DFFRPSOLVKPHQW RI

% 7KH 2ZQHU PD\ URHQTXLUDFHWRKHW&R VXEPLW D UHFRYH
GHPRQVWUDWLQJSWRHUQDEPSWURSFRVRHG¶XSDDQKHWRDPJDN
VFKHGXOHG SURJUHVV DQG WR HQWXHU&RPSODHFWL
7LPH 2IZQKU DQG \$UFKLWHFW (QJLQHHU IILQG WKH
DFFHSWDEOH WKH\ PD\ UHTXLUH QKH &RQWUDFWRU WR
WDNHQ E\ WKH &RQGDFWRU SRUWKMHFWRU QRWKHV
2ZQHU PD\ UHTXLUHWRKHD&RQWUDFWRU TO RI WKH DI
6HFWLRQ \$ WR LPDNHFKXHSGWKHGOSURJUHVV

&)DLOXUH RI WKHV&RQWDQWUDFWRU TOMTXRHPHQWKRWKH
6HFWLRQ
PD\ EH FRQVLGHUHG JURXQGV IRUWKDGHWHUPLQ
&RQWUDFWRU LVWHEOLVKLQJ:RUN SZLEKMHQFXHIIFLHQW
FRPSOHWLRQ ZLWKLQ DWK HU&RQWUDFWXW6HFWLRQ

' ,I &RQWUDFWRHFWW IDLOHXUHPWRSWKLHDSSURRYHGG H
&RQVWUXFWLRQ 6FHGXOHRSWHHUNUPDQFHRWR
&RQWUDFWRU¶V XQ&HQXWHGFWRQDWKHDWKHU SHUPH T
E\ WKLV 6HFWLRQ
DW QR DGGLWLRQDO FRVW WRW2ZQHU HDLO X, U2ZQHU
GHOD\ LV GXH LQVXUDQFH&RPSDQ DWHRO EWKHG EDXS
ZKLFK DUH QRW WKH IDXOW RI &RQWUDFWRUV RRQVLEH
WKH DGGLWLRQDO FRVW WKHDFFHUEHUDWLRQHGXQGH
WKLV 6HFWLRQ VKDOO EH HTXLWDEOH\ DOHORZHQW
SURYLGHG KRZHYHWKLWKSDUWRQEWRZLKRZQLYLQHQW
2ZQHU¶V ULJKW WRLQSXW\DXH\ FWKLLUPG SDJDW\ IRU WKH
WKH :RUN DOORFDWHG WR 2ZQHU

(\$Q\ SURYLVLRQ LQ WKH &RQWUDFWVKDFXPHQWG WRO
HYHQW &RQWUDFWRU ZRXOG EH HUQWLWKHSHGRWLRQ
RI WKH &RQWUDFWWKZHQHUHUJKWKDOQVHDGHGHG WR RQ
WR UHTXLUH &RQWUDFWRRUWR DDVEHUHGHFWLRQ L QQGK
2ZQHU VKDOO SD\ &RQWUDFWRU IRQFXWKHHGHE\ RQ
&RQWUDFWRU DEKOHWWDRUWXFWKDUFEHKGHU\D&KLRQJHDV S
2UGHU

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\$ &RQWUDFWRU ZLQQGHUH WKLVH&RQWDFW LI &RQWU
WKH :RUN GLOLJHQWO\ LQ D WLPHWK\HP&RQWUDFWG
'RFXPHQWV RU IDLOV WR WLPHO\RHKHSUDWLWK VRU

& ,Q WKH HYHQW RI VXFK D WHUPLQDWLRQ WKH &RQ
DGMXVWHG WR D VXP FRPSXWHG SHUVXDQW WR WKH
FRPSOHWHG DQG UHGDQQHWRPVWDUQRDPHQLFSRUWK
LQFRPSOHWH SRUWLRQV RI WKH FRQWHQGLQJ SRUWZLVKC
WKH WHUPLQDWLRQ EXW H[FOXVLYH RI

SURILW RQ WKHRLQQVFRRIP SWOKHHW:HRUSRRO,WQLXQFK HVXHPQEWH VK
OHVV WKDQ WKH SFRWU WSE RXQQRW WKHSRRWHQWGDWRUWKLHR
WKH :RUN

