

Contract:
Sapphire Gas Solutions LLC / CNG Decompression Skid Installation RFP



Contract

between

**National Grid USA Service Company Inc. d/b/a
National Grid**

and

Sapphire Gas Solutions LLC

for

CNG Decompression Skid Installation RFP

Contract:
Sapphire Gas Solutions LLC / CNG Decompression Skid Installation RFP

AGREEMENT

This Agreement made and entered into on the date when signed by the party signing last in time, by and between National Grid USA Service Company, Inc.d/b/a National Grid (hereinafter the “Company”), a Massachusetts corporation with offices at 40 Sylvan Road, Waltham, MA 02451 and Sapphire Gas Solutions LLC (formerly Thipgen Energy, LLC) (hereinafter the “Contractor”), a corporation, having its principal place of business at 100 I45N STE 152a, Conroe, TX 773011 for the Work identified as:

CNG Decompression Skid Installation

ARTICLE 1 - CONTRACT DOCUMENTS

The following documents, including all attached schedules, appendices, Schedules or other attachments thereto, are incorporated by reference as if fully set forth herein, and are hereinafter referred to collectively and individually as the "Contract" or “Agreement”. In the event of a conflict between documents comprising this “Agreement”, they are listed below in descending order of precedence.

1. Agreement
2. Non-Disclosure Agreement (rev. Feb 19-2020)
3. Terms and Conditions: 700 Series (rev. March 2-2020)
4. Schedule A: Supplemental Conditions to Terms and Conditions
5. Schedule B: Pricing Workbook: Lump Sum, Equipment, Labor Rates, Unit Rates
 - a. Schedule B-1: Pricing Assumptions
6. Schedule C: Statement of Work (SOW)
 - a. Appendix C-1: Division of Responsibility
7. Schedule D: Background Check Requirements
 - a. Schedule D-1: NGSP Attachment A
 - b. Schedule D-2: NGSP Attachment B1 - Thigpen
 - c. Schedule D-3: NGSP Attachment B2 - Thigpen
 - d. Schedule D-4: NGSP Attachment C
8. Schedule E: Design Package
 - a. Schedule E-1: Key Personnel
 - b. Schedule E-2: Subcontractors
 - c. Schedule E-3: Methodology

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- d. Schedule E-4: Schedule
 - e. Schedule E-5: Technical Assumptions
 - f. Schedule E-6: Technical Questions & Answers
 - g. Schedule E-7: COVID Continuity Plan
 - h. Schedule E-8: National Grid Updated Header Schedule 7/31
9. Schedule F: Safety, N-1402 Contractor Safety Requirements
- a. Schedule F-1: SHE01001
10. Schedule G: Environmental
- a. Schedule G-1: Environmental Procedure EP6 Contracted Services
 - b. Schedule G-2: Environmental Procedure EP6 Appendix A
 - c. Schedule G-3: Environmental Procedure EP6 Appendix B
 - d. Schedule G-4: Environmental Procedure EP6 Appendix C
 - e. Schedule G-5: Environmental Sustainability Policy
11. Schedule H: Department of Transportation
- a. Schedule H-1: Contractor Compliance Affidavit
 - b. Schedule H-2: SHW-101 Anti-Drug & Alcohol Procedure
 - c. Schedule H-3: DOT-FMCSA Drug Alcohol Prevention Plan
12. Schedule I: Ethics
- a. Schedule I-1: Supplier Code of Conduct
 - b. Schedule I-2: Supplier Ethics Certification - Thigpen
 - c. Schedule I-3: Anti-Fraud & Bribery Policy
 - d. Schedule I-4: Equal Opportunity Compliance Requirements (EEOC)
 - e. Schedule I-5: Supplier Diversity

ARTICLE 2 - SCOPE OF WORK

The Contractor hereby agrees to provide all materials, equipment, apparatus, tools, labor, services, and facilities necessary to perform CNG Decompression Skid Installation work in accordance with all the specifications and contract documents associated with this Agreement.

ARTICLE 3 - SCHEDULE

Any work to be performed under this Agreement shall be commenced and completed in accordance with the work schedules delineated in Schedule E-4: Schedule. Sapphire can make adjustments to schedule in the event of a master schedule adjustment by NG as appropriate.

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ARTICLE 4 - CONTRACT PRICE

The contract price for the Work shall be in accordance with Schedule B: Pricing Workbook, below, and shall be equitably adjusted to cover any additions, deletions or changes to the Project pursuant to Section 6.0 of the Terms and Conditions and for any adjustments required under Section 35.0 of the Terms and Conditions.

