



GEOTEAM

Amulsar Gold Project
Contractor Management Plan

May 2016

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Glossary

Geoteam	Geoteam CJSC
The Project	Amulsar Project
EBRD	European Bank of Reconstruction and Development
IFC	International Finance Corporation
HGVs	Heavy Goods Vehicles
PPE	Personal Protective Equipment

1 INTRODUCTION

Lydian International, and its wholly owned Armenian subsidiary, Geoteam CJSC (Geoteam), is developing the Amulsar Project (the Project), located in central Armenia, into an operational gold mine with associated process facilities. The Amulsar mine will exploit a gold deposit using open pit mining methods, transporting waste rock to the Barren Rock Storage facility (BRSF) and ore to the Primary Crusher, overland conveying to the Heap Leach Facility (HLF) and leach processing techniques using dilute cyanide solution. The Project has received approval of its Environmental Impact Assessment (EIA) and has been granted its requisite Armenian Mining Licence for the proposed mine and all construction activities.

Geoteam is required to operate under normal environmental regulations, as set out by the relevant Armenian legislation and regulations. As such, the Project is subject to various environmental and social commitments arising out of the required Armenian Environmental Impact Assessment (EIAs or ShMAG, which were submitted for assessment approval for permitting), exploration licences, mining licence for mineral rights, water use and discharge, air emissions and other relevant permits. There are no specific environmental restrictions or known past liabilities with respect to the Amulsar Project area that could impede the planned project development.

Geoteam has also prepared a comprehensive *Environmental and Social Impact Assessment* (ESIA) in line with *Equator Principles Version 3 (EP III, effective from June 2013)*. The project ESIA fulfils the standards, requirements and guidelines of Lydian's institutional shareholders, namely the European Bank of Reconstruction and Development (EBRD) and International Finance Corporation (IFC). The ESIA is the foundation for the Environmental and Social Management System (ESMS) and the Occupational Health and Safety Management System.

2 PURPOSE

The purpose of this construction phase Contractor Management Plan (cpCMP) is to establish the basis for implementation methodologies for contracting that will ensure that the requirements of the Environmental, Social, Health & Safety (ESHS) management framework. Geoteam will use this cpCMP during the execution of the Amulsar Project to ensure that the following components will be developed and implemented by Geoteam and its contractors;

- Policies for Environmental, Social, Health & Safety;

- Management Systems;
- Standards and procedures;
- Management Plans;
- Standard Operating Procedures.

Geoteam corporate policies for Environmental and Safety (E&S) and Health and Safety (H&S) embody the philosophy of “Zero Harm”. The requirements promulgated within the various components of the Environmental, Social, Health & Safety (ESHS) management framework will be gathered and consolidated into lists of contractor ESHS requirements for incorporation into the contract documents.

3 CONTRACTOR ESHS REQUIREMENTS

In 2008, Geoteam management initiated the drafting of the operational policy framework. This framework has been updated (July 2013 and revised in July 2014) with the following key corporate policies:

- Environmental Policy;
- Social Policy;
- Community Policy;
- Human Resources Policy;
- Occupational Health and Safety Policy;
- Whistle Blower Policy;
- Anti-Corruption Policy; and
- Disclosure and Confidentiality
- Code of Conduct

These policies, and any future policies, will apply to all activities of the Geoteam. These policies will also be incorporated in commercial contracts and their appendices. Contractors will be contractually bound to adhere to the policies through reference to their own comparable policies; in the event that the Contractor lacks policies required by the Geoteam’s, contractors will develop and implement such policies for review and approval by the Commercial Manager.

The senior management team of Geoteam are committed to meeting best practices for environmental and social management. Geoteam sees great value in operating in line with leading practice, and it is in the Geoteam’s best interests to systematize practices and continually strive to improve its performance.

Environmental, social, health, and safety (ESHS) commitments generated are summarized in the *ESIA Commitment Register*, Attachment “A”. The commitments are being managed by Geoteam through the Environmental and Social Management System (ESMS) and the Occupational, Health and Safety Management System (OHSMS). The ESMS and OHSMS include discipline-specific Management Plans (MPs), Standards and Procedures that detail requirements placed upon both the Geoteam and its contractors in order to fulfil the Project’s ESHS commitments.

3.1 ESMS HIERARCHY

The general over-arching hierarchy of Environmental, Social, Health & Safety (ESHS) management processes that embody and reference applicable Geoteam corporate policies are as follows:

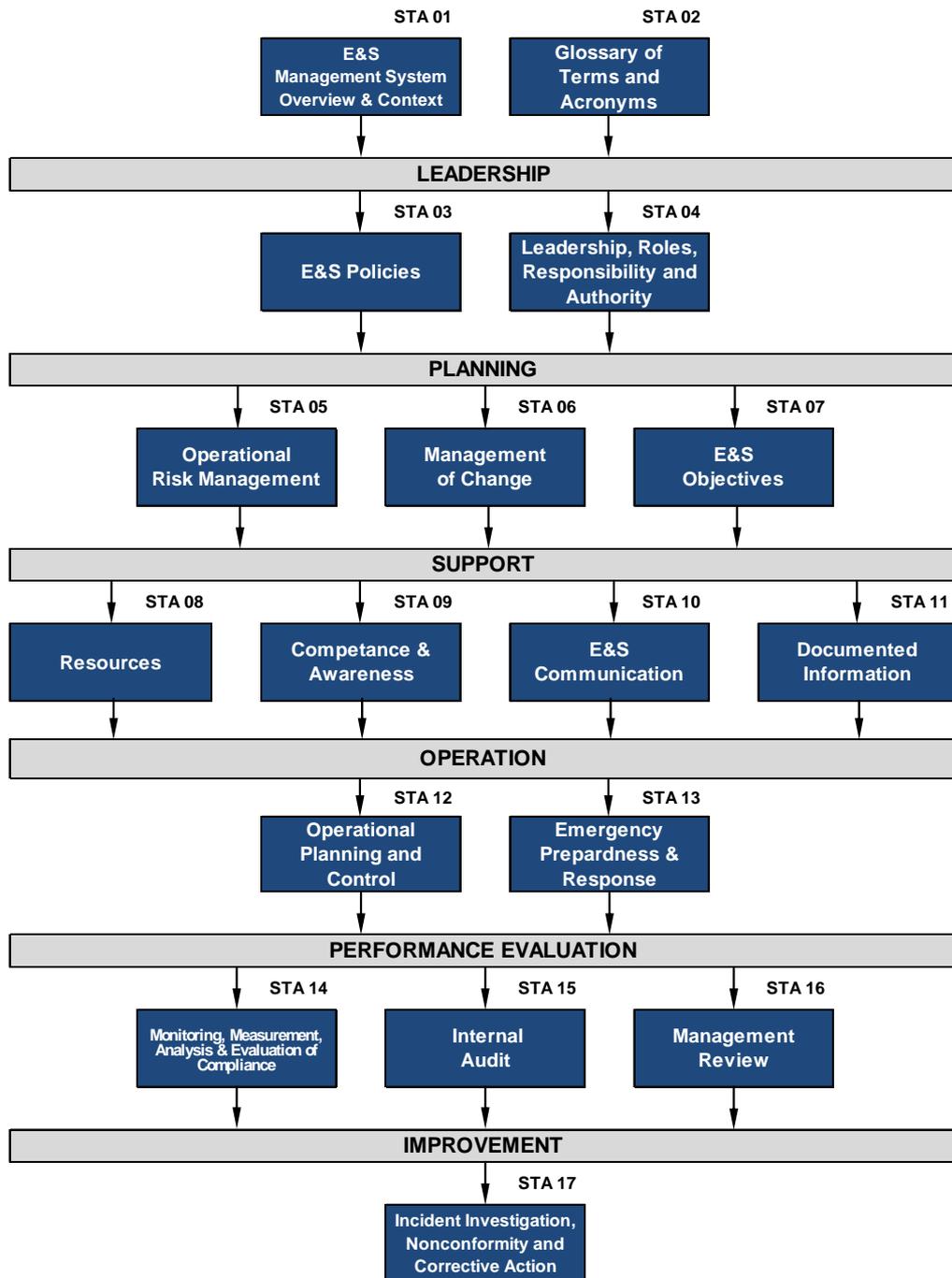
- ESIA*
- ESMS and OHSMS
- Management Plans
- Standard Operating Procedures (SOP’s)
- Project Implementation in accordance with the Management Plans and SOP’s
- Compliance Verification
- Non-conformance identification and notification
- Corrective Action
- Audits

