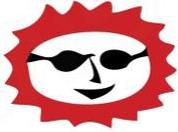


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Commercial/Industrial - HVAC



Vendor Application Book





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VENDOR APPLICATION FORM

To Whom It May Concern:

Thank you for your request to be included in our vendor database. Please email or fax this page along with a complete W-9. Attached are the terms and conditions, please review.

Today's Date: _____

Please check one: New Application Revised Application

Business Name: _____

Business Address: _____
Street City State Zip

Mailing Address: _____
(If different) Street City State Zip

Business Phone: _____ Business Fax: _____

Contact Name: _____

Contact Title: _____

Email Address: _____

Federal ID or SSN#: _____

Ownership and Organization (Check one):

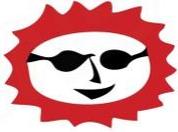
Individual Partnership Corporation Non-Profit Organization

Type of Vendor:

Distributor Manufacturer/Producer Wholesaler Retailer Construction

Consulting Service Other: _____

Does your company accept purchase orders? Yes No



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Please briefly describe the goods or services your company provides: _____

Are you consider to be a:

Supplier of goods/materials. Sub-contractor providing services.

Both, Supplier of goods/materials and Sub-contractor providing services.

Authorized Representative Acceptance of Supplier & Sub-Contractor Terms & Conditions:

Representatives Name	Representatives Title	Date
----------------------	-----------------------	------

If you have any questions, please do not hesitate to contact the Purchasing Department.

Sincerely,

Maria Elba Omella

Purchasing

Phone: (909) 947-0535

Fax: (909) 947-5205

m.omella@aircontrolspecialties.net

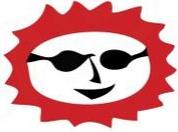
Austin Nunes

Field Operations/Sales Manager

Phone: (909) 947-0535

Fax: (909) 947-5205

a.nunes@aircontrolspecialties.net



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Introduction

Hello from Air Control Specialties, Inc. This new procurement process was developed to aid our goal of a faster, more efficient, and overall a better experience to ACS clients'. Going forward this new method of procurement enables ACS vendors to have a fair and open opportunity for various products, sub-contracting, and materials we procure from time to time.

All vendors are to follow all local and state laws and municipal codes when supplying goods and services to Air Control Specialties. The information outlined in this packet

Air Control Specialties selection process will be based on the following categories. The supplier who can meet our needs in the fastest, most efficient, and best possible experience will be chosen.

Our Core Areas of Focus:

- **Quality:** The best possible brands and products for our customers for the application.
- **Service:** Exceptional customer service and support.
- **Location:** Vendors who are near our projects or office locations.
- **Cost:** Getting goods and services at the best possible pricing.
- **Time:** Vendors who carry the selected products in stock.

By following these core qualities every time we procure products or services our clients can be ensured they receive best possible experience.

Since the procurement process changes everyday Air Control specialties reserves the right to cancel, modify, or change the procurement process or awarded suppliers at any time for any reason.

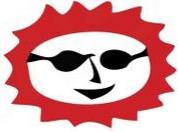
Our goal with our vendors is to see them grow as we grow. Having such a commitment and loyalty comes from both ACS as well as our vendors. So we are always looking to do business with the best.

Thank you for your time and support to Air Control Specialties, Inc. Your interest is greatly appreciated.

Thank you,

Austin Nunes

Field Operations & Sales Manager



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Supplier & Sub-Contractor Terms & Conditions

Overview

The following terms and conditions applies to **ANY** product or service Air Control Specialties acquires. It is very important that all of our vendors and suppliers understand how we do business. Air Control Specialties does business differently than other HVAC contractors. Our unique approach is focused on customer service, quality, and an overall best in class customer experience. With such a unique approach we look for the best possible vendors who treat their clients'' in the same manner.

Client Contact

Primary Air Control Specialties Contacts

All communication with Air Control Specialties should be directed to the Primary Air Control Specialties Contact. For Suppliers of consumer packaged goods or other retail Products, the Primary Air Control Specialties Contact will be the Air Control Specialties Buyer. For manufacturing and supply items, the Primary Air Control Specialties Contact will be your Manufacturing/Supply Purchasing contact. It is critical for the Primary Air Control Specialties Contact to remain informed on all aspects of the Supplier's business to avoid communicating or making decisions based on incomplete or inaccurate information.