When National Grid does not approve of a selected subcontractor, Sapphire will find a new supplier and pass the costs through with no additional markup. The new subcontractor and new cost must be approved by National Grid before they are allowed to be used.

ARTICLE 5 - NOTICES

All legal and contractual notices will be given to the designated Party by registered mail, certified mail or express (overnight) delivery service, postage prepaid, to the intended Party at the following address or at such changed address as may from time to time be designated in a notice similarly delivered or mailed to:

Contractor:

Sapphire Gas Solutions LLC

Attention: Sam Thigpen
100 I45N STE 152a
Conroe, TX 773011

Company:

National Grid USA Service Company, Inc.d/b/a
National Grid
Attention: Global Procurement
40 Sylvan Road
Waltham, MA 02451

ARTICLE 6 - ENTIRE AGREEMENT

This Agreement, including all Contract Documents, constitutes the entire Agreement between the Company and the Contractor, with respect to the Work specified, and all previous representations relative thereto, either written or oral are hereby annulled and superseded. No modification of any of the provisions of this Agreement shall be binding unless in writing and signed by a duly authorized representative of each party hereto.

Contract:
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IN WITNESS WHEREOF, each party hereto has caused this Agreement to be executed by its duly authorized representative on the day and year set forth below.

Contractor:

Sapphire Gas Solutions LLC



Signature

Sam Thielen

Name

CEO

Title

8/31/20

Date

Company:

National Grid USA Service Company d/b/a National Grid

DocuSigned by:
Simon Harnett
C8234D24461E4C8...

Signature
Simon Harnett

Name
Vice President

Title
02 September 2020 | 5:54 PM EDT

Date



**TERMS AND
CONDITIONS
FOR
CONSTRUCTION**

Form 00700 (Rev. March 2, 2020)

Schedule A

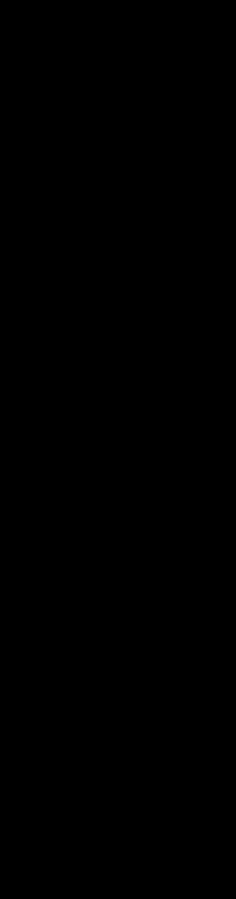
Supplemental Conditions to Terms and Conditions

- 1) Payment Terms to be 2% 10Net 30

Schedule B

Equipment Type (Amend per Contractor Required Equipment)	Thigpen		
	per day	per week	per month
Crane, up to 45 ton			
Compressor, trailer-mounted 160 - 185 CF with hoses and tools			
Utility Truck, fully equipped			
Pump w/ hoses, 4"			
Pump w/ hoses, 6"			
1600 CFM Compressor			
1600 DRYER			
Combo Fill and Hydro Pump			
Forklift			
Dodge 5500 Crane Truck			
Skid Steer			
RDH 450 Dryer			
Hydro Test Trailer			

Thigpen			
Time Classification	Labor Classification	UOM	Rate
Straight Time	QA/QC	per Hour	\$
Saturday / extended day premium time		per Hour	\$
Sunday and holiday premium time		per Hour	
Night Differential		per Hour	
Straight Time	Electrician	per Hour	\$
Saturday / extended day premium time		per Hour	\$
Sunday and holiday premium time		per Hour	
Daytime Differential		per Hour	
Straight Time	Field Supervisor	per Hour	\$
Saturday / extended day premium time		per Hour	\$
Sunday and holiday premium time		per Hour	
Daytime Differential		per Hour	
Straight Time	Site Supervisor	per Hour	\$
Saturday / extended day premium time		per Hour	\$
Sunday and holiday premium time		per Hour	
Daytime Differential		per Hour	
Straight Time	Welder	per Hour	\$
Saturday / extended day premium time		per Hour	\$
Sunday and holiday premium time		per Hour	
Daytime Differential		per Hour	
Straight Time	Project Manager	per Hour	\$
Saturday / extended day premium time		per Hour	\$
Sunday and holiday premium time		per Hour	
Daytime Differential		per Hour	
Straight Time		per Hour	\$