* Includes ESIA Commitment Register and the Environmental Design Criteria

The ESHS requirements will be incorporated into all contract documents. Over-arching requirements will be stipulated in the contract Special Conditions, with reference to specific appendices that will define the details.

3.2 ENVIRONMENT AND SOCIAL MANAGEMENT SYSTEM (ESMS)

The Amulsar Project ESMS is structured around 17 Standards. The key elements of the ESMS are as outlined in the following diagram:



Various Policies, Management Plans, Procedures and Work Instructions (e.g. Methods Statements) are being developed to complete the ESMS and define implementation of appropriate controls. The ESMS and related documents detail requirements placed upon both

Geoteam and its contractors in order to fulfill the Project's environmental and social commitments.

3.3 *ESMS DOCUMENT SYSTEM HIERARCHY*

- Standards
 - STA 1 E&S Management System Overview and Context
 - STA 2 Glossary of Terms and Acronyms
 - STA 3 E&S Policy
 - STA 4 Leadership, Roles, Responsibility and Authority
 - STA 5 Operational Risk Management
 - STA 6 Management of Change
 - STA 7 E&S Objectives
 - STA 8 Resources
 - STA 9 Competence and Awareness
 - STA 10 E&S Communication
 - STA 11 Documented Information
 - STA 12 Operational Planning and Control
 - STA 13 Emergency Preparedness and Response
 - STA 14 Monitoring, Measurement, Analysis & Evaluation of Compliance
 - STA 15 Internal Audit
 - STA 16 Management Review
 - STA 17 Incident Investigation, Nonconformity and Corrective Action

- Environmental & Social Management Plan (ESMP)
 - E&S Management Plans
 - Stakeholder Engagement Plan (SEP) (Appendix 8.6)
 - Occupational Health and Safety Plan (OHSP) (Appendix 8.7)
 - Footprint Management Plan (FMP) (Appendix 8.8)
 - Emergency Preparedness and Spill Response Plan (SPSRP) (Appendix 8.9)
 - Transport Management Plan (TMP) (Appendix 8.10)
 - Cyanide Management Plan (CMP) (Appendix 8.11)
 - Environmental Monitoring Plan (EMP) (Appendix 8.12)
 - Integrated Solid Waste Management Plan (IWMP) (Appendix 8.13)
 - Air Quality, Noise and Vibration Management Plan (AQNVMP) (Appendix 8.14)
 - Community, Health and Safety Plan (CHSP) (Appendix 8.15)

- Community Development Plan (CDP) (Appendix 8.16)
- Cultural Heritage Management Plan (CHMP) (Appendix 8.17)
- Preliminary Mine Reclamation, Closure and Rehabilitation Plan (pMRGRP) (Appendix 8.18)
- Acid Rock Drainage Management Plan (ARDMP) (Appendix 8.19)
- Biodiversity Action Plan (BAP) (Appendix 8.20)
 - Annex 1 - Species Action Plan for *Potentilla porphyrantha*
 - Annex 2 - Species Action Plan for Brown Bear *Ursos arctos*
 - Biodiversity Offset Strategy (BOS)
- Biodiversity Management Plan (BMP) (Appendix 8.21)
- Surface Water Management Plan (SWMP) (Appendix 8.22)
- Land Access and Livelihood Restoration Plan (LALRP) and addendum (Appendix 8.23)
- Geoteam Local Recruitment Procedure (Appendix 8.24)
- Construction phase Contractor Management Plan (cpCMP) (Appendix 8.25)
- Procedures
- Method Statements

Geoteam currently has in place separate management systems that will be used during construction and into operations for Environmental, Social, Health and Safety (ESHS): 1) the Environment and Social Management System (ESMS) developed in alignment with requirements of ISO 14001:2015, and 2) the Occupational Health and Safety Management System (OHSMS) developed in parallel in alignment with the requirements of OHSAS 18001:2007. The systems have also been developed to meet the Performance Standards and Guideline requirements of the International Finance Corporation (IFC), the Performance Requirements European Bank for Reconstruction and Development (EBRD) and Good International Industry Practice (GIIP) for the mining industry. The systems are well aligned and follow international best practices for management system implementation.

3.4 The ESMS and OHSMS:

- Are comprised of sets of interrelated elements used to establish policy and objectives and to achieve those objectives;
- Provide a consistent, practical structure for effective management of ESHS matters;
- Provide the framework for logical thinking; it helps ensure the likelihood that the company can produce predictable outcomes in its ESHS performance;

- Include organizational structure, planning activities, responsibilities, practices, procedures, processes and resources;
- Are used to develop and implement the Lydian ESHS policy documents and manage ESHS risks; and
- Incorporate “Internal Responsibility System” principles, e.g., everyone is responsible for ESHS outcomes and performance.

For the purpose of the ESMS, "contractor" means any contractor working in the field on the project including, but not limited to, drilling contractors, construction contractors, and service contractors. As prescribed in its contract documents, each contractor will be required to implement those parts of the ESMS and related documents relevant to its specific work activities. Contractors may issue and use their own E&S documentation in specialized areas that are not well covered within the Geoteam ESMS framework. Approval must be obtained in advance from Geoteam for any contractor-specific documentation that will be used during construction.

3.5 ENVIRONMENTAL & SOCIAL REQUIREMENTS FOR CONTRACTORS

A *List of Environmental and Social Requirements*, Attachment “B”, was derived from the ESMS and stipulate the specific requirements of the *Environmental and Social Management Plan* (ESMP) with its Standards and Procedures to be implemented by all contractors. The *List of Environmental and Social* will be appended to each contract document to ensure that requirements that originated in the ESIA, the IFC Performance Standards and Guidelines, the EBRD’s Performance Requirements and Good International Industry Practice (GIIP) will be followed.

3.6 HEALTH & SAFETY REQUIREMENTS FOR CONTRACTORS

A *List of Health and Safety Requirements*, Attachment “C”, was derived from the OHSMS and will stipulate the specific requirements of the *Occupational Health and Safety Management Plan* (OHSMP), with its Standards and Procedures to be implemented by all contractors. The *List of Health and Safety Requirements* will be appended to each contract document to ensure that requirements that originated in the ESIA, the IFC Performance Standards and Guidelines, the EBRD’s Performance Requirements and Good International Industry Practice (GIIP) will be followed.

