

THE CITY OF EDMONTON
PROJECT AGREEMENT
VALLEY LINE LRT – STAGE 1

Schedule 19

Records and Reports

Edmonton Valley Line LRT – Stage 1
Project Agreement – Execution Version
Schedule 19 – Records and Reports
Date: February 8, 2016

SCHEDULE 19
RECORDS AND REPORTS
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SCHEDULE 19
RECORDS AND REPORTS

1. GENERAL REQUIREMENTS

- (a) Project Co shall 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 Laws; 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) Project Co will deliver originals of the specified Project Records to the City at the end of the retention period specified in Section 3 [*Records to be Kept*] of this Schedule 19 [*Records and Reports*].
- (d) Project Co shall maintain all Project Records for the retention period specified in Section 3 [*Records to be Kept*] of this Schedule 19 [*Records and Reports*], or if no retention period is specified, 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 17.5 [*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 3 [*Records to be Kept*] 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) On the Effective Date, 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, Construction, Operations and Maintenance, 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 and search all such Project Records and other information without payment;
 - (ii) 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;
 - (iii) 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 Laws; and
 - (iv) provide records and details of specific license requirements related to the City's use of the computerized information management system, if any, and ensure that City access to the computerized information management system is a permitted use under the license or other requirements and that maintenance or service agreements provide for City use.
- (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) [General Requirements] and 3 [Records to be Kept] of this Schedule 19 [Records and Reports], as applicable.
- (b) Project Co shall implement the Records Management Protocol on the Effective Date.
- (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 Laws. Any proposed amendments to the Records Management Protocol shall be subject to the requirements of Schedule 2 [Submittal Review Procedure].

3. RECORDS TO BE KEPT

Subject to, and without limiting, Project Co's obligations pursuant to Section 17.5 [Consequences of Termination] of this Agreement, Project Co shall retain, and shall require its Subcontractors to retain the following Project Records for the specified retention period in the form contemplated by Section 1(b) of this Schedule 19 [Records and Reports]:

3.1 General

	Description of Record	Start of Retention Period	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	3.5 years	No

	Description of Record	Start of Retention Period	Retention Period	Original Project Record delivered to City
2.	All Project Approvals and other documents relating to Project Approvals, including applications, refusals and appeals.	Date of Project Approval or refusal	3.5 years	Yes
3.	All Records relating to any inspections of the Infrastructure conducted under Applicable Laws or by or for any Governmental Authority.	Date of inspection	3.5 years	Yes
4.	All orders or other requirements issued to Project Co by any Governmental Authority.	Date of order or requirement issuance	3.5 years	Yes
5.	All manuals, procedures, guidelines, policies and other similar records in respect of the Infrastructure.	Date of obsolescence or replacement	3.5 years	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	11.5 years	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	3.5 years	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	3.5 years	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>Public Communications and Public Engagement</i>].	Date of creation of Record	3.5 years	No
10.	All Performance Monitoring Reports and relevant background information.	Date of creation of Record	3.5 years	Yes

	Description of Record	Start of Retention Period	Retention Period	Original Project Record delivered to City
11.	All documents relating to the occurrence of Relief Events and Force Majeure Events and the consequences thereof.	Date of Relief Event or Force Majeure Event	3.5 years	Yes
12.	All notices delivered to or received from the City.	Date of delivery or receipt	1 year	No
13.	All Records relating to a referral of a Dispute for resolution pursuant to the Dispute Resolution Procedure.	Date of resolution	3.5 years	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	3.5 years	Yes
15.	All Records relating to a Change in Control of Project Co.	Date of Change in Control	11.5years	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	11.5 years	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	3.5 years	Yes
18.	All Records relating to insurance claims.	Date of resolution of claim	3.5 years	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	11.5 years	No
20.	All Records related to agreements with Subcontractors.	Date of expiration or termination of agreement with Subcontractor	11.5 years	No

	Description of Record	Start of Retention Period	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	3.5 years	Yes

3.2 Financial Records

	Description of Record	Start of Retention Period	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	End of Term	No
2.	All invoices and records of payments, including calculation thereof.	Date of issuance of Record	11.5 years	No

3.3 Design and Construction Records

	Description of Record	Start of Retention Period	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	End of Term	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	End of Term	Yes
3.	All schedule information, including the Construction Schedule, Public Art Integration Schedule and all revisions thereto.	Date of obsolescence or replacement	3.5 years	Yes

3.4 Operations and Maintenance Records

	Description of Record	Start of Retention Period	Retention Period	Original Project Record delivered to City
1.	All documents relating to Operation and Maintenance of the System required by this Agreement including other records and reports described in Schedule 7 [<i>O&M Performance Requirements</i>].	Date of creation	3.5 years	Yes
2.	All certificates, licences, registrations or warranties related to the Operations and Maintenance.	Date of issuance of Record	End of Term	Yes