Saturday / extended day premium time	Specialty Welder	per Hour	
Sunday and holiday premium time		per Hour	
Daytime Differential		per Hour	
Straight Time	Hydrotest Contractor	per Hour	
Saturday / extended day premium time		per Hour	
Sunday and holiday premium time		per Hour	
Daytime Differential	HSE Manager	per Hour	
Straight Time		per Hour	
Saturday / extended day premium time		per Hour	
Sunday and holiday premium time		per Hour	
Daytime Differential	I&E	per Hour	
Straight Time		per Hour	
Saturday / extended day premium time		per Hour	
Sunday and holiday premium time		per Hour	
Daytime Differential	Weld Supervisor	per Hour	
Straight Time		per Hour	
Saturday / extended day premium time		per Hour	
Sunday and holiday premium time		per Hour	
Daytime Differential	Roustabout	per Hour	
Straight Time		per Hour	
Saturday / extended day premium time		per Hour	
Sunday and holiday premium time		per Hour	
Daytime Differential		per Hour	

Lump Sum Pricing -Decompression Skids		Barrett	Glenwood	Inwood
		Thigpen	Thigpen	Thigpen
1.0.0	Mobilization			
3.2.1	Decompression Skids			
3.2.2	Mechanical			
3.2.3	E & I			
3.2.4	Pressure Testing			
3.2.5	Commissioning			
3.2.6	Truck CNG Offloading Manifolds			
3.2.7	Control Trailer			
3.2.8	Instrument Air Compressor			
3.2.9	Natural Gas Generator			
3.2.10	Downstream Gas Piping			
3.2.11	Upstream Gas Piping			
3.2.12	Fuel Gas Piping and Metering Station			
3.2.13	Instrument Air/Nitrogen Piping			
3.2.14	Facility Lighting			
3.2.15	Power			
3.2.16	Central Controls and Programming			
3.2.17	Fire System			
2.0.0	Demob.			
Final Lump Sum Price				

Aligned with SOW Language in Part III, 3.2

Unit Pricing			
Item	Description	UOM	Rate
Electric Conduit 1-2"	This item is for the installation of electric conduit not identified on the Bid Drawings. Including wire pulls & fill.	Per LF	\$
Electric Conduit 3-4"	This item is for the installation of electric conduit not identified on the Bid Drawings. Including wire pulls & fill.	Per LF	\$
Electric Conduit 5-8"	This item is for the installation of electric conduit not identified on the Bid Drawings. Including wire pulls & fill.	Per LF	\$
Lighting	Installation and wiring of light pole, not inclusive of foundation	Each	\$
ESD Buttons	Including Installation	Each	
Air lines	Across header unit for Truck Station valve	Per LF	
Sonotube	For concrete pads, above and beyond scope	Each	
Steel Beam Supports	Installation of additional - supports as depicted on the header, W8 X 18	Each	\$
Supports	Installation of additional - supporting decompression pad, 4X4 Angle support (drawing detail 8 S-2)	Each	

Schedule C

Contract Title: CNG Decompression Skid Installation E.F. Barrett, Inwood and Glenwood

Project Location: Multiple Locations in Downstate NY

Contract Specifications & Scope of Work for Decompression Skid Installation at CNG Injection Stations

Inwood
Glenwood
Barrett

The logo for National Grid, featuring the word "nationalgrid" in a blue, lowercase, sans-serif font. The letter "i" in "grid" has a small blue diamond shape above it.

Schedule D

NGSP 6 – Background Check Requirements for Contracted Service Providers - Attachment A - National Grid

Requirements for Contractor Employee Background Checks

(For National Grid Level 2 Baseline & Supplemental Requirements)

1. Definition of “Contractor” and “Contractor Employees”

The entity or entities engaged or to be engaged under this contract to perform services for National Grid are alluded to throughout this document as “Contractor.” The individuals who will perform work for National Grid under this contract, including employees, principals, sole proprietors, sub-contractors, or contingent staff provided by the Contractor, are referred to as “Contractor Employees.”

2. Minimum Requirements

National Grid’s requirements for Contractor Employee background checks as defined below represent minimum requirements. Additional requirements may be deemed appropriate by National Grid or the Contractor or may be required by law, regulation, or other bodies having jurisdiction over the work or the Contractor. The Contractor must comply with any such additional requirements as are known or should reasonably be known by it.

To the extent, the Contractor finds that the background check requirements conflict with State or Federal statutes, collective bargaining agreements, or other issues that would prohibit compliance, the Contractor should notify their Procurement Department representative for guidance and resolution.