4 PROCESSES

GENERAL

Contractor management is the process that develops through the contractual relationship of the contractor(s) and the Geoteam. The structure of the relationship is established through the contract documents that integrate Geoteam's and the contractors' work performance outcomes to achieve the work product defined by Geoteam. A "successful outcome" is directly dependent on numerous performance requirements that are identified and addressed in the planning, development and executions stages for each contract. Contracts that will be used for Amulsar project will have both common and unique parameters that will stipulate the scope of contractor activities, the resultant completion objective, methodologies and specific requirements for fulfilling the work scope, payment structure and timeframe for completing the work scope, and remedial consequences associated with either Geoteam's or the contractor's failure to fulfil its respective contractual obligations.

Contract structures will be unique for each work scope. However, the process associated for developing each contract, tendering, adjudicating, award, managing contractor implementation and closeout of each contract will generally be the same. At each step along the process, Geoteam ESHS representatives will participate and monitor the commercial processes. Their role will be to ensure the requirements of the ESIA will be integrated into the respective documents that will comprise the tender and final contract document.

Geoteam has developed a *Contractor Selection Procedure*, Attachment "D" (GEOTEAM-SITE-PRO0021) which will form part of the contractor selection process, but is not the only selection criteria. The process will ensure that contractor selection addresses the specific Environmental, Social, Health and Safety (ESHS) qualifications for execution of the work to ensure that the Company and its contractors will be able to meet the health, environmental, safety and social commitments requirements and legal obligations as prescribed in the Environmental and Social Management System (ESMS) and the Occupational Health and Safety Management System (OHSMS) during the construction period. It will also identify where contractors can improve and further refine their Environmental, Social, Health and Safety Programs.

4.1 CONTRACTOR SELECTION

Project Team surveys made in 2015 indicate that there are several small and medium sized contractors that have various levels of commercial and industrial construction experience. Contractors were formally surveyed with respect to their experience and programs in health, safety and environmental management. The surveys identified that there have been World Bank and other foreign investment driven projects in Armenia within the last 10+ years; however, the safety and environmental culture is not as developed as it is required to fulfil Amulsar's requirements. Contractors acknowledge an awareness of international practices and demonstrated what policies and procedures they used in these areas. Various levels of competency and commitment were observed; in most cases basic personal protective equipment and general good housekeeping was visible on most active jobsites, however a lack of discipline and consistency was also observed. When queried, contractors acknowledged their deficiencies and indicated that they understood that in order to work on Amulsar, they would be required to elevate and expand their management standards and practices.

This initial general contractor capability assessment determined that there was contractor capability within the country for constructing the project; however, there are no major contractors capable of constructing the entire project scope. Similarly, much of the contractor owned equipment and tooling is old and will require careful monitoring or replacement. Based on these initial assessments, the Project's Construction Management Team will be required to expend a large amount of time with selected contractors to establish and grow the behavioural-based safety and environmental management programs needed to develop sufficient supervisor competency in contractors' workforce.

4.2 CONTRACTOR PRE-QUALIFICATION

An updated version of the Stakeholder Engagement Plan (Ref GEOTEAM-SOC-PLN-0150) has been publicly disclosed on the Geoteam website and the Amulsar Information Centre (AIC). Armenian contractors will be informed of project commercial activities and general information through announcements made by the Commercial Department. The Geoteam website will contain a link to a Commercial Activities webpage that will advise local, national and international contractors of forthcoming contract packages; the preliminary scope and requirements for each contract package will be indicated.

Contractors that are interested in becoming pre-qualified for consideration on upcoming contract tenders will be able to download and follow the pre-qualification

instructions. Contractors that do not demonstrate sufficient levels of proficiency in the various Pre-qualification Checklist categories to pre-qualify for commercial activity consideration will be informed of their deficiencies and how to correct them for future consideration. Contractors that pre-qualify will be informed of their eligibility and listed for future commercial activity opportunities with the Geoteam. Pre-qualified and eligible contractors will be able access the upcoming contract tender packages through a link to the individual contract description webpage. A similar process will be developed to inform local and national providers of the opportunity to become pre-qualified for participation in future Geoteam purchasing opportunities.

All pre-qualified contractors will be required to participate in a two day workshop to explain and train them in the Geoteam's Environmental and Social Management Plan (ESMP), the Occupational Health and Safety Management Plan (OHSMP) and the Contractor Selection processes including contract bidding, adjudication and award, hiring of local labor and community relations requirements. The contract appendices lists of Environmental and Social Requirements and of Health and Safety Requirements will also be explained.

4.3 ENGINEERING DESIGN SCOPE PREPARATION

The ESIA requirements and commitments will be embodied in the contract documents for project engineering and construction in various forms. Preparation of design drawings and specifications for the work will follow from the *Engineering Design Criteria* (EDC), Attachment "E", project process design criteria and project scope description elements.

In some cases, Detail Engineering designs will define equipment selections and depict installation configurations required to fulfil ESIA requirements and commitments. An important and germane example of this will be found in designs of process systems that have air or water emissions to the environment. The EDC defines the acceptable levels of chemical constituents in the air or water being discharged. The engineers making the designs and selecting the equipment shall demonstrate that the discharge criteria will not be exceeded.

Geoteam's Project Engineering Manager will be accountable for verification and approval of the engineering designs, including equipment manufacturer's certifications of equipment performance to specified operating levels.

Construction contract package development will evolve in parallel to Basic Engineering development and project schedule requirements for completing these facilities. Basic

Engineering will be executed off shore and will develop the technical design details and requirements needed where the Detail Engineering will be made under Engineering and Supply (ES) contracts by the equipment package supplier, or by an Engineering, Procure and Construct (EPC) contractor, as follows:

- 1) Major ES packages
 - A. Crushing and Screening Plant and transfer conveyors
 - B. Overland Conveyor, Crushed Ore Stockpile and Truck Load-out Bin
 - C. Absorption-Desorption-Recovery (ADR) Plant, including solution management and pumping systems

- 2) Major EPC Packages
 - A. Administration, warehouse and truck shop facilities
 - B. HV Sub-station and MV distribution system, including step down transformers and modular MCC buildings for all areas

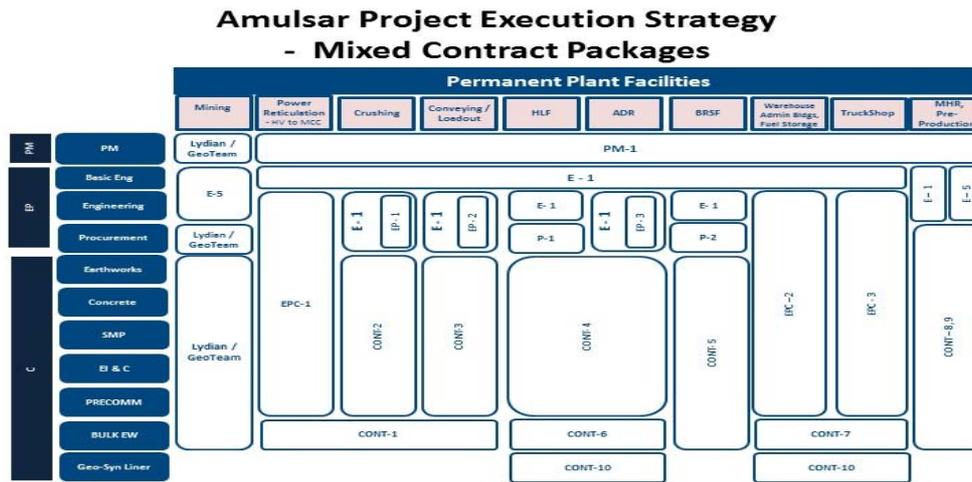
The technical requirements for construction contractor performance will be included in the design drawings and specifications. In many cases, the technical requirements will refer to applicable ESMS and OHSMS SOP's that contractors will be required to follow during the execution of the work.