' 1R DPRXQW VKDOO&REHWDUDFRZRHUGKZMLWHKXLQGHUQXHQWLHRV
GD\V DIWHU DOOWFRIRSH&QWDEUDFWRU VKDOO KDYH E
GHWHUPLQDEOH D&QQQWRWDFWKRUUHDWHGVXEPLW LQ
([HFXWLYH 'LUHFWRU RI &RQVWUXFWLRQVKEQDJHPH
DPRXQW VWDWHG ZLWKLQXKDSSHUWHQJRXSHRXWLY
&RQVWUXFWLRQ 0DQDJHPHQW PD\ UHTXHVW

7(50,1$7,21)25 &2175$&725¶6 '()$8/7

$,I WKH &RQWUDFWRU LRVQLWQUGHFWDXDQGXQKHHGWRXV
EH\RQG WKH FXUH SKLVL&RQSWUDYLGHGKLQ W2ZQHU P
QRWLFH WR WKH &RQWUDFWRU DQGV\ZLWKURFXLQDWH
&RQWUDFW RU WHUU¶PLQDJWKHW&RQVWUDFWRU¶V HW
&RQWUDFW ,Q VXDFKHYHQW Y2HZQHUVKP :RUN DQG SU
WR FRPSOHWLRQ E\ FRQWUDFW RQ RWKHG ZLWHOD]
LQ FRPSOHWLQJ WKH :RUN VXFK PDWHULDQGV HTXL
VXSSOLHV DV PD\ EH RQ WKH VLWHRUHI W2KZHQHRUNDD
DOVR PDNH GHPDQGSHQUIRKP &XRQHWRQW¶HU RVEKOH
&RQWUDFW :KHWKHUDFWRU¶RVWUWJKHW&RQHR:RUNFLHG Z
WHUPLQDWHG &RQWUDFWRU DQG &RQWUDFWRU¶V
GDPDJH WR 2ZQHU&RQWUXDFWWLRQJ¶VUHRXFRPSOHWLRQ
:RUN ZLWKLQ WKH VSHFLILHG WLPH

% ,I 2ZQHU VKRXOGKHVR&RQWUPDEWRHG¶W RUJWWHW&RQWR
WKH UHVXOWLQJ GDPDJHV UHFRYHUDEOH2ZQHU
GHOD\ DV PD\ EH VJSUHFLHQGV LRQU WRKHKRHUQ&RQWUDE
6XEVWDQWLDO &RPPHQFHPHQW RJRQWRKHW KZHRWKDRQ LQFUH
H[SHQVHV LQFXUUHGP E2ZQHU WKHRRUGHRID[FXWL

& ,I DIWHU QRWLFHRIWKHU&RQWUDFWRU RU6XUHW\ IU RJK&RQWR SUDF
XQGHU WKH SURYLVLRQV RI WKLVDGHFWDRQ WKDW
&RQWUDFWRU ZDV UQRWKHLQSUGHYDXLRQVQXQGHU &RQ
GHOD\ ZDV H[FXVDEROHLVLQGHUWKHHWULEOHW VKDQGHR
REOLJDWWKRQSDRIW LHV VKDWCKOH EHR WHKHPVRQDWDRQLK D
EHHQ LVVXHG SXEOLVXDFRQWFWRQ$LQWKHFRQYHQWLRQF
RI 2ZQHU

14. Article 14. ADMINISTRATIVE PROCEDURE FOR CONTRACTOR CLAIMS

$ 1R FODLP E\ WKH &RQWUDFWRRU DRGLDWLRQVDLRQ D
FRPSHQVDWLRQ LQVFKDXGOLQJEJHGDDPDWHPVGOXQSOHWVVHQW
WR 2ZQHU DQG $HUFKLWHFWU(QJLQJ WRJHWKHU ZI
GHWDLOHG VXSSRUWLQJ

GRFXPHQWDWLRQ DV SURYLGHG E\WWKHQGHUWRM RI
SURYLVLRQV RI WKLV $UWLFOH

% &RQWUDFWRU PXVW QRWLI\ 2ZQHUDDPQG$UFKLWHFWV
ZLWKLQ
GD\V RU VXFK PDDWHHUSHTXLRGHKFWXODQEHWRHUW
HYHQW JLYLQJ ULVH WR D FODLPRUSHELKGWDKLPD\
UHTXLUHG E\ ODZDFDMRUHULWKW &RQWUDFWRU PXVW SURYLG
WKH FRQGLWLRQJDYLQJZKLFKHWWRKWLKVHFDWHU RI:L
VXEPLWWLQJ D FODLP &RQWUDFWRU PXVW SURYLG
GRFXPHQWDWLRQ FRDQGHUDPLRQJWKRWKHXRHDLWV WW
VXFK LQIRUPDWLRQOLLVDEHDVRQDEKWRFRPSO\ Z
UHTXLUHPHQWV RI WKLV 6XEVHFW&RQWUDFWRU PXVW
FODLP