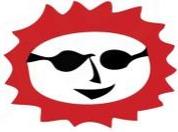
Secondary Air Control Specialties contacts

In many cases, the Primary Air Control Specialties Contact may provide a Supplier with Secondary Air Control Specialties Contacts who represent specific business areas within Air Control Specialties. A Supplier must never attempt to establish a secondary point of contact on its own, or otherwise attempt to circumvent the Primary Air Control Specialties Contact.

Service Provider Management

Broker Management

Air Control Specialties recognizes that some Suppliers utilize brokers as agents to interact with Air Control Specialties and to serve as Air Control Specialties' primary point of contact ("Broker(s)"). The contract between the Broker and the Supplier should define the authority being delegated to the Broker in specific terms. Air Control Specialties expects all Brokers to act only within the authority granted to them by the Supplier. Air Control Specialties bears no responsibility to determine if a Broker is acting within or outside of the authority delegated by the Supplier. Any action performed by the Broker on behalf of a Supplier, whether authorized



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by the Supplier or not, is considered to be endorsed by such Supplier. In addition, offers signed or submitted by the Broker on behalf of Supplier are considered to be valid offers and will be handled by Air Control Specialties as such.

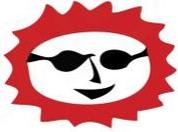
Utilizing Demo Company Services

Air Control Specialties will allow only approved Demo Companies to conduct Product demonstrations in Air Control Specialties Stores. Any company that wishes to perform Product demonstrations in Air Control Specialties Stores (“Demo Company”) must seek approval by contacting the Retail Director of Merchandising for the Air Control Specialties division in which they operate. The approval process may take up to three weeks. Suppliers wishing to utilize a Demo Company to perform a Product demo may obtain a list of approved Demo Companies from their Primary Air Control Specialties contact. All Demo Companies must provide a valid certificate of liability insurance and comply with all insurance requirements as defined in these SP&G. A new certificate of insurance must be provided to the Air Control Specialties Risk Management department prior to the expiration of the current certificate. Air Control Specialties reserves the right to terminate the approved status of any Demo Company in its discretion and without prior notice.

Service Provider Management

Carrier Management

Transportation service providers (“Carrier(s)”) that transport Products to or from Air Control Specialties play a significant role in Air Control Specialties’ efforts to develop and maintain an efficient supply chain. Air Control Specialties expects Carriers to comply with all guidelines in this section and with all applicable supply chain management guidelines included in the Supply Chain Management section of this document. All Carriers must be duly qualified to transport Products in: • Interstate commerce under the authority issued by the U.S. Department of Transportation (“DOT”) or • Interstate commerce under the authority issued by the former Interstate Commerce Commission (“ICC”) or • Intrastate commerce under the authority issued by the state or states involved. In cases where a Supplier utilizes a Carrier to transport Product to or from Air Control Specialties, the Supplier shall be accountable for the responsible handling and transportation of their Products by the Carrier. In all cases where Supplier is responsible for the handling and transportation of its Products, Supplier shall ensure that the applicable bill of lading is marked “prepaid”. Supplier shall provide carriers with a copy of Air Control Specialties Product Transportation Specifications and require the Carrier to comply with such specifications through the contractual arrangement with the Carrier.



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Transportation Brokers

Air Control Specialties may from time to time hire transportation brokers to obtain Carriers to transport Product to or from Air Control Specialties. Any transportation broker who is approved by Air Control Specialties shall ensure that any Carrier that it hires to ship Product for Air Control Specialties is provided a copy or a link to these SP&G. The contract between the Broker and the Carrier must provide that the Carrier can seek payment for the shipment only from the Broker and that the Carrier is not entitled to seek payment from the consignor or consignee. These payment terms supersede and take precedence over any bill of lading terms or conditions found in the particular bill of lading used by a Carrier for a shipment.