Important and germane examples of this approach will be found in the various technical specifications for earthwork activities. The ESMS management plans for protection of cultural heritage, inspection and clearance of work sites prior to excavation and topsoil management will all be addressed the SOP pre-job checklist for Excavation Permits. The design drawings and technical specifications for the work will define the need to follow the specific SOP's, and establish any specific requirements for fulfilling the SOP requirements. In this way, the SOP's are a condensed version of a specific management plan requirement(s) within the management system following the ESIA commitment or requirement.

Design documents and technical specifications are contractually binding documents for the work; contractor failure to fulfil the requirements for the work will/may be considered as a breach of contract and applicable remedy may be sought by the Geoteam including denial of payment for the work, penalties, removal of personnel and in extreme cases, termination of contract and forfeiture of contractual guarantees.

4.4 CONTRACT PACKAGE PLANNING

The Project Execution Plan (PEP) explains a “mixed contract strategy”. A preliminary contract package breakdown for all project activities in accordance with the project Work Breakdown Structure (WBS). Contract package scope will consist of one or more WBS elements. In almost all cases, the contract package WBS elements will be grouped by work type and Project Area. Some contract packages will have a single work type (e.g. road construction) in a single Area (e.g. haul road construction). Other contract packages may have a single work type over the entire project site (e.g. 110kV/35kV Electrical Distribution); however, even more combinations are anticipated for Amulsar Project’s process facilities and infrastructure. The project mixed contracting planning is indicated in the following diagram:



4.5 CONTRACT WORK PACKAGE FORMATION

Construction contract packages will be assembled for tender by the project Construction Management Contractor. As stated above, in addition to preparing the package content for the technical scope, the contract special conditions and appendices will be selected and tailored as required to prepare a legally binding agreement that contractors will ensure accountability for producing desired results. The Commercial Team, with support of the Area Construction Supervisors, Project Engineering Manager, the Quality Assurance Manager and the Health, Environmental, Safety and Security (HESS) Manager will contribute to each package

preparation. The Construction Manager, Project Manager and Project Director will make the final review and approval for all contract packages prior to tender.

4.6 BID PACKAGE FORMATION

Preparation of the bid package for each contract includes establishing the following prior to tendering:

- Background & Introduction
- Scope of Work, including all design documents
- Exclusions to the Scope of Work
- Contract Specific Bid/Tendering Instructions
- Bidding Period
- Contract Key Dates and Milestones
- Contract Bid Form
- Contract General Terms and Conditions (FIDIC or other)
- Contract Special Terms and Conditions
- ESMS & OHSMS Requirements (Appendices)
- Payment Schedule, including Basis of Payment and Methodology for Progress Measurement
- Contract Schedule Requirements, including key milestone dates
- Contractor Insurance Requirements
- Contractor Guarantees
- Requirements for Contractor qualifications, financial background, demonstrated experience and references
- Contractor's Proposal Deliverables
- Contractor Reporting Requirements
- Definition of contract Quality Assurance program
- Team Based Risk Assessment (TBRA)
- Commercial & Technical Evaluation Criteria
- ESMS & OHSMS Bid Evaluation Criteria
- Negotiation strategy

4.7 CONTRACT FORMATION

The Detail Engineering phase will follow the Basic Engineering phase; “Approved for Construction” (AFC) design drawings and technical specifications will be provided by one of the following design entities:

- EPC contractors;
- EP suppliers;
- Principle engineering consultant;
- Speciality engineering consultants.

The AFC design packages will be assembled in work package groupings for major construction contract packages as follows:

- ADR plant and associated HLF systems
- Crushing and Screening Plant and transfer conveyors
- Overland conveyors, crushed ore stockpile and truck load out bin
- Earthworks Packages
 - HLF and surrounding area
 - Mine Haul Road
 - Crusher, Overland Conveyor and surrounding areas
 - BRSF and surrounding areas
 - Administration Building, warehouses, and truck shop and surrounding areas
- Mine Pre-Production Earthworks
 - Pre-stripping
- Speciality Contracts
 - Liner installation for HLF, ponds, and waste management facilities
 - Fuel Storage Facilities (EPC)
 - Explosives Storage Facilities (EPC)
- Various Temporary Works Packages

Other contract packages will be prepared for support activities over the duration of the construction period:

- Ancillary Service and Supply Contracts (local business preference)

All contract packages are also broken down into two types based on the cost definition in the Project Cost Breakdown Structure (CBS) under the Project Cost Estimate:

1. Direct Cost elements are for the material and equipment supply, installation and/or construction of permanent process and infrastructure facilities Indirect Cost elements are for project engineering and construction management, temporary construction activities, facilities and equipment, construction support services and the Company's direct activities
2. Commercial contracts and purchase orders will be issued according to the nature of the goods and services required. Geoteam will utilize standardized contract documents for all major and medium value construction packages. Geoteam will also use a standardized consultants contract for major engineering designs and other consulting services.

4.8 FORM OF CONTRACT

“FIDIC” is the International Federation of Consulting Engineers, known by its French acronym. It was formed in 1913, with the objective of promoting the interests of consulting engineering firms globally. It is best known for its range of standard conditions of contract for the construction, plant and design industries. The FIDIC forms are the most widely used forms of contract internationally, including by the World Bank for its projects. FIDIC’s approach to drafting contracts has always been underpinned by the principle that its contracts must provide a fair allocation of risks between the parties to a contract, and that risks should be borne by the party best able to control them. The Red, Yellow and Green Books under the FIDIC Suite of Contracts will be used:

- Red Book: Conditions of Contract for Construction for Building and Engineering Works Designed by the Employer;
- Yellow Book: Conditions of Contract for Plant and Design-Build;
- Green Book: Conditions of Short Form of Contract.

In each case, the contract document using the FIDIC standard conditions of contract will also address the following:

- Any special conditions of contract
- The technical scope for the contract as defined by the attached technical documents
- Appendices listing contractor requirements and responsibilities for Environmental and Social Management and Occupational Health & Safety Management, the ESMP and OHSMP, associated policies and SOP’s will also be included as Appendices for all construction contracts (see Attachments “B” and “C”).

A suite of other work-specific contract documents suitable for work execution in Armenia will be developed, including general services agreements for supply of local support services. Low value construction and services contracts will be developed on a case-by-case basis.

Purchase order contracts will be used for engineering/supply of major process packages (Crushing Plant, Overland Conveyor, ADR Plant and HV/MV Power Supply). The scope of work (SOW) and scope of supply (SOS) for these packages will be defined in Basic Engineering for the respective facilities and infrastructure. Each SOW will establish the technical performance criteria for the work, including the applicable E&S design criteria extracted from the EDC and the work practices established in the management plans and SOP’s from the ESMS and OHSMS.