& $Q\ FODLP E\ WKHD&GRQLWUDFWRUWRRUPHORFURPSHQVDW
VKDOO EH SUHVHQWHG&RQWUDFWRU &RQWUDFWRU WR
WR DGMXVW WKH &RQWUDFW 7LPH DQG&RQWUDFW &RQ
DQG VKDOO EH DSSURYHG[FHXWLYH'LUHFWRU RI
0DQDJHPHQW

' ,I WKH ([HFXWLYH&RQVWUXFWLRQ 0DQDJHPHQW
WKH &RQWUDFWRU VR SUHVHQWHGWRLQLVKHVRX
DIWHU SUHVHQWPHQW&RQWUDFW &RQFXUUHQWDXHUR I
LQIRUPDWLRQ DQG VXSSRUWLQJ&GRFXPHQWDWLRQ
WR WKH %RDUG 6R'I 7KHVWHFLVLRQ$YRI 'LUHF
&RQVWUXFWLRQ 0DQDJHPHQW VKEDQGGWQJDFWRUHVW
VXFK DQ DSSHDO ZLWKLQWKHGDWQGEWWKH(GHFXWL
'LUHFWRU RI &RQVWUXFW&RQWUDFWRUV WKHKHO
RI DQ\ ZULWWHQ DSSHDO SURFHGXUH HVWDEOLVKH

(,I WKH %RDUG $R6'7UKRXOHGHUMHFW WKH &RQWUDF
%RDUG RI 7UXVWHHV&RQWXFDEDUHUMHQWWL\QQ\V DIWH
LV WLPHO\ ILOHG ZLWK WKH %RDUGWKVHSHFLILHG
&RQWUDFWRU¶V HDPGHQLQJGHUDWLYHV &RQWUDFW VK
H[KDXVWHG

) 1R VXLW VKDOO EH EURXJKW E\ WKRU&RQWUEDHFDFRU
WKLV &RQWUDFW XQWLO WKH DGVPLQLQ7WKDDYWLEHHHQ
H[KDXVWHG QRU PRUH WKDQWU 0`€ pÀð4ð0°QWW R

* 'XULQJ WKH SHQGHQF\ RI DQ\ FOHDGLPGLVWULHH&RRQQWUZDL
WKH ZRUN DV GLUHWWEWHGLEJ\HWWKRU(QRHQ2RHQPMQUXFWL

+ 7KLV &RQWUDFWVKHGDQCDEHRFURGQVQWHWZKHWKWDKWHHORDZ
7H[DV DQG YHQXHUIRRQDWQURFYDHVHV\XDUVLXDLQQWWRGVHKUL
&RQWUDFW RU LQLFWRKQQVHKFDWOLRQ LQSHKWQHRXMXWVLRGE
LQ 7UDYLV &RXQW\ 7H[DV DQG LHQIDWKH IHGHUDO F

15. Article 15. PARTIAL USE OR OCCUPANCY

$ 7KH 2ZQHU VKDOO KDYH WKH ULJKW WR XVH RU RFFXS
SRUWLRQV RI WKH :RUN SULRU WR WKH
LQFOXGLQJ RFFXSDQF
WKH 3URMHFW ZLWKRXW WKH
,Q DGGLWLRQ WKH 2ZQHU VKDOO
LQ DGYDQFH RI 6XEVWDQWLDO &RPSOHWLRQ

% ,I WKH 2ZQHU GHVLUHV WR
KHUHLQ WKH &RQWUDFW
WKH 2ZQHU¶V XVH

$

&RPSWURROHU LQIV&WRQWRUEDFDWLRQUVRXQFRQWDP[DHWHUSDVC
DQG HTXLSPHQW &WRLQWSUDFKWLRWUHVWZDQGQULQQKHDOODQGV
EH REOLJDWHG WR SD\ WKH DPRXQWV IRWKXF:RUNDH[H

