

THE CITY OF EDMONTON
DESIGN-BUILD AGREEMENT
CAPITAL LINE SOUTH LRT EXTENSION

Schedule 19
Records and Reports

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SCHEDULE 19

RECORDS AND REPORTS

1. GENERAL REQUIREMENTS

- (a) Design-Builder 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, submitted and generated in Aconex following the City's document control processes and procedures, 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 Design-Builder's normal business practices, the Accepted Records Management Protocol and requirements of Schedule 9 *[Quality Management]*.
- (b) Wherever practical and unless otherwise agreed, Design-Builder 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, Design-Builder will deliver the Project Records identified in Section 4 *[Records to be Kept]* as requiring delivery to the City which the Design-Builder has not previously submitted or provided to the City.
- (d) Subject to Section 1(c), Design-Builder shall maintain all other Project Records for a period of not less than 11.5 years (or more as required by Applicable Law) from the date of creation but Design-Builder will not be obligated to maintain copies of any Project Record that was delivered to the City pursuant to Section 14.5 *[Consequences of Termination]* of this Agreement.
- (e) Design-Builder will only destroy the Project Records which are not required to be delivered to the City pursuant to Section 1(c) of this Schedule, 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 Design-Builder that the City wishes to receive any of the Project Records, then Design-Builder 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, the Design-Builder 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. The computerized information management system shall include 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.

- (g) The Design-Builder shall utilize the comprehensive computerized information management system (Aconex) provided by the City for all Project Records submitted to the City pursuant to Schedule 2 [*Submittal Review Procedure*] or otherwise provided to the City. This information management system shall be used for all communications between the Design-Builder and the City for Project Record submissions including Changes, payment process and quality management system unless otherwise agreed by the City. In utilizing the City's information management system, the Design-Builder shall:
- (i) ensure any required software, hardware and other requirements are in place;
 - (ii) follow the document control processes and procedures outlined by the City and standards in Aconex;
 - (iii) include a reference in a final record to its unique Aconex document number (assigned by the City) and applicable revision with all Project Records sent to the City by Aconex;
 - (iv) in reference to Final Design drawings, supplemental to the document numbering convention above, utilize the secondary drawing numbering convention described in Appendix 4E [*Project Drawing Standards*] of Schedule 4 [*Design and Construction Protocols*] as applicable.
- (h) At least once each calendar year, and when reasonably requested by the City for its financial reporting, insurance and audit requirements, Design-Builder 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 Design-Builder has or may have against the City or that may be owing by the City to Design-Builder. 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.
- (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 and Design-Builder will make available its facilities, Records and information and provide reasonable assistance, including providing copies, in the conduct thereof. Design-Builder shall implement any recommendations from the City arising from an audit, examination or investigation.

2. RECORDS MANAGEMENT PROTOCOL

- (a) Design-Builder 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 Design-Builder'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 (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, as applicable.
- (b) The Records Management Protocol shall include a section confirming the Design-Builder's usage of the City's comprehensive computerized information management system for Project Records submitted or provided to the City as required in Section 1(g) of this Schedule.

- (c) Design-Builder shall submit the Records Management Protocol within 30 days following the Effective Date. Design-Builder shall implement the Records Management Protocol within 90 days following the Effective Date or such other date Accepted by the City in the Submittal Schedule and Register.
- (d) Design-Builder 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, 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 Design-Builder to comply with the obligations set forth in this Schedule 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, Design-Builder's obligations pursuant to Section 14.5 *[Consequences of Termination]* of this Agreement, Design-Builder 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:

4.1 General

	Description of Record	Start of Retention Period	Project Record delivered to City
1.	All Records relating to the appointment and supervision of Design-Builder'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 Design-Builder by any Governmental Authority.	Date of order or requirement issuance	Yes
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>[Construction 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	Yes

	Description of Record	Start of Retention Period	Project Record delivered to City
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
13.	All Records relating to a referral of a Dispute for resolution pursuant to the Dispute Resolution Procedure.	Date of resolution	Yes
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 Design-Builder.	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

	Description of Record	Start of Retention Period	Project Record delivered to City
20.	All Records related to agreements with Subcontractors.	Date of expiration or termination of agreement with Subcontractor	No
21.	All Records with respect to Non-Performance Events, and all actions initiated by Design-Builder to respond to and rectify such events.	Date of Non-Performance Event	Yes

4.2 Financial Records

	Description of Record	Start of Retention Period	Project Record delivered to City
1.	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	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> , Schedule 5 <i>[D&C Performance Requirements]</i> , Schedule 6 <i>[Testing and Commissioning]</i> or Schedule 7 <i>[Construction Completion, Service Readiness and Final Completion]</i> .	Date of issuance of Record	Yes

	Description of Record	Start of Retention Period	Project Record delivered to City
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> , Schedule 5 <i>[D&C Performance Requirements]</i> , Schedule 6 <i>[Testing and Commissioning]</i> or Schedule 7 <i>[Construction Completion, Service Readiness and Final Completion]</i> .	Date of issuance of Record	Yes
3.	All schedule information, including the Construction Schedule, and all revisions thereto.	Date of obsolescence or replacement	Yes