4.9 CONTRACTOR SUPPLIED EQUIPMENT AND MATERIALS

The majority of construction materials and process equipment will be sourced off-shore (outside Armenia) because of the limited supply chain capacity within the country. Local representatives for these products will be used wherever possible; however commercial surveys made to date indicate that even representation of major mining components and material through on-shore (inside Armenia) commercial representatives for these manufacturers is limited. Geoteam will receive the added commercial benefit of VAT and import duty deferral for these items it imports as an “Investment Company” under Armenian legislation.

4.10 CONTRACTOR SUPPLIED SERVICES

There will be numerous services and supply contracts and/or purchase orders made with local, regional and national providers. Geoteam is committed to use local services and sources of supply to the maximum extent practicable. The E&S Team will be working, with support of IFC sustainable development experts, to identify and grow the capabilities of existing providers and identify new opportunities for new businesses. Positive “economic trickle-down” is an important factor in growing diversified and sustainable commercial capability in the communities surrounding Amulsar. Geoteam recognizes that this effort will require a significant effort to communicate the E&S plans within the communities, identify the opportunities, develop the skill sets for solid commercial relationships with the Geoteam and monitor the success of these providers. Developing realistic expectations within the communities for these opportunities is of paramount importance for the success of these programs if they are to continue into the Operations phase and beyond life of mine (LOM).

4.11 CONTRACT TENDERING

Contracts will be tendered in accordance with a structured process defined in the Execution Manual. Bidders will be provided with an adequate time period to review the Bid Package and familiarize themselves with the Scope of Work and all other conditions of contract. A site inspection will be made for each contract and all bidders will have the opportunity to visibly see the site conditions. During the site inspection, the Construction Management, Project Engineering, Quality Assurance and HESS teams will provide detail explanations of their relevant sections. During the meeting and at any time up to the deadline established for

contractor Requests for Information (RFI's), bidders will be able to ask questions or request additional detail; all answers provided will be distributed to all bidders.

The contractor's bid structure will have three primary components in separated sealed envelopes:

1. Technical proposal
2. Commercial Proposal
3. Environmental and Safety Documentation

Bids will be received no later than the specified deadline. Bids will be opened in the presence of no less than two members of the commercial and technical teams. The three bid components will be distributed to the three evaluation teams; bid evaluations will be made according to the pre-established evaluation criteria for each contract package. Each team may choose to prepare clarification requests, if required, in order to give contractors the opportunity to clarify any uncertainties in their bids. Bid evaluations will rank the various responses by awarding a weighted score to each criteria (see example below). The evaluation team will summarize the evaluations and forward to the Commercial manager for comparison.

Unless there is a single exceptional bid, the two most favourable bids will be "short listed" and contacted for final bid clarification meetings with the Commercial Team; notification to bidders that have not been short listed will be delayed until after the award to the successful bidder. The Commercial Team will bring forth a Recommendation for Award (ROA), complete with a commercial, technical, quality, environmental and safety summary justifying selection of the nominated contractor. The Companies Project Director will review and accept the recommendation, or challenge and/or reject the recommendation. Accepted recommendations will be authorized in accordance with the Company's Commitment Authorization Matrix that establishes the hierarchy of commitment authorization as a function of awarded contract value. Recommendations that are not approved or authorized will be returned to the Commercial Team and action taken in accordance with the deficiency identified.



Figure 7.4 Bid Analysis Document

BID ANALYSIS FOR DESIGN, SUPPLY & INSTALLATION OF 2 PRE-ENG BUILDINGS									
		Company A		Company D		Company B			
Section 1: TECHNICAL									
Technical Weighted Value:		40%							
Criteria:	weight	rating	wgtd value	rating	wgtd value	rating	wgtd value	Comments:	
Technical Resources									
1	Trade Certified Workforce	10	x 4 = 40	10	x 4 = 40	10	x 4 = 40		
2	Experienced Field Supervision	10	x 4 = 40	10	x 4 = 40	10	x 4 = 40		
3	Tools and Equipment	5	x 2 = 10	5	x 2 = 10	0	x 0 = 0	B has no equipment list	
Previous Experience									
4	Northern Climate	10	x 4 = 40	10	x 4 = 40	10	x 4 = 40		
5	Pre-Eng Buildings	25	x 8 = 200	20	x 8 = 160	25	x 10 = 250	B has more direct experience in Pre-Eng Buildings	
Project Controls									
6	Cost Reporting	5	x 0 = 0	0	x 0 = 0	5	x 2 = 10	B submitted sample invoice documentation	
7	QA/QC	15	x 4 = 60	10	x 4 = 40	10	x 4 = 40		
8	Progress Reporting	5	x 0 = 0	3	x 1.2 = 3.6	3	x 1.2 = 3.6	A has no information on progress reporting	
9	Schedule	10	x 4 = 40	10	x 4 = 40	0	x 0 = 0	B's schedule is delayed by 2 months	
10	Customer Relationship / Communication	5	x 2 = 10	5	x 2 = 10	5	x 2 = 10		
		100	Evaluation	32		33.2		31.2	
Technical Evaluation =		32.0		33.2		31.2			
Section 2: COMMERCIAL									
Commercial Weighted Value:		40%							
Criteria:	weight	rating	wgtd value	rating	wgtd value	rating	wgtd value	Comments:	
1	Overall Contract Price	60	x 22.9 = 1374	60.0	x 24.0 = 1440	45.6	x 18.2 = 829.92	See Quick Bid Analysis Tab for Price Point Analysis	
2	Accepted Terms and Conditions	10	x 4.0 = 40	10.0	x 4.0 = 40	10.0	x 4.0 = 40		
3	Proposal Response & Content	30	x 8.0 = 240	30.0	x 12.0 = 360	15.0	x 6.0 = 90	D's proposal was most detailed with the least clarifications.	
		100	Evaluation	34.9		40.0		28.2	
Commercial Evaluation =		34.9		40.0		28.2			
Section 3: HEALTH, SAFETY & ENVIRONMENT									
HSE Weighted Value:		20%							
Criteria:	weight	rating	wgtd value	rating	wgtd value	rating	wgtd value	Comments:	
1	HSE Plan	40	x 7 = 280	30	x 6 = 180	35	x 7 = 245	Second HSE Plan is below standard with fewer Policies.	
2	HSE Specialist Identified	5	x 1 = 5	5	x 1 = 5	5	x 1 = 5	D did not provide HSE Specialist Resume but identified the personnel in QAGC Plan	
3	HSE Training Program	15	x 3 = 45	15	x 3 = 45	15	x 3 = 45		
4	HSE Audit System In Place	10	x 2 = 20	0	x 0 = 0	10	x 2 = 20	D's HSE Plan did not include Audit Process	
5	LTIFR & WCB Rates	15	x 2 = 30	15	x 3 = 45	15	x 3 = 45	A has Poor History of Incident Reporting Practice, High LTFR in 2015	
6	Drug and Alcohol Policy	5	x 1 = 5	0	x 0 = 0	3	x 0.6 = 1.8	D's HSE Plan did not include D&A Policy, MM is inadequate	
7	Incident Investigation Process	10	x 2 = 20	0	x 0 = 0	10	x 2 = 20	D's HSE Plan did not include Incident Investigation process	
		100	Evaluation	18.0		13.0		18.6	
HSE Evaluation =		18.0		13.0		18.6			
Technical		32.0		33.2		31.2			
Commercial		34.9		40.0		28.2			
HS&E		18.0		13.0		18.6			
Overall		84.9		86.2		78.0			