& 8QOHVV RWKHUZLSVSHOLFUDEYOLGHGZHWKHUHOHRZLPQW
IURP WD[LQ FRQQHFWLRQ ZLWK WKLV &RQWUDFW

7KH SXUFKDVHRSHUWU\RQQFOXGLQJPHQWKHDQGP
DQG LWV DFFHVVRULHV DQG UHSDLU DQG UHSO
SHUIRUPDQFH RI D &RQWUDFW IRU DQ LPSURYH
SURSHUW\ LV LQFWRUSRUWKHSHUQRRQWDEOHWRI W

7KH SXUFKDVH RI SURSHUW\ XRLWSKHHQWWKDQGP
LWV DFFHVVRULHV DQG UHSDLU HDQG UHSODFH
SHUIRUPDQFH RI D FRQWUDFW IRUHUDQRQPSURYH
SURSHUW\ LV D QLFHFHVVRDUWKHQGSHUHUWRQPDQF
FRQWUDFW DQG EXPHRPDSWOHWKHOMRSRUQWU\3H
LV FRPSOHWHO\ FRQVXPHG LI DIWGHSXEUHSLRQJHXV
LW LV XVHG XS RUOGSHUVRSUWG WKEDWRQGUQW
XVH LQ WKH SHUIRUPDQFH RI WKHC&RQWUDFW
FRQVXPHG

7KH SXUFKDVH RI D WD[DEOH VHUYLFH IRU XVH
FRQWUDFW IRU DQDLPSURYHPHQWVUHPWKHQWHGVRLVHWKLVH SH
MRE VLWH DQG LH[SDUHWKH\&RQWUDFWRUWKHVHUYLFH WSR
EH SHUIRUPHG RU E WKH VHUYLFHWLKVHLQWHJU
FRQWUDFW

17. Article 17. NOTICE TO PARTIES

$ 8QOHVV RWKHUQZLWKHSSJRYHLGFHGQWHUQRWKLF&RQWHQD
VKDOO EH LQ ZULWLQJ DQG VKDOOQEWKGHH8PGGHH
ZKHWKHU RU QRW LDFDWGGOHOVUHGWHDWHGKH UHGFGLSHM
QRWLFH VHW&IRQWWKDFQWWRFXPHQWVRUG DQGFVHUQWLIE
PDLO UHWXUQ UHFHLSW UHTXHVWFRGFXRUWQVWHO\SEV
IDFVLPLOH 1RWLFH JLYHQ LQ DQ\RWKHG PDQQHU
ZKHQ DFWXDOO\ UHFRLY2ZQH&RQWUHWDWUHEWWQFH QWRWLDFG
E\ SURYLGLQJ WKH RWKHU SDUW\RZLDGGGZHLWWRHQ
QRWLFH JLYHQ RQ LWGKHG PDQQHUSURI DGGXUHKVFKDKQ
EH HIIHFWLYH GHDYHUDWHWKH QRWLFH

18. Article 18. NOTICES REQUIRED TO BE POSTED AT PROJECT SITE

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&RQWUDFWRU¶V 1RWLFH UHJDUGLQJ SHQDOWLHV GXH WR IROORZLQJ QRWLFHV

:RUNHUV¶ &RPSHQVDWLRQ 1RWLFH

&RQWUDFWRU PXVW SRVW DW 3UHPLVHV WLWOH LQ DW OHDVW SRLQW W\SH DQG VKDOO EH 6SDEQRLVK DQG (QJOLVK &RQWUDFWRU WR &RPSOHWH DQG $WWDFK

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REQUIRED WORKERS' COMPENSATION COVERAGE

7KH ODZ UHTXLUHV HYHU\ HPSOR\HU WR KDYH ZRUNHUV¶ FRPSHQVDWLRQ LQVXUDQFH FRYHUDJH 6RPH H[HPSWLRQV DSSO\ IRU H[DPSOH VRPH SHUVRQV SURYLGLQJ GRPHVWLF RU WUDQVSRUWDWLRQ VHUYLFHV RU VWDWXV DV DQ HPSOR\HH

&DOO WKH 'LYLVLRQ RI :RUNHUV¶ &RPSHQVDWLRQ IRU PRUH LQIRUPDWLRQ RU WR ILOH D FRPSODLQW DERXW DQ HPSOR\HU WKDW GRHV QRW KDYH FRYHUDJH RU WR REWDLQ D FRS\ RI

