

THE CITY OF EDMONTON
PROJECT AGREEMENT
VALLEY LINE WEST LRT

Schedule 19
Records and Reports

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SCHEDULE 19

RECORDS AND REPORTS

1. GENERAL REQUIREMENTS

- (a) Project Co shall prepare, retain and maintain all Project Records, as follows:
 - (i) in accordance with this Agreement;
 - (ii) in an accurate, complete, legible, readily identifiable, readily retrievable and organized manner, complete with computer generated and searchable meta-data;
 - (iii) in a form that is capable of audit;
 - (iv) in accordance with the requirements of Good Industry Practice and all Applicable Law; and
 - (v) in accordance with Project Co's normal business practices and the accepted Records Management Protocol.
- (b) Wherever practical and unless otherwise agreed, Project Co shall retain and maintain original Project Records in their original form, and if the records are in electronic form, will retain them in such manner as to preserve the metadata or related attributes.
- (c) On Construction Completion, Project Co will deliver originals of the Project Records identified in Section 4.1 *[General]* of this Schedule 19 *[Records and Reports]* as requiring delivery of originals to the City.
- (d) Subject to Section 1(c), Project Co shall maintain all other Project Records for a period of not less than 11.5 years from the date of creation but Project Co will not be obligated to maintain copies of any Project Record that was delivered to the City pursuant to Section 15.6 *[Consequences of Termination]* of this Agreement.
- (e) Project Co will only destroy the Project Records which are not required to be delivered to the City pursuant to Section 1(c) of this Schedule 19 *[Records and Reports]*, and will at least 60 days prior to the destruction date provide a notice to the City regarding the destruction date, together with a list of details sufficient to reasonably identify the class or series of Project Records to be destroyed. If, within such 60 day period the City, gives notice to Project Co that the City wishes to receive any of the Project Records, then Project Co shall, at its own cost and expense, deliver up such Project Records to the City in the manner and at the location or locations specified by the City, acting reasonably.
- (f) Within 60 days following the Effective Date or such other date Accepted by the City in the Submittal Schedule and Register, Project Co shall implement a comprehensive computerized information management system which shall include all Project Records, including but not limited to Project Records in relation to Design and Construction, and will:
 - (i) grant access to designated City Persons through secure online Internet access (or other access acceptable to the City, acting reasonably) to all Project Records, such that the designated City Persons will be able to read, copy, download,

upload, create and search all such Project Records and other information without payment;

- (ii) allow the designated City Persons to setup, control and provide access to a City administered portal within the overall information management system that will receive Project Records for redistribution within the City to permit review and comment. The City administered portal within the overall information management system shall allow the City to setup, manage and implement workflows for reviews;
- (iii) adopt the following document numbering convention for file names: [project ID]-[document type]-[WBS]-[discipline code]-[sequence number]_[revision number]. For example: VLW-DWG-01000-CI-0100_01. File names shall include:
 - (A) project ID, which shall be "VLW";
 - (B) document type code, listed in Appendix 19-A *[Document Type Codes and Discipline Codes]*;
 - (C) applicable WBS item number;
 - (D) discipline code, as listed in Appendix 19-A *[Document Type Codes and Discipline Codes]*;
 - (E) the sequence number; and
 - (F) revision number;
- (iv) have the ability to track all meta-data, including, but not limited to:
 - (A) unique document number;
 - (B) title;
 - (C) revision number;
 - (D) date submitted;
 - (E) target due date;
 - (F) applicable work package;
 - (G) applicable discipline;
 - (H) applicable sub discipline;
 - (I) client status;
 - (J) stage;
 - (K) author and ownership; and
 - (L) other reference field;

- (v) provide all hardware and software required to operate the computerized information management system required to facilitate a functional interface with the City's information technology systems; provided that any future changes to the computerized information management system required and resulting from an upgrade to, or change by, the City to its information technology systems will be deemed to be a Change and the provisions of Schedule 13 [*Changes*] will apply;
 - (vi) be responsible for backup and storage, in safe custody, of the Project Records and other information in accordance with the requirements of this Agreement, Good Industry Practice and all Applicable Law; and
 - (vii) provide records and details of any specific license requirements required for the City's use of the computerized information management system and ensure that City access to the computerized information management system is a permitted use under the license or other requirements.
- (g) At least once each calendar year, and when reasonably requested by the City for its financial reporting, insurance and audit requirements, Project Co will, to the best of its ability and in good faith, deliver to the City a report summarizing all liabilities, claims, demands, including contingent liabilities, claims and demands, that Project Co has or may have against the City or that may be owing by the City to Project Co. The Parties acknowledge and agree that the contents of any such report or the failure to mention any matter in any such report will not limit either Party's rights or remedies against the other Party as contemplated by this Agreement.
- (h) Not less than 30 days after the delivery of the audited financial statement to lenders, shareholders or partners, Project Co shall provide the City with a copy of Project Co's audited financial statements prepared in accordance with IFRS or GAAP, consistently applied, together with copies of all related directors' and auditors' reports and all other notices and circulars to shareholders or partners, all of which will be treated by the City as Project Co's Confidential Information insofar as is permitted by the *Freedom of Information and Protection of Privacy Act*.
- (i) The City and its employees, agents and other representatives may at any time, at the City's expense, conduct an audit, examination or investigation of all the Project Records (including superseded Records) referred to in this Schedule 19 [*Records and Reports*] and Project Co will make available its facilities, Records and information and provide reasonable assistance, including providing copies, in the conduct thereof. Project Co shall implement any recommendations from the City arising from an audit, examination or investigation.