Figure 7.5: Bid Technical Comparison

Criteria	Company A	Company D	Company B
Technical			
Technical Resources			
Trade Certified Workforce	Certified and experienced workforce / subcontractor	Certified and experienced workforce / subcontractor	Certified and experienced workforce / subcontractor
Experienced Field Supervision/Site Mgmt.	Senior site management with long experience. P.ENG with 36 years experience	Experienced construction management team and home office support.	Experienced project management and safety personnel.
Tools and Equipment	All equipment required for project is available.	All equipment required for project is available.	No List of equipment was provided
Previous Experience			
Scope Specific experience in Northern Climate	Extensive resume of multiple Northern Ontario Projects.	Extensive resume of multiple Northern Ontario Projects.	Extensive resume of multiple Northern Ontario Projects.
Other Structural Steel Building(s) Experience	More mechanical projects experience than structural steel projects. Structural steel erection experience Will partner with Erectors for the project. Erector has extensive Structural Experience		Extensive structural steel erection experience.
Project Controls			
Cost Reporting	No information on cost reporting or invoicing format	No information on cost reporting or invoicing format	Submitted a sample invoice documentation
QA/QC	Quality Plan is Okay. Will require specific task-based ITP sample templates if awarded.	Quality Plan is Okay. Will require specific task-based ITP if awarded. Quality Plan is inadequate. Will require specific task-based ITP if awarded.	
Schedule Compliance	Schedule matches tender document	Schedule matches tender document	Schedule does not comply with tender schedule - 2 months delay
Daily & Weekly Progress Reporting	No information on field job reporting	Sample of daily reports submitted	Described report content in QAQC Plan
Customer Relationship / Communication	Okay	Okay	Okay
HSE			
Scope Specific HSE Plan	Adequate submission.	Adequate submission but has more procedures and less policies.	Adequate submission
HSE Specialist Identified	Yes	Yes, under QAQC Document	Yes
HSE Training Program	Yes	Yes	Yes
HSE Audit System In Place	Yes	Cannot find HSE Audit System in Policy	Yes
LTIRF & WCB rates	Yes - High LTFR in 2015, Required Subcontractors Safety Stats	Yes, Required Subcontractors Safety Stats	Yes
Drug and Alcohol Policy	Yes	Cannot find Drug and Alcohol Policy	The detail is inadequate
Incident Investigation Process	Yes	Cannot find Investigation Process in HSE Plan	Yes



Quick Bid Items Analysis

Company A		Notes
Item	Total Cost Per Item	
Design	\$ -	Schedule matches Master schedule. HSE Policy is adequate. Quality Plan is okay but sample ITPs will be required upon award, Experienced resume submitted, Mechanical Contractor with experiences structural subcontractor. Proof of insurance submitted, High LIFR in 2015, Erection Subcontractors experience submitted.
Fabrication	\$ 280,387	
Site Installation/Assembly	\$ 302,466	
Mobilization	\$ 35,488	
Demobilization	\$ 23,659	
Materials	\$ 375,607	
Project Overhead	\$ 177,440	
Total Quote	\$ 1,195,047	

Company B		Notes
Item	Total Cost Per Item	
Design	\$ 40,574	Schedule shows Process building is 2 months delayed and Utility building is 1 month delayed compared to Master schedule. HSE Manual is very detailed. Quality Plan is okay. Relevant resumes submitted. Will subcontract building supply and wall cladding. Long list of relevant experience in Pre-Eng Buildings. Proof of insurance provided. Detailed drawings documents submitted.
Fabrication	\$ -	
Site Installation/Assembly	\$ 741,200	
Mobilization	\$ 17,792	
Demobilization	\$ 16,784	
Materials	\$ 517,690	
Project Overhead	\$ 84,916	
Total Quote	\$ 1,418,956	

Company C		Notes
Item	Total Cost Per Item	
Design	\$ -	No schedule was provided with the proposal, HSE Manual is very detailed, Quality Plan (ITP) is good and ISO 9001 certified. Injury summary report was submitted, Evidence of insurance was submitted, Resume was submitted for only CM.
Fabrication	\$ -	
Site Installation/Assembly	\$ 345,685	
Mobilization	\$ 80,642	
Demobilization	\$ 18,457	
Materials	\$ 1,696,889	
Project Overhead	\$ 36,113	
Total Quote	\$ 2,177,786	

Company D		Notes
Item	Total Cost Per Item	
Design	\$ 22,680	Schedule matches Master schedule. HSE Plan/Policy is okay, Quality Plan is okay. Experience with structural buildings, with a Subcontractor with long experience in Pre-Eng buildings, Submitted proof of insurance, Sample field documentation was submitted, Injury summary report submitted, Relevant personnel resumes submitted, Technical documentation is detailed.
Fabrication	\$ -	
Site Installation/Assembly	\$ 332,407	
Mobilization	\$ 14,580	
Demobilization	\$ 14,580	
Materials	\$ 710,202	
Project Overhead	\$ 49,295	
Total Quote	\$ 1,143,744	

Company E		Notes
Item	Total Cost Per Item	
Design	\$ 40,000	No Technical Proposal was submitted
Fabrication	\$ -	
Site Installation/Assembly	\$ 680,000	
Mobilization	\$ 20,000	
Demobilization	\$ 1,000	
Materials	\$ 569,000	
Project Overhead	\$ 110,000	
Total Quote	\$ 1,420,000	

Company F		Notes
Item	Total Cost Per Item	
Design	\$ 41,331	Schedule matches Master schedule (need to confirm schedule detail if awarded), List of relevant projects submitted- Long experience in Pre-Eng Buildings, Injury summary report submitted, Proof of insurance submitted, Quality Plan/Manual was not submitted but QMS is ISO 9001 certified. Resumes was submitted for CMs only. HSE Plan/Manual was not submitted. Detailed drawings documents was submitted
Fabrication	\$ -	
Site Installation/Assembly	\$ 490,657	
Mobilization	\$ 3,360	
Demobilization	\$ 3,360	
Materials	\$ 428,946	
Project Overhead	\$ 214,640	
Total Quote	\$ 1,182,294	

Company G		Notes
Item	Total Cost Per Item	
Design	\$ 304,746	No Technical Proposal was submitted
Fabrication	\$ 53,618	
Site Installation/Assembly	\$ 556,894	
Mobilization	\$ 146,760	
Demobilization	\$ -	
Materials	\$ 921,620	
Project Overhead	\$ -	
Total Quote	\$ 1,983,638	

Company H		Notes
Item	Total Cost Per Item	
Design	N/A	No Technical Proposal was submitted
Fabrication	N/A	
Site Installation/Assembly	N/A	
Mobilization	N/A	
Demobilization	N/A	
Materials	N/A	
Project Overhead	N/A	
Total Quote	\$ -	

A	B	C	D	E	F	G
\$ 1,195,047	\$ 1,418,956	\$ 2,177,786	\$ 1,143,744	\$ 1,420,000	\$ 1,182,294	\$ 1,983,638

Commercial Price Points Analysis

Company D is the lowest = 60 points
 Company A Delta = A minus D = \$ 51,302.50 A Negative % = 4% A Point = 57.31
 Company B Delta = B minus A = \$ 275,212.00 D Negative % = 24% B Point = 45.56

4.12 CONTRACT AWARD

The Commercial Manager, Engineering Manager, HESS Manager, Project Controls Manager, Construction Manager, Project Manager and Project Director, where applicable to the commercial scope, will review and approve all construction and services contracts, and major purchase orders prior to award. Other approvals will be required from higher management levels as a function of total contract value and Geoteam authorization levels as indicated in the Authorization Flowchart, Attachment “H”. Following authorization to commit the contract, the Commercial Manager will issue the Notice of Award to the successful bidder. Contractors will have a stipulated time period to provide any outstanding or requisite details stipulated in the contract document, and execute the contract prior to site mobilization.