COBERTURA REQUERIDA DE COMPENSACIÓN PARA TRABAJADORES

/D OH\ UHTXLHUH TXH WRGRV ORV HPSOHDGRUHV WHQJDQ VHJXURV GH FRPSHQVDFLyQ SDUD WUDEDMDGRUHV /OiPHQRV DO 7UDEDMDGRU¶V &RPSHQVDWLRQ &RYHUDJH 1RWLFH

1RWLFH RI $,6' 6FKRRO 6DIHW\ 5XOHV

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7KH IROORZLQJ 6FKRRO 6DIHW\ 5XOHV DSSOLHV DW DOO WLPHV

:KHQ ZRUN LV SHUIRUPHG DW WKH &RQWUDFWRU¶V IDFLOLWLHV FRQGXFWHG 6XEFRQWUDFWRUV ZRUN PXVW WDNH VSHFLDO FDUH WR HQVXUH WKDW WKHLU HPSOR\HHV DQG YLVLWRUV DW WKH VFKRRO

:RUN PXVW EH SHUIRUPHG VR DV WR PLQLPL]H LQWHUUXSWLRQ WR VFKRRO DFWLYLWLHV

:KHQ :RUN LV WR EH SHUIRUPHG ZKHUH VFKRRO FRQGXFWHG LW LV RIWHQ [SDQGHG VDIHW\ HQGORVXUHV VXEFRQWUDFWRU¶V SHUVRQQHO DQG YLVLWRUV VKDOO QRW HQJDJH LQ DQ\ DFWLYLW\ WKDW PLJKW FDXVH LQMXU\ WR VWXGHQWV WHDFKHUV RU RWKHU VFKRRO SHUVRQQHO RU LQWHUIHUH ZLWK VFKRRO DFWLYLWLHV &RQWUDFWRU¶V DQG DQ\ VXEFRQWUDFWRU¶V SHUVRQQHO :RUN DW WKH VLWH DQG VWXGHQWV WKH DFWLYLWLHV RI WKH VFKRRO

7KH SRVVHVVLRQ RU XVH RI WREDFFR SURGXFWV DO ILUHDUPV RU ZHDSRQV \RX SURYLGHG DW DOO WLP D GD\ 7KHUH VKDOO QR EHHU RU DOFRKROLF EHYHUDJHV RI WKLV SU

$OO SHUVRQV SHUIRUPLQJ :RUN RU DFWLYLWLHV DW WKH

‡ VFKRRO EXV VDIHW\ ODZV DQG UHTXLUHPHQWV
‡ VSHHG OLPLWV LQ K3UR[LPLW\ WR VFKRRO LQVSHFWXG DQG
‡ DQ\ SRVWHG VSHHG OLPLWV WKDW 3EOLVKHG E

$OO SHUVRQV SHUIRUPLQJ :RUN DW WKH 3FURVV DQG IDFLOLWLHV EH VXEMHFW WR VHDUFK DQG UHTXLUHPUHFW VLWH @ `€0• P0•,#U]DQG IDFLOLWLHV

$,6' KDV WKH ULJKW WR UHTXLUHKWHK3HUROMFHGLVDLWWHHUF
SHUVRQ SHUIRUPLQJHZRUNHWHKDJXOWHLVRXDFQGSHUVRQRIKLR
EHLQJ DOORZHG WRKSHH3UROMHZRUNLVDW LQ WKH IXWXU

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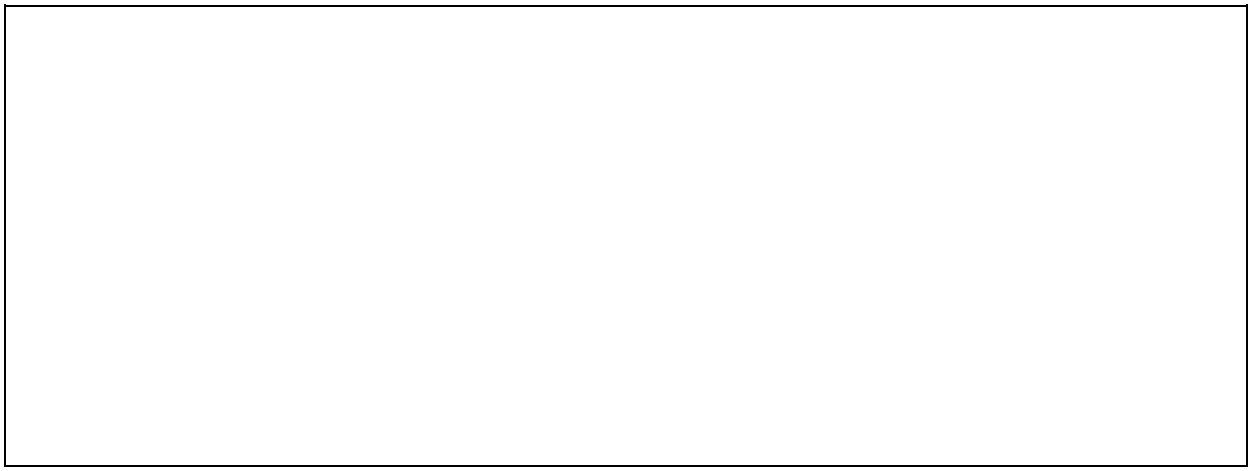