Supplier On-Site Conduct

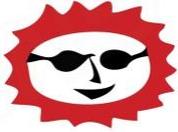
Requesting an Appointment

All meetings with Air Control Specialties associates at any Air Control Specialties offices require an appointment. Appointment requests will be evaluated based on the information submitted and will be accepted, declined, or deferred to a later date.

Checking In and Out at an Air Control Specialties Office or Job Site

All Supplier representatives must follow the rules below to check in when arriving at an Air Control Specialties office, distribution center, job site, or any given location.

- Stop and identify yourself to the Air Control Specialties point of contact or at the front desk to gain access to the property.
- Follow the directions of the Air Control Specialties point of contact to find the designated parking and work areas. Park only in designated areas unless specifically told otherwise by the point of contact.
- Sign in at the appropriate security post/reception area and follow the instructions of the Air Control Specialties security officer/receptionist.
- Do not leave the reception area and enter the facility unless an Air Control Specialties associate is escorting you or a prior arrangement has been made.
- Do not visit with any Air Control Specialties associates unless directed to do so.
- Do not visit with any Air Control Specialties clients unless directed to do so.
- Check out at the appropriate security post/reception area if the facility being visited requires it. If unsure, return to the reception area and ask prior to departure.



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Dress code at Air Control Specialties

Air Control Specialties associates are expected to dress in business attire when meeting with a Supplier. We encourage our Suppliers to maintain the same level of professionalism when calling on our office associates. In some special cases, the Supplier may wear business casual attire if the nature of the meeting warrants it and it is jointly arranged with the Air Control Specialties Contact ahead of time.

Dress code at Air Control Specialties Sites

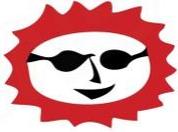
Supplier representatives should adhere to the following dress code when conducting business at an Air Control Specialties offices or client job sites.

- Clothing needs to be neat. If uniforms/company shirts are provided, they must be worn during each store visit. Black or very dark jeans (no holes, not faded, properly fitted and worn) are permitted. Blue jeans in any condition are NOT permitted. Sloppy, old, and/or torn clothing is not acceptable (some examples include faded/torn jeans, baggy shorts, sweat pants, t-shirts with advertisements, tank tops, or flip-flops).
- Hair should be neat (professional and/or business style).
- Male associates without facial hair should be clean shaven; with facial hair they should be neat and trimmed.
- Body jewelry is not allowed.

On-site Safety Guidelines

When on-site at any Air Control Specialties facility or job site all Supplier representatives must follow the following safety guidelines:

- Non-working family members are not permitted in Air Control Specialties Stores and work areas while an associate or agent is working.
- Supplier representatives should immediately report any unsafe conditions or hazards of concern to the Air Control Specialties Manager-in-Charge.
- Supplier representatives must immediately report to the Air Control Specialties Manager-in-Charge any injury to a Supplier representative (including themselves), an Air Control Specialties associate, or a customer.
- While working in an Air Control Specialties job site, Supplier representatives must maintain a work area free of any conditions that may be hazardous to themselves or others.
- In order to further maintain a safe and secure environment, Air Control Specialties will not tolerate any assault, threat of injury, or act of violence towards any individuals. This includes:



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- hitting, pushing or kicking;
 - obstructing, restraining, or blocking the movement of another person in order to injure, threaten, or anger the other; and
 - making statements which threaten physical harm or are intended to anger an individual.
- Any act of violence as indicated above (whether Supplier initiated or not) may result in Supplier being asked to leave the premises permanently and may be reported to law enforcement.

Prohibited Items

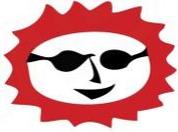
At Air Control Specialties, we share the belief that each of us should be able to work in a safe and secure environment. In order to maintain such an environment, no Suppliers are permitted to bring the following items into any Air Control Specialties vehicle, Air Control Specialties building, parking lot surrounding an Air Control Specialties building, an Air Control Specialties client location, or any Air Control Specialties meeting or function:

- Any type of firearms (whether loaded or not)
- Switchblade knives or knives with blades longer than 4 inches if not required by job function
- Explosives
- Any objects or substances carried for the purpose of harming or threatening others.