4.13 CONTRACTOR MOBILIZATION

Contractors will mobilize following receipt of the fully executed document and notification by the Commercial Manager. Requirements for mobilization, selection, hiring and induction of the work force will be made in accordance with the procedural requirements stipulated in the contract. Typically, a coordination meeting will be held at the time of mobilization with the Company’s Project Director, the Construction Management, Quality Assurance, Engineering and HESS Team members, contractors management and key supervisory personnel to review the contractual requirements and Scope of Work, HESS requirements and regulations, Code of Conduct for workers and all other pertinent requirements to kick-off the construction work.

4.14 CONTRACT ADMINISTRATION

The PCM Execution Manual will detail the contract administration and construction management processes that will be followed during the contract lifetime. The Construction Manager will be accountable to see that the following administrative functions are established and implemented:

- Contractor/vendor performance tracking system
- Contractor submittals
- Monitoring contractor performance*
- HESS management
- Types of contract reviews/audits
- Progress review and payment approval
- Change management

- Dispute resolution
- Requests for Information and/or design clarification
- Change Order approval and change management
- Schedule issue resolution
- Quality Assurance
- Claims management
- Contract extension and renewal
- Contract closeout
- Contractor performance measurement includes, but is not limited to: environmental, social & safety performance, earned value progress and trending, cost-to-complete forecasting, etc.

4.15 ACCOUNTABILITIES AND RESPONSIBILITIES

PCML, will prepare its Amulsar Project Execution Manual for project and construction management activities that it will be accountable for. PCML will develop a corresponding division of responsibilities (DOR) of internal and external responsibilities. The DOR will be tailored to the processes and include all required interfaces with the Company's HESS Manager, as in the following example:

Figure 8.1 - Contract Administration Responsibility Matrix

Description	Project Manager	Safety	Office Manager	Area/Disc Super	Project Engineer	Scheduler	Field Engineer	Area Engineer	Design Engineer	Warehouse Manager	Purchaser	Quality Manager
Contract Admin.												
Contract Correspondence												
MileStone Monitoring												
SubContract Coordination												
Invoice Tracking												
Accounts Payable Status												
Monthly Accounting Reports												
Update Budgets Per Change Orders												
Work Breakdown Structure												
Base Contract												
Change Orders												
Approved Schedule Of Values												
Project Payment Requests												
Follow-Up For Timely Payment												
Client/Owner												
Back charges												
Subcontracts:												
Prepare & Execute												
Administer												
Subcontractor Quality Plans												
Periodic Insurance Certificate Check												
Cash Flow Projections												

Responsibilities assigned in the DOR will be divided according to the following:

- R = Review
- A = Approve
- P= Provide
- S= Support
- C = Comply

At a higher level, the accountabilities associated development of the components described in this cpCMP are indicated in the *Commercial Area Section of the Project Execution RASCI Chart*, Attachment “E” (A controlled document)

5 CONSTRUCTION MANAGEMENT

The Geoteam has appointed Praetorian Construction Management Ltd. (PCML) as its Construction Management Contractor (CMC) who will be accountable to manage the contracting processes on behalf of the Geoteam as an integral part of its construction management responsibilities. PCML will develop its Amulsar Construction Management Execution Manual during Basic Engineering phase of the project; execution process will be tailored to address the Geoteam's authorization structure and fully embody the steps and decision points required to fully integrate the ESMS and OHMS requirements, processes and procedures into the detail processes, procedures and accountabilities for its Construction Management role. Requirements for contractor health and safety management are stipulated in the Project Occupational Health and Safety Management Plan (OHSMP), and in particular the OHS Standard SHS-023, "Contractor Management", Attachment "F".

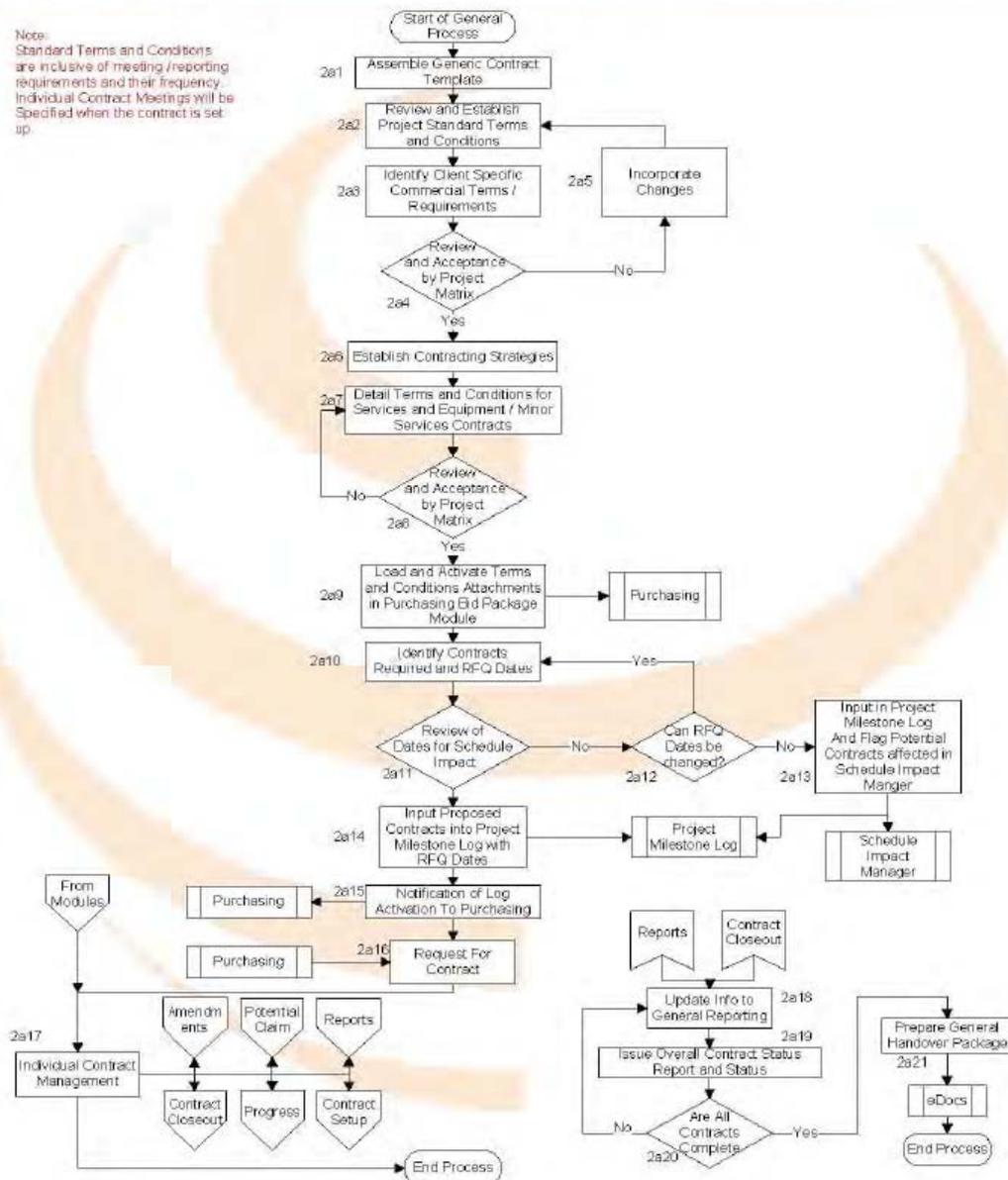
Specifically, the PCML Execution Manual will detail the contract formation and management processes in accordance with this cpCMP, including step-by-step work flow diagrams and Division of Responsibility (DOR) matrices. The Geoteam will review and approve the Execution Manual; the approved Execution Manual will be established as an integral appendix to Geoteam's contract agreement with PCML.