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AGREEMENT FOR CONSTRUCTION CONTRACT

This Agreement for Construction Contract (ñ Agreement ò)

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‡ +HOSHUV DUH QRW VHSDUDWHO\ FODVVLILHG RQ WKH DSSOL 3URMHFW 7KXV &RQWUDFWRUV DQG VXEFRQWUDFWRUV ZKR FODVVLILHG XQGHU RQH RI WKH H[HPSWLRQ FDWHJRULHV VXEFRQWUDFWRUV VKRXOG QRW DVVXPH WKDW DQ\ KHOSHU ZDJH IRU WKH PRVW UHOHYDQW MRE FODVVLILFDWLRQ

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UHTXLUHPHQWV WHUP RU FRQGLWLRQ RI DQ\ FRQWUDFW RU RWK
FHUWLILFDWH DEWHLVVXHG RU PD\ SHUWDLQ 3RLQWV FXHVWDQGHUVWRRGHG
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&RPXQtTXHVH FRQ OD 'LYLVLyQ GH &RPSHQVDFLyQ SDUD 7UDEDM SDUD UHFLELU LQIRUPDFLyQ UHIHUHQWH D ORV UHTXHULPLHQWR HPSOHDGRU KD SURSRUFLRQDGR OD FREHUWXUD UHTXHULGD R SURSRUFLRQD FREHUWXUD

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:RUN PXVW EH SHUIRUPHG ZLWK DV OLWWOH GLVUXSWLRQ WR WKH DV SRVVLEOH

:KHQ :RUN LV WR EH SHUIRUPHG DW RU QHDU H[LVWLQJ FRQ H[SUHVVO\ XQGHUWDNHQ WR HQVXUH WKDW SHUVRQV IRUPLQJ :RUN DW WKH 3URMHFW DUH DZDUH RI DQG FRPSO\ ZLWK DQ\ VDIHW\ PHDVXUHV WDNHQ E\ WKH RZQHUV RU RFFXSLHUV RI WKRVH SUHPLVHV LQFOXG WRXFKLQJ VWDQGLQJ FRQWUDFWRUV HPSOR\HHV DQG DJHQWV RI WKH RZQHUV RU RFFXSLHUV DQG YLVLWRUV DQG VXEFRQWUDFWRUV DQG VXSSOLHUV DQG YLVLWRUV DW WKH ZRUNV DQG VKDOO QRW GR DQ\WKLQJ ZKLFK PD\ FDXVH DQ\ RI WKHP WR EUHDFK DQ\ RI WKH SURYLVLRQV