Customer Service

Providing premier customer service is a fundamental expectation for all Air Control Specialties associates. As your employees or agents are working in our client's location, we expect that they will provide the same level of service that our associates are expected to provide. It is our goal to give our customers 100% of our attention. This includes

- acknowledging all customers they come in contact with
- remaining aware of customers when working on an job site by moving out of a customer's way
- refraining from using personal electronic devices (including cell phones or earbuds/earphones) while on the job site and
- being respectful of Air Control Specialties associates and customers at all times by avoiding abrasive or derogatory language. The use of profanity, on or off the job site is not tolerated.



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Stocking Standards

Our customers expect all products within our stores to be stocked in a clean, organized and consistent manner; regardless of whether they were stocked by an Air Control Specialties associate or an employee or agent of your company. While any employee or agent of your company is stocking they must ensure

- Aisles aren't blocked by equipment or product and cardboard and plastic is stored safely off the floor at all times
- Products are stocked in neat, straight rows and according to the correct planogram for the store
- Product labels face forward
- Products have the proper shelf tags (avoid handwritten tags and signs) and
- All products are rotated when stocked and no products are out of date and left on the shelf.

Use of Personal Electronic Devices

Use of a personal electronic device including cell phones or earbuds/earphones while on the Air Control Specialties job site is prohibited. In the event a supplier representative needs to answer a call, make a call, text or email, they should remove themselves from the job site. It is Air Control Specialties' goal to give its customers 100% attention. Unless authorized by Air Control Specialties management, Supplier and Broker employees are not allowed to photograph clients property or Air Control Specialties associates. Without an authorization letter for photography of a specific purpose, Air Control Specialties' Store Management teams will ask our suppliers and brokers to cease taking pictures.

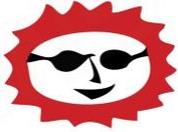
Language

The use of profanity, on or off the job site is not permitted.

Presenting Products to Air Control Specialties

Background

The number of Products available to Air Control Specialties increases every year. Air Control Specialties operates centralized category management and purchasing departments to evaluate and make purchase decisions on the wide variety of Products offered to us. This section provides the guidelines for presenting Products to Air Control Specialties.



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Determining where to present your product

Air Control Specialties has divided the Product purchasing responsibilities among several business areas. Each of the business areas listed below is responsible for managing specific types of Products offered to Air Control Specialties.

Service Department

- O.E.M. Parts & Supplies
- Aftermarket Parts & Supplies
- Sub-Contractor Services

Construction Department

- New Equipment & Supplies
- Bulk Material & Supplies
- Sub-Contractor Services

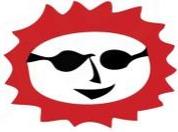
Rental Department

- New Equipment & Supplies
- Sub-Contractor Services

Information required with new retail product presentations

When presenting a retail Product, Suppliers should, at a minimum, provide the information listed below. • Two mass production samples of the finished retail Product or, for Products not yet in production, two samples of the retail Product along with an image or mock-up of its retail packaging.

- The Product information needed to create the item in Air Control Specialties' systems.
- Information related to the viability of the new Product, including:
 - Target demographic of the Product (i.e. who is expected to buy this product)
 - Differentiating Product characteristics (i.e. what differentiates the product from other products currently being sold) and
 - Expected cannibalization (i.e. what Products customers are currently buying to meet their need)
- Information regarding the planned support of the Product, including:
- The amount of consumer direct advertising in the Air Control Specialties market areas.



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- The amount of incremental promotional resources available to promote the Product at Air Control Specialties.
- A recommended promotion schedule to promote the Product at Air Control Specialties.
- Information regarding the business potential to Air Control Specialties including projected sales, business penetration and cannibalization.

Presenting Innovative New Products

Air Control Specialties supports the introduction of innovative new Products and will sometimes act quickly in an effort to be first to sell them. Air Control Specialties requires notification of all new Product launches no less than 60 days prior to the Product's first ship date. Air Control Specialties will determine (based on the information provided) if immediate action is appropriate.

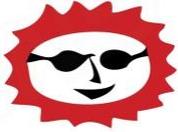
Test Markets

To ensure fair and equitable treatment, Suppliers must notify Air Control Specialties of any product test market studies being conducted in our market areas and offer Air Control Specialties the option to participate. Air Control Specialties recognizes and will support the use of "product test markets" but reserves the right to decline participation. Test market product considerations must be presented with the same forms and documentation that Suppliers would provide for a new item.