2. RECORDS MANAGEMENT PROTOCOL

- (a) Project Co will prepare and submit to the City's Representative in accordance with the requirements of Schedule 2 [*Submittal Review Procedure*], a comprehensive records management protocol detailing Project Co's practices and procedures for management, organization, classification, preservation, back-up and safe custody of Records and other information in accordance with the requirements with this Schedule 19 [*Records and Reports*] (the "**Records Management Protocol**"). The Records Management Protocol will include protocols for ensuring the integrity of electronic records over the minimum retention period specified in Section 1(d) and Section 4 [*Records To Be Kept*] of this Schedule 19 [*Records and Reports*], as applicable.

- (b) Project Co shall implement the Records Management Protocol within 60 days following the Effective Date or such other date Accepted by the City in the Submittal Schedule and Register.
- (c) Project Co may need to amend the Records Management Protocol from time to time throughout the Term, as necessary to ensure that the Records Management Protocol at all times remains compliant with the requirements of this Schedule 19 *[Records and Reports]*, Good Industry Practice and Applicable Law. Any proposed amendments to the Records Management Protocol shall be subject to the requirements of Schedule 2 *[Submittal Review Procedure]*.

3. NON-PERFORMANCE EVENTS

Failure by Project Co to comply with the obligations set forth in this Schedule 19 *[Records and Reports]* may constitute Non-Performance Events and may result in adjustments to the Payments, as more particularly provided in Schedule 16 *[Payment Mechanism]*.

4. RECORDS TO BE KEPT

Subject to, and without limiting, Project Co’s obligations pursuant to Section 15.6 *[Consequences of Termination]* of this Agreement, Project Co shall retain, and shall require its Subcontractors to retain the following Project Records for the retention period specified in Sections 1(c) or 1(d), as applicable, in the form contemplated by Section 1(b) of this Schedule 19 *[Records and Reports]*:

4.1 General

	Description of Record	Start of Retention Period	Original Project Record delivered to City
1.	All Records relating to the appointment and supervision of Project Co’s Representative.	Date of cessation of appointment	No
2.	All Project Approvals and other documents relating to Project Approvals, including applications, refusals and appeals.	Date of Project Approval or refusal	Yes
3.	All Records relating to any inspections of the Infrastructure conducted under Applicable Law or by or for any Governmental Authority.	Date of inspection	Yes
4.	All orders or other requirements issued to Project Co by any Governmental Authority.	Date of order or requirement issuance	Yes

	Description of Record	Start of Retention Period	Original Project Record delivered to City
5.	All manuals, procedures, guidelines, policies and other similar records in respect of the Infrastructure.	Date of obsolescence or replacement	Yes
6.	All inspection and testing records and certificates in respect of the Infrastructure or any Infrastructure components and all supporting documentation and records (in particular those relating to any aspects of safety or statutory compliance) relating thereto.	Date of inspection or test	Yes
7.	All Records related to quality management, including the Quality Documentation, Quality Records and other records described in Schedule 9 [<i>Quality Management</i>].	Date of creation of Record	Yes
8.	All Records related to safety and security management, including the date and time of any incidents and any other records described in Schedule 11 [<i>Project Safety Requirements</i>] and Schedule 29 [<i>Security Matters</i>].	Date of creation of Record	Yes
9.	All Records related to external relations, including relations or communications with the public, stakeholders and government agencies, and any other records described in Schedule 12 [<i>Communications and Engagement</i>].	Date of creation of Record	No
10.	All performance monitoring reports and relevant background information.	Date of creation of Record	Yes
11.	All documents relating to the occurrence of Relief Events, Limited Relief Events and Force Majeure Events and the consequences thereof.	Date of Relief Event, Limited Relief Event or Force Majeure Event	Yes
12.	All notices delivered to or received from the City.	Date of delivery or receipt	No