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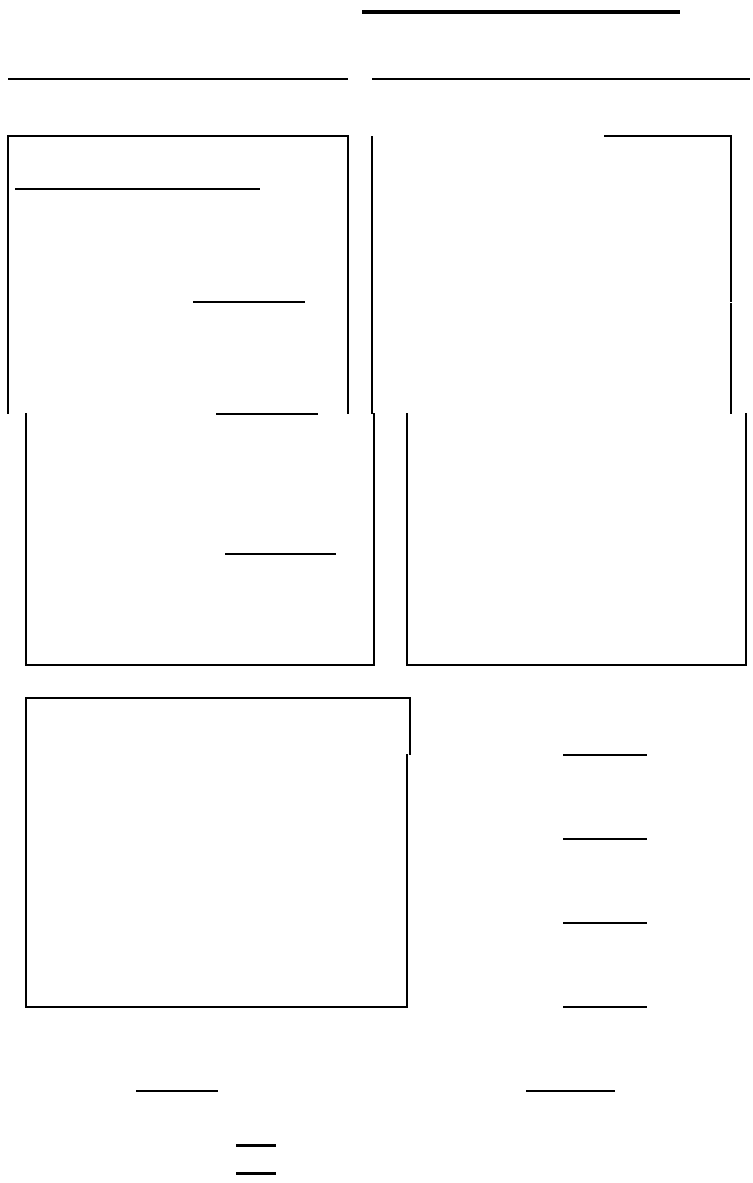