Information Management

Providing Information to Air Control Specialties

Any information required by Air Control Specialties should be submitted to your Primary Air Control Specialties Contact (or such other person as specified by your Primary Contact) by using a standardized Air Control Specialties business form. All Suppliers are responsible for providing Air Control Specialties timely and accurate updates to information previously submitted. Air Control Specialties may occasionally request additional information from Suppliers regarding their company, Products, programs, or services. Suppliers must respond to all requests for information as quickly and accurately as possible. It is the Supplier's responsibility to notify Air Control Specialties of changes to points of contact and their contact information. Air Control Specialties will not assume any responsibility for information sent to an address or email address which was not kept up to date by the Supplier.



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Air Control Specialties Business Forms

To operate efficiently, Air Control Specialties must collect and maintain specific information about our Suppliers and their Products. It is our goal to facilitate the collection of information using the Air Control Specialties vendor system. Information not collected via the Air Control Specialties vendor system should be submitted to your Primary Air Control Specialties Contact using a standardized Air Control Specialties business form. The purpose of this section is to provide information about the various Air Control Specialties business forms and their use.

Supplier/product information forms

- The vendor application form is an overview of what each supplier and sub-contractor has to offer to Air Control Specialties.
- The Certificate of Insurance is used to obtain proof that the Supplier's insurance meets Air Control Specialties' Insurance Guidelines.
- The Standard Non-Disclosure Agreement is intended to protect the confidentiality of information Air Control Specialties shares with its Suppliers.

Submitting Completed Forms

All forms must be fully completed, accurate, and submitted to the Primary Air Control Specialties Contact within the time period specified in these guidelines or as otherwise designated by the Primary Air Control Specialties Contact. The forms must be signed and dated as specified on the form.

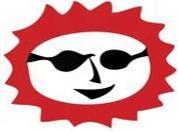
Current Versions of all Forms

Air Control Specialties requires that all Suppliers use the latest version of the Air Control Specialties standard business forms. Current versions of all Air Control Specialties standard business forms are available on the Air Control Specialties website www.aircontrolspecialties.com.

Additional Information Management

Confidentiality

Suppliers are required to maintain absolute confidentiality of all Air Control Specialties information.



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Social Responsibility

Employment matters

Air Control Specialties considers providing a safe and healthful workplace a general duty of all Suppliers and expects all Suppliers and treat their workers fairly and with dignity. Suppliers must maintain safe working conditions, a healthy work environment and pay their workers a fair wage. Suppliers must comply with all applicable laws in the location where the work is performed. Air Control Specialties maintains a zero tolerance policy for peonage or Products produced with any form of forced labor.

Environmental Matters

All Suppliers must demonstrate good stewardship of the environment through a commitment to reduce the environmental impacts of their operations. Air Control Specialties encourages all Suppliers to improve their sustainability performance by:

- Implementing resource conservation practices (such as water and energy management programs).
- Measuring, reporting and reducing greenhouse gas emissions.
- Implementing waste minimization practices including the reduction, reuse and recycling of byproduct waste streams.
- Packaging improvements including the use of more environmentally friendly materials.
- Promoting sustainable business practices throughout the supply chain.

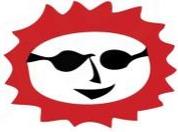
Ethical Guidelines

Ethical Business Standards

Air Control Specialties is committed to the highest standards of ethics and integrity. We demonstrate this commitment by steadfastly adhering to high moral principles and professional standards. Air Control Specialties expects all Suppliers to conduct their business with a similar commitment and to meet or exceed the standards to which Air Control Specialties has committed in all of our business practices.