	Description of Record	Start of Retention Period	Original Project Record delivered to City
13.	All Records relating to a referral of a Dispute for resolution pursuant to the Dispute Resolution Procedure.	Date of resolution	No
14.	All Records submitted in connection with any Change or Innovation Proposal.	Date of Change Order Confirmation or notice from City not to accept Innovation Proposal	Yes
15.	All Records relating to a Change in Control of Project Co.	Date of Change in Control	Yes
16.	All Records related to environmental management, and any other Records described in Schedule 10 [<i>Environmental Performance Requirements</i>].	Date of issuance of Record	Yes
17.	All Records related to environmental remediation and waste disposal, including the date and time of any environmental incidents.	Date of issuance of Record	Yes
18.	All Records relating to insurance claims.	Date of resolution of claim	Yes
19.	All Records of internal and external meetings related to the Project, including any minutes, presentation materials and other documents produced for, or in respect of, such meetings.	Date of meeting	No
20.	All Records related to agreements with Subcontractors.	Date of expiration or termination of agreement with Subcontractor	No

	Description of Record	Start of Retention Period	Original Project Record delivered to City
21.	All Records with respect to Non-Performance Events, and all actions initiated by Project Co to respond to and rectify such events.	Date of Non-Performance Event	Yes

4.2 Financial Records

	Description of Record	Start of Retention Period	Original Project Record delivered to City
1.	The Senior Financing Agreements and all other documents and instruments in respect of any financing, including all amendments to such agreements.	Date of issuance of Record	No
2.	All invoices and records of payments, including calculation thereof.	Date of issuance of Record	No

4.3 Design and Construction Records

	Description of Record	Start of Retention Period	Original Project Record delivered to City
1.	All Design Data and information, including notices, reports, test reports, test results and certificates and other documents relating to the Design, the Construction, the Lands and any other relevant lands, including documents relating to planning, design, supply, installation, testing, Commissioning, engineering standards and any other documents described in Schedule 4 <i>[Design and Construction Protocols]</i> or in Schedule 5 <i>[D&C Performance Requirements]</i> .	Date of issuance of Record	Yes
2.	All information, including drawings (including Final Design drawings, revised, supplementary drawings, redline markups of as constructed works, Design Drawings, Record Drawings and shop drawings), specifications, plans, records and other Construction documentation described in Schedule 4 <i>[Design and Construction Protocols]</i> or in Schedule 5 <i>[D&C Performance Requirements]</i> .	Date of issuance of Record	Yes
3.	All schedule information, including the Construction Schedule, Public Art Integration Schedule and all revisions thereto.	Date of obsolescence or replacement	Yes

APPENDIX 19-A
DOCUMENT TYPE CODES AND DISCIPLINE CODES

DOCUMENT TYPE CODES

Code	Description
AUR	Audit Report
CER	Certificate
CON	Contract
DBR	Design Brief / Design Calculations
DDC	Design Development Change
DST	Data Sheet
DWG	Drawing
EQL	Equipment List
EVA	Earned Value
INV	Invoice
LST	List
LTR	Letter
MEM	Memorandum
MNL	Manual (e.g. equipment manuals)
MOD	Model (e.g. 3D CAD model)
MPR	Monthly Progress Report
MSR	Monthly Safety Report
MTO	Material Take-Off
NCR	Non-Conformance Report (NCR)
NTF	Notification

Code	Description
OBJ	Objectives
PER	Permit Request
PLN	Plan
PMP	Project Management Plan
PRC	Process
PRD	Procedure
REG	Register
REP	Report
RFI	Request for Information (RFI)
SCH	Schedule
SOW	Scope of Work
SPEC	General / Standard Specification
SVR	Site Visit Report
SVY	Survey
SWP	Standard Work Procedure
TAR	Traffic Accommodation Request
TBE	Technical Bid Evaluation
TME	Technical Memo
WBS	Work Breakdown Structure
WPR	Weekly Progress Report

DISCIPLINE CODES

Code	Description
AD	Administration
CI	Civil
CO	Communication
CM	Construction Management
DC	Design and Construction
EN	Environmental
FC	Facilities
GE	General
GT	Geotechnical
HS	Health and Safety
LN	Landscape
LV	LRV
OM	Operations and Maintenance
PC	Project Controls
PM	Project Management
QU	Quality
RL	Railway
RD	Road
SE	Sewage/ Sewer
ST	Structural
SR	Stormwater
SW	Signage and Wayfinding
SU	Sustainable Urban Integration
SY	Systems
TC	Traffic Control
TR	Track
UT	Utility

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