An example, "*Work Flow: Contract Management*" is as follows:

Figure 7.1

Work Flow: Contract Management Main

Note:
Standard Terms and Conditions are inclusive of meeting /reporting requirements and their frequency. Individual Contract Meetings will be Specified when the contract is set-up.



6 ROLES AND RESPONSIBILITIES

6.1 Geoteam Responsibilities

Geoteam is responsible for:

- Ensuring that this plan is implemented and complied with; and
- Ensuring contractors are aware and agree with the commitments of this plan.

Specific Responsibilities for Geoteam Personnel are as follows:

Project Director:

The Project Director is manager of, and accountable for, the work of specific managers on the Project Implementation Team related to the planning, engineering design, construction commissioning and turn-over of the project to Operations. The Project Director assigns work, approves work, and gives direction and feedback to the managers. The Project Director's role is to lead, manage and coordinate project implementation and to gain approval from the Project Sponsor. The Project Director will subsequently initiate and deliver the Project within specified time, cost and quality constraints. The Project Director is accountable to the Project Sponsor. In addition, the Project Director works closely with the Lydian/Geoteam Department Managers to ensure that all Project activities undertaken are aligned with all Health, Safety, Environmental, Social and Legal requirements. The Project Director has overall accountability for achieving the Amulsar Project objectives within the context of Amulsar's project management and construction functions, including:

- Directs the Project work through functional managers, maintaining a focus on the project objectives and the safe and effective delivery of the works;
- Provides visible safety and environmental leadership to the entire project implementation organization;
- Principal and formal point of contact for all project communications;
- Assigns key resources to ensure the project is adequately equipped technically and functionally;
- Approves the Project Execution Plan, and other Lydian/Geoteam management plans;
- Approves changes in scope or budget in accordance with authorization level matrix;
- Approves commitments in accordance with authorization level matrix;
- Prepares Project Review Reports and when required, takes appropriate action to resolve issues;
- Reviews design and project engineering outputs;

- Monitors progress and compliance with Lydian/Geoteam management plans for all project activities;
- Reviews the Project Change Control Register on a monthly basis;
- Reviews and provides comment on Project Monthly Report;
- Reviews Close-out of Project;

Health, Environmental, Safety and Security (HESS) Manager:

The Health, Environmental, Safety and Security (HESS) Manager is accountable to the Project Director. Responsible for managing the implementation of relevant aspects of the contractor management process; responsibilities include, but not limited to, the following:

- Accountable for the development, maintenance and implementation of the Health and Safety Management Plan through early works and construction phases;
- Reports on all safety statistics, including near misses and is accountable for the investigation into all H&S incidents on the site;
- Accountable for the management of hazard and personal risk requirements of the Project execution;
- Accountable for the management of the health & safety management system once established.
- Accountable for generation and transfer of safety information to the workforce, training, safety compliance, reviews, induction program, first aid center management and operation of random safety auditing to ensure compliance;
- Accountable for ensuring contractor compliance with the Health and Safety Management Plan, including incident reporting and response;
Development of the H&S team with Armenian Nationals;
- Reviews non-compliance incidences from either Geoteam or its contractors;
- Develops and implements training measures, as required;
- Notifies relevant management regarding any activities covered by this plan; and
- Reports all outcomes to the Project Director and Vice-President of Sustainability.
- Monitors and audits the effectiveness of this plan, and providing advice on improvements as required;
- Develops and implements ESMP improvements;
- Assists with contractor pre-qualification training;

- Participates in Contractor Selection Evaluation team with preparation of environmental and social input for contract packages, review and adjudication of contractor bids and preparation of recommendation for Award;
- Ensure appropriate records and documents are maintained to support this Plan.

Project Manager:

The Project Manager (PM/CM consultant) provides senior management direction, collaboration and management support to all personnel and organizations involved in the commercial, project controls and construction activities, both on and off site. Accountable for managing the implementation of relevant sections of this Contractor Management Plan; responsibilities include, but not limited to, the following:

- Supports the Project works through overall management and coordination between the commercial, controls, reporting teams and the direct construction management resources on site;
- Provides visible social, safety and environmental leadership to the entire project implementation organization;
- Ensures resources are available and deliverables to the Construction group are defined and met throughout the execution phase of the project;
- Defines project temporary construction facilities and ensures the requirements are integrated into the development of the temporary construction facilities;
- Direction and coordination of the site activities of the Controls, Commercial and Construction Managers;
- Daily liaison with consultants and managers regarding activities on site and is accountable directly to the Project Director;
- Acts as the Project Director's nominated person to be the Geoteam's representative in contract management once contracts have been released to the Field.

Commercial Manager:

The Commercial Manager is accountable for managing the implementation of this Contractor Management Plan; responsibilities include, but not limited to, the following:

- Contract administration, directly or through delegated Contract Administrators;
- Negotiates with contractors during contract tender adjudication phase;

- Ensures that all contractors are aware of and comply with the applicable commitments of this Contractor Management Plan;
- Reviews and approves contractor or supplier pay statements and invoices;
- Assists with training measures;
- Reports outcomes to the Project Director;
- Manages the contract “close out” process.

7 ADDITIONAL INFORMATION

7.1 Attachments

- Attachment "A" - *Commitment Register (CR) (ESIA Section 8.5)*
- Attachment "B" – *List of Environmental and Social Requirements*
- Attachment "C" - *List of Health and Safety Requirements*
- Attachment "D" - *Contractor Selection Procedure (GEOTEAM-SITE-PRO0021)*
- Attachment "E" - *Engineering Design Criteria (EDC)*
- Attachment "F" - *Commercial Area RASCI Chart,*
- Attachment "G" - *SHS-023, "Contractor Management"*
- Attachment "H" – *Authorization Flowchart*

7.2 Other References

- IFC Performance Standards
- IFC Guidelines
- EBRD Performance Requirements

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Attachment "A"

Commitment Register (CR) (ESIA Section 8.5)

Attachment "B"

List of Environmental and Social Requirements

Attachment "C"

List of Health and Safety Requirements

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Attachment "D"

Contractor Selection Procedure (GEOTEAM-SITE-PRO0021)

Attachment “E”

Engineering Design Criteria (EDC)

Attachment "F"

Commercial Area RASCI Chart

Attachment "G"

OHSMS Standard SHS-023, "*Contractor Management*"

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Attachment “H”

Authorization Flowchart