Air Control Specialties Code of Ethics

Air Control Specialties has adopted a Code of Ethics outlining our core values and the expectations we have of our associates. As an Air Control Specialties Supplier, you are expected to support each Air Control Specialties associate and customer by complying with the ethical standards outlined in these guidelines. The Code of Ethics and these guidelines include many principles for doing the right thing, but no simple set of rules will address every situation. Good



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choices require thoughtful evaluation and sound judgment. The Code of Ethics and these guidelines are founded on the following core values: Air Control Specialties has a responsibility to:

Our Clients

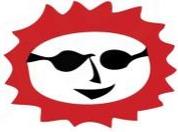
- Clients are the reason we exist. We are passionately focused on customer value and must deliver quality products and premier service at a fair price. As Suppliers, you are expected to assist Air Control Specialties in meeting this expectation.
- We are committed to providing our customers a safe work environment, which includes the safety of our job sites and products. Each Supplier is expected to help identify and control areas of risk.

Our Associates

- Air Control Specialties associates are the source of our success. We are dedicated to the dignity, value, and employment security of our associates. Suppliers should not place Air Control Specialties associates in situations that could result in a conflict of interest or other unethical behavior.
- Air Control Specialties associates cannot accept any gift or any premium for their own use or consumption from any Supplier or Supplier representative. Entertainment, including meals, paid for by Suppliers could result in inappropriate influence and is therefore not permitted.
- Our Suppliers
- We depend on our Suppliers to provide the high quality products and services our customers demand. We expect relationships with our Suppliers to be professional, to be based on high ethical standards, and to be compliant with our Supplier Policies and Guidelines.
- Suppliers' actions must be ethical and honest, as well as comply with applicable laws, rules, and regulations. We are committed to complying with laws that apply to the purchase, sale, export, import and other relationships with our Suppliers, and we expect our Suppliers to do the same. In particular, Air Control Specialties expects all Suppliers to comply with, and to support Air Control Specialties in its compliance with, all applicable antitrust and import/export laws.

Our Communities

- We are responsible to the communities in which we live and work. We strive to be a responsible citizen in our communities and encourage Suppliers to do the same.



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Reporting a Violation

Failure to report a violation of the Ethics guidelines above can be viewed as condoning the violation. Therefore, reporting all violations is very important. To report a violation, call the Air Control Specialties Ethics Line at (909) 947-0535. When calling, you do not need to identify yourself unless you want to.

Supplier Gifts and Entertainment Policy

Personal Purchases from Suppliers

Air Control Specialties associates may make personal purchases from Suppliers only under the following circumstances: Any personal purchases from a Supplier must be at fair market value and otherwise on the same terms and conditions as are available to other associates. The associate must notify his or her supervisor and receive permission from the appropriate manager before the transaction may occur.

Regulatory Requirements

Air Control Specialties Product Transportation Specifications

All vehicles and equipment used to transport product to Air Control Specialties must be clean and in such sanitary condition so as to prevent material from becoming damaged during transportation operations.

For less than full load vehicles with Air Control Specialties product on board, carrier will not allow non- Air Control Specialties product to be placed above Air Control Specialties product, and Air Control Specialties product must be separated from non- Air Control Specialties product by packaging or a physical barrier.

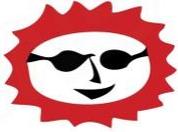
Additional requirements apply to bulk shipments and other shipments intended for Air Control Specialties facilities.

Guarantees

General compliance guarantees

Suppliers are required to provide the guarantees below as a condition of doing business with Air Control Specialties. Supplier hereby provides the following guarantees:

- The Product provided by the Supplier to Air Control Specialties is, as of the date of shipment or delivery, compliant with all federal, state and local laws, rules and regulations applicable to such Product and to the sale, shipment or delivery of such Product, including all labeling and disclosure laws and regulations.



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- The Supplier will comply with all applicable federal, state, and local laws and regulations relating to employment, discrimination, the environment, safety and health.
- The Supplier will at all times maintain proper federal, state, and/or local registrations, licensing, and permitting with regard to the Products or services being provided. Upon request from Air Control Specialties, the Supplier will provide proof of such registrations, licensing, and/or permitting.
- The Supplier will comply with all applicable OSHA standards for general industry, the Occupational Safety and Health Act (OSH Act), and other relevant laws. Suppliers must also comply with the General Duty Clause of the OSH Act, which requires employers to keep their workplace free of serious recognized hazards.

Supplier Guarantee of Air Control Specialties' Rights

The Supplier will comply with any policies and procedures adopted by Air Control Specialties in order to comply with applicable laws and regulations.