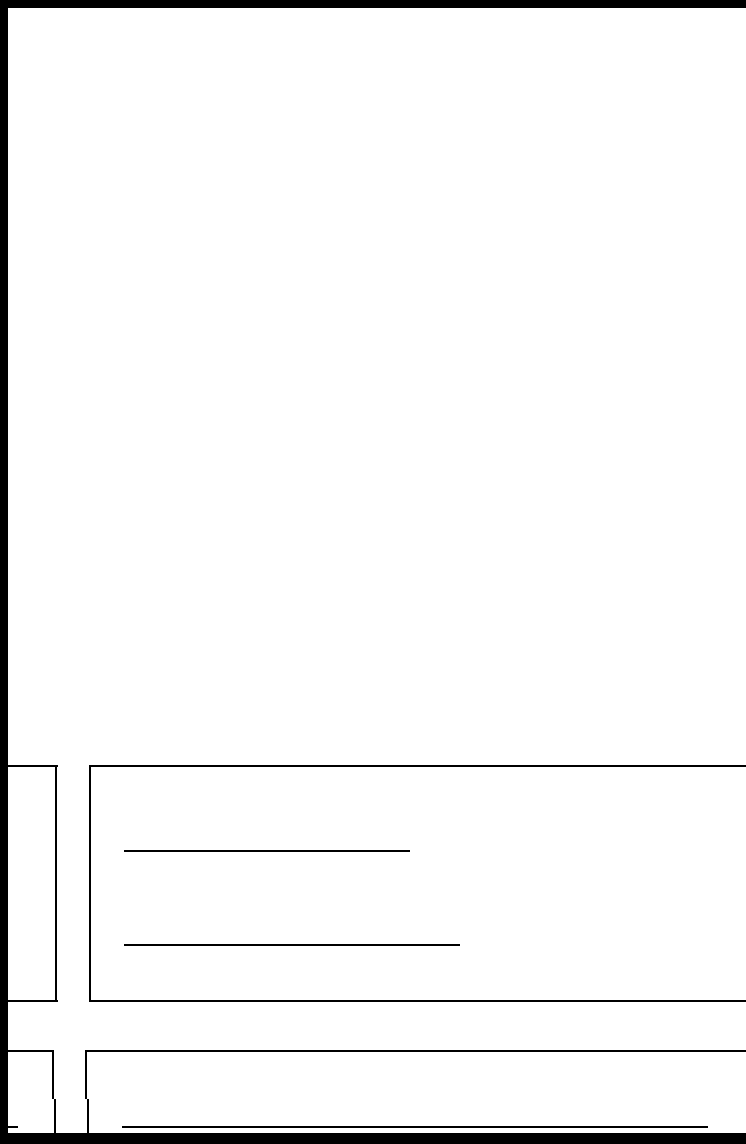

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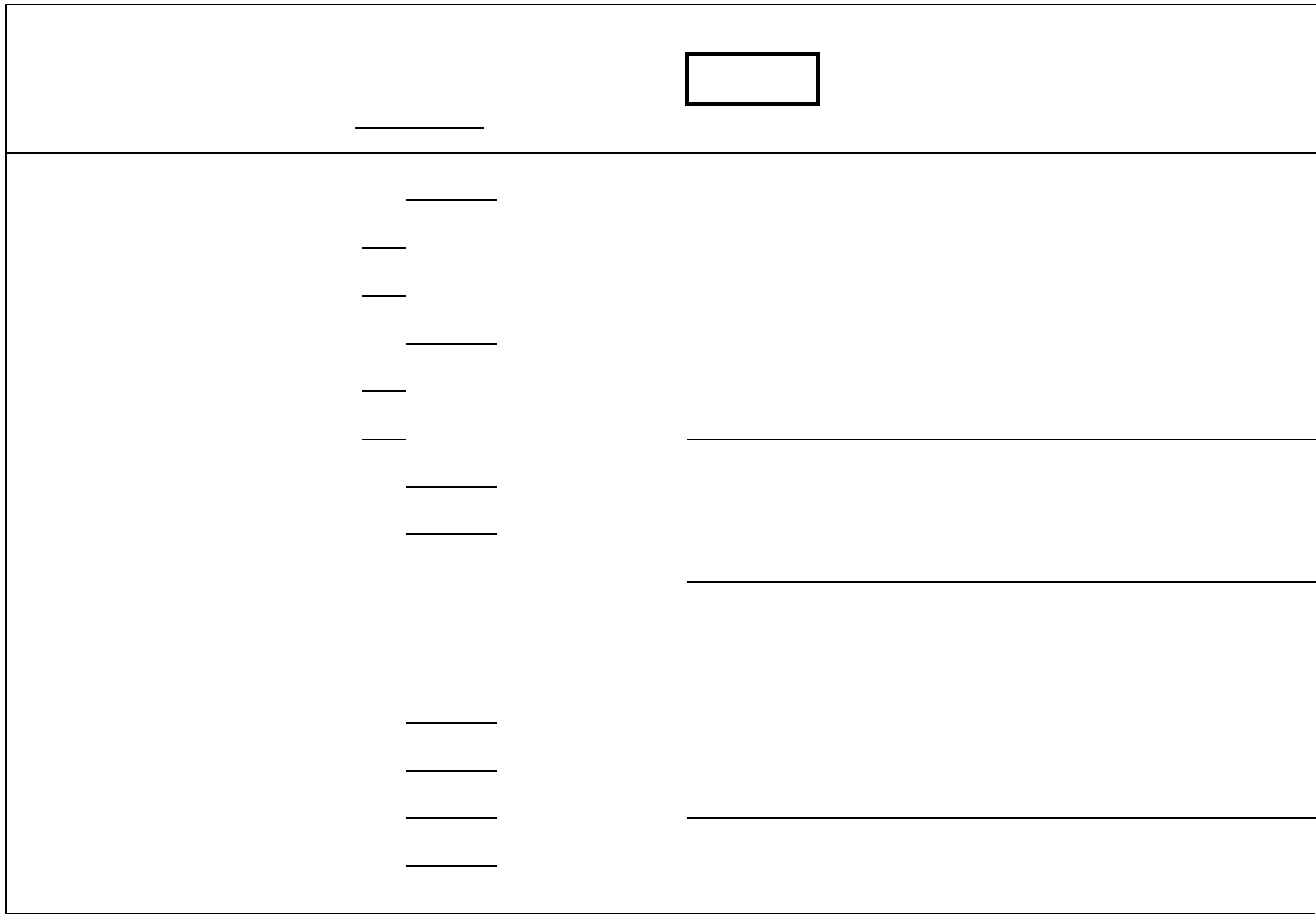

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