Other Terms and Conditions

Notifications or Communication

All notices required or permitted by these Supplier Policies and Guidelines shall be in writing, sent postage prepaid, registered or certified mail, return receipt requested to the Air Control Specialties Primary Contact with a copy to Air Control Specialties' General Counsel.

Right to Audit

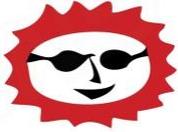
Air Control Specialties or its designee shall have the right to audit Supplier's, and its subcontractors' or agents' facilities, processes and records to confirm compliance with Supplier's obligations under these Supplier Policies and Guidelines.

Non-Exclusivity

Unless explicitly agreed to in writing executed by an Officer of Air Control Specialties, Air Control Specialties shall not be deemed to have entered into an exclusive agreement with any Supplier, nor shall Air Control Specialties' plans or projection documents be considered purchase or volume commitments.

Waiver of Rights

Air Control Specialties' waiver of any breach or failure to enforce any of the terms or conditions of these Supplier Policies and Guidelines at any time shall in no way affect, limit or waive its rights hereafter to enforce strict compliance with every term and condition herein.



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Termination

Air Control Specialties shall have the absolute right in its sole discretion to terminate any part or all of its relationship with Supplier at any time for any reason.

Independent Contractor

The relationship between Air Control Specialties and Supplier shall never be construed as an employment, a partnership, a joint venture, an agency or any other relationship other than that of an independent contractor.

Critical Concern Notifications

Air Control Specialties recognizes that our clients rely on us to remain knowledgeable about the Products we sell and the Suppliers with whom we do business. Customers expect Air Control Specialties to act swiftly and responsibly to safeguard their health, safety, and welfare when the need arises. Air Control Specialties relies on our Suppliers to keep us informed of all issues that may raise customer concerns about our Products or our Suppliers. All Suppliers must notify their Primary Air Control Specialties contact of any issues which may become public knowledge and may negatively impact our customers' perception of Air Control Specialties, the Supplier, the Supplier's Products, or retailers who sell the Supplier's Products. Any such issues must be communicated to Air Control Specialties immediately upon discovery of the issue by the Supplier.

Customer Product information

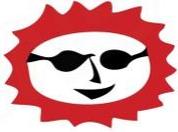
Air Control Specialties may share Product information with our customers, such as product images, dimensions, and general product information in various ways.

Supplier Financial Stability

Any significant change in the economic viability of a Supplier must be communicated to Air Control Specialties. In the event that a Supplier determines to file bankruptcy, the Supplier must provide at least thirty (30) days advance notice to Air Control Specialties' General Counsel and to the Primary Air Control Specialties contact, together with an explanation of the circumstances that cause the need to file bankruptcy. It is essential that Air Control Specialties' customers be adequately protected from any supply interruptions.

The following applies to any Supplier that files bankruptcy:

- If Air Control Specialties has paid in advance for shipment, Air Control Specialties will be deemed to be the owner of the Product upon payment.



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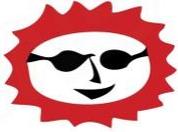
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- Any payments due to the Supplier (or debtor in possession) after a bankruptcy filing may be made jointly to the Supplier and any trustee that may be appointed in the case or to the trustee directly at Air Control Specialties' discretion.
- Proper notice to Air Control Specialties in any Supplier bankruptcy must be provided to the Primary Air Control Specialties contact and Air Control Specialties' General Counsel.

Ownership of Intellectual Property

Unless otherwise agreed in writing by Air Control Specialties and Supplier, any copyrightable works, ideas, discoveries, inventions, patents, products, intellectual property, or other information (collectively the "Work Product") developed in whole or in part by Supplier in connection with the services rendered to Air Control Specialties shall be deemed a "work made for hire" for the benefit of Air Control Specialties, as such term is defined in Section 101 of the Copyright Act of 1976, as amended, and as such Air Control Specialties shall own and shall continue to own all right, title and interest in and to such Work Product, including without limitation all copyrights and renewals and extensions of copyright therein.



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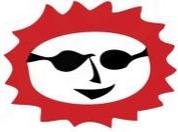
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Insurance Requirements

INSURANCE. Prior to commencement of any work, and until all obligations under this contract are fulfilled, Subcontractor and any lower tier Subcontractor shall, at its sole expense maintain not less than the following coverage and limits of insurance which shall be maintained under forms of policies and from insurance companies satisfactory to owner. Insurance shall be placed with insurers with a A.M. best rating of not less than A-VII, for insurers licensed to do business in the jurisdiction in which the project is located. A rating of A X is permitted for “non-admitted” carriers, subject to requirements of specific Prime Contract(s) incorporated in this Agreement.

1. Workers’ Compensation Insurance is compliance with applicable Federal and State Laws. A waiver of subrogation endorsement in favor of the contractor and Owner if required by Prime Contract.
2. Employers Liability Insurance With a limit not less than \$1,000,000 per accident or disease in the jurisdiction where you operate.
3. Commercial General Liability Insurance, on an ISA occurrence coverage form CG0001 or its equivalent with limits of insurance not less than:
\$1,000,000 Each occurrence
\$1,000,000 Personal & advertising injury
\$2,000,000 General aggregate
\$1,000,000 Products-completed operations aggregate
Coverage shall include:
 - Per project general aggregate endorsement.
 - Explosion, collapse and underground coverage
 - Coverage for claims arising out of subsidence or earth movement
4. Automobile Liability Insurance with limits not less than \$1,000,000 each accident and insuring liability arising out of the ownership, maintenance or use of any owned, hired, borrowed or non-owned vehicles.
5. Excess Liability Policy which provides “following form” (or broader) coverage, in the limits set forth below. Excess limits will be in addition to the primary limits for Employers Liability, Commercial General Liability and Automobile Liability shown in item 2.,3. and 4. above.
\$4,000,000 Excess Liability Limit (including first dollar defense):
Such Excess Liability shall be primary coverage and any other coverage carried by Owner or Contractor shall be excess insurance and will not contribute with this insurance.
6. Evidence of insurance on the above insurance requirements shall be provided on a certificate of Liability Insurance (Acord form 25-s) providing nit less than 30 days notice of cancellation by deleting “endeavor to” and “but failure to mail such notice shall impose no obligation or liability of any kind upon the company, it’s agents or representatives”.



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Certificates of insurance, and required endorsements shall be provided for 2 years following completion of the project.

7. Additional insured endorsements to the Commercial General Liability Policy is required and will name Contractor and Owner as additional insured on ISO form CG 2010 1185 (or its equivalent) and provide such insurance is primary coverage and any coverage carried by Owner or Contractor is excess insurance and will not contribute with this insurance.
8. Furnishing insurance certificates and additional insured endorsements to Contractor or Owner shall in no way limit or relieve Subcontractor of their duties and responsibilities in this agreement. If higher limits or other forms of insurance are required by Owner, Contractor will immediately comply with such requirements. Subcontractor shall refurnish certified copies of their insurance policies upon request from the Owner.

CLAIMS RESOLUTION. Any claims resolution incorporated in the Prime Contract shall be deemed incorporated in the related work project or operations performed by Subcontractor for Contractor, and shall apply to any disputes arising hereunder. In the absence of a claims resolution procedure in the Prime Contract the parties hereto SHALL/SHALL NOT (CIRCLE ONE) be obligated to submit any and all claims, except those which have been waived by the making or acceptance or final payment, to binding arbitration which shall be conducted in accordance with the Construction Industry Arbitration Rules of the American Arbitration Association, and the award rendered by the arbitrator(s) shall be final and judgment may be entered upon it in accordance with the applicable law in any court having jurisdiction.

WARRANTY. Subcontractor warrants to Owner and Contractor that all materials and equipment furnished shall be free from faults and defects and of good quality. Subcontractor hereby warrants its work against all deficiencies and defects for the period required by the Prime Contract or the longest period permitted by the law of this State, whichever is longer.

CONTRACTORS ARE REQUIRED BY LAW TO BE LICENSED AND REGULATED BY THE CONTRACTORS STATE LICENSE BOARD. ANY QUESTIONS CONCERNING A CONTRACTOR MAY BE REFERRED TO THE REGISTRAR OF THE BOARD.