3. Contractor Submittals

Contractor must complete and submit the attached B-1 or B-2 “Contractor Information Sheet and Compliance Statement for Employee Background Check Requirements” to National Grid.

4. Requirements for Background Checks to be Completed Prior to Performing Work

Background checks as defined below must be completed before any Contractor Employee begins work under the contract, whether brought on at the outset of a contract or at any other point in the contract term. Only with the written agreement of risk acceptance by Band A and authorization of VP security may a Contractor Employee begin work in advance of background checks being completed.

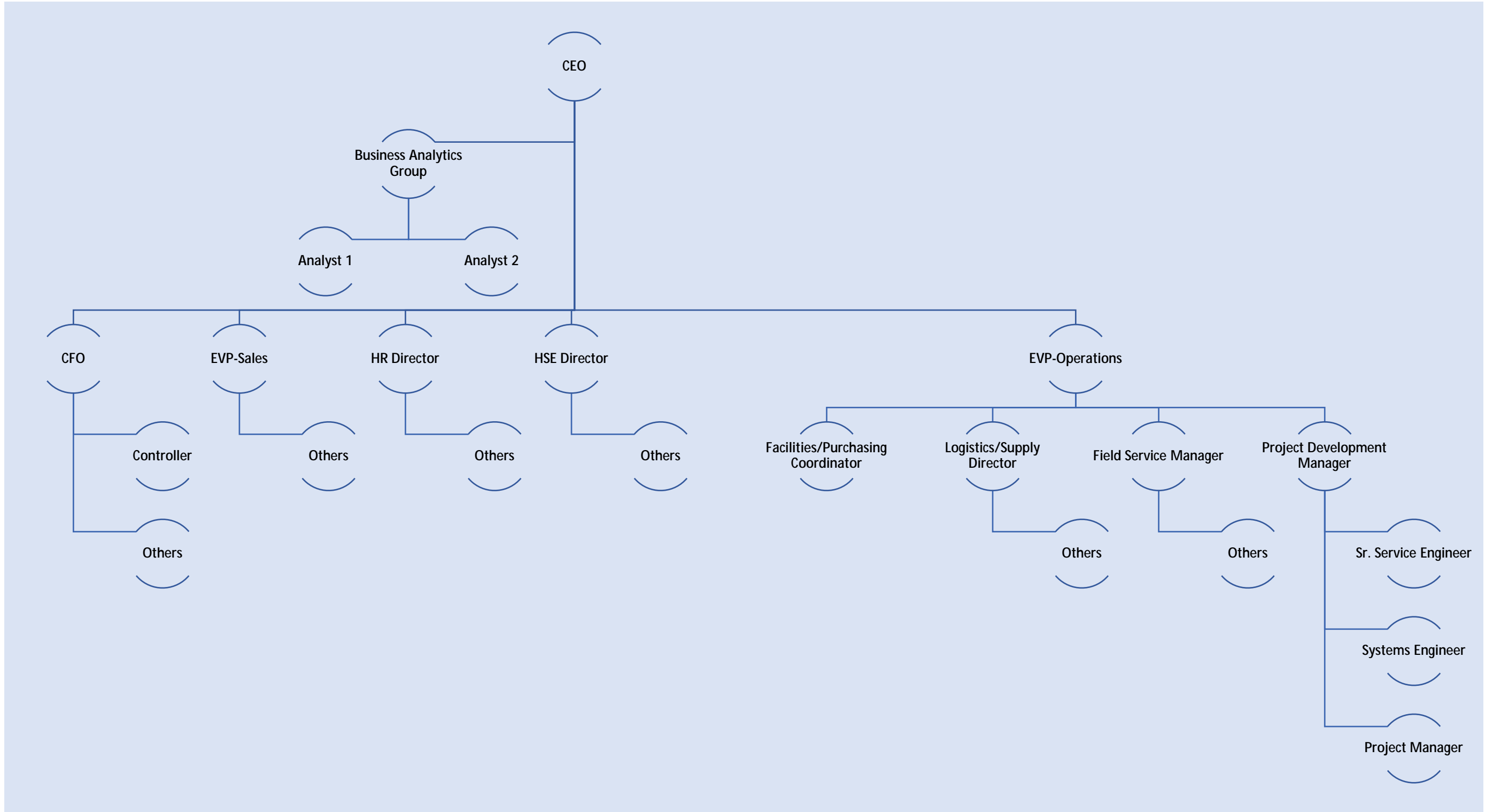
5. Identification Verification/Eligibility to Work in the Country:

Contractor Employees’ identities must be verified, and they must be legally eligible to work in the country where the work is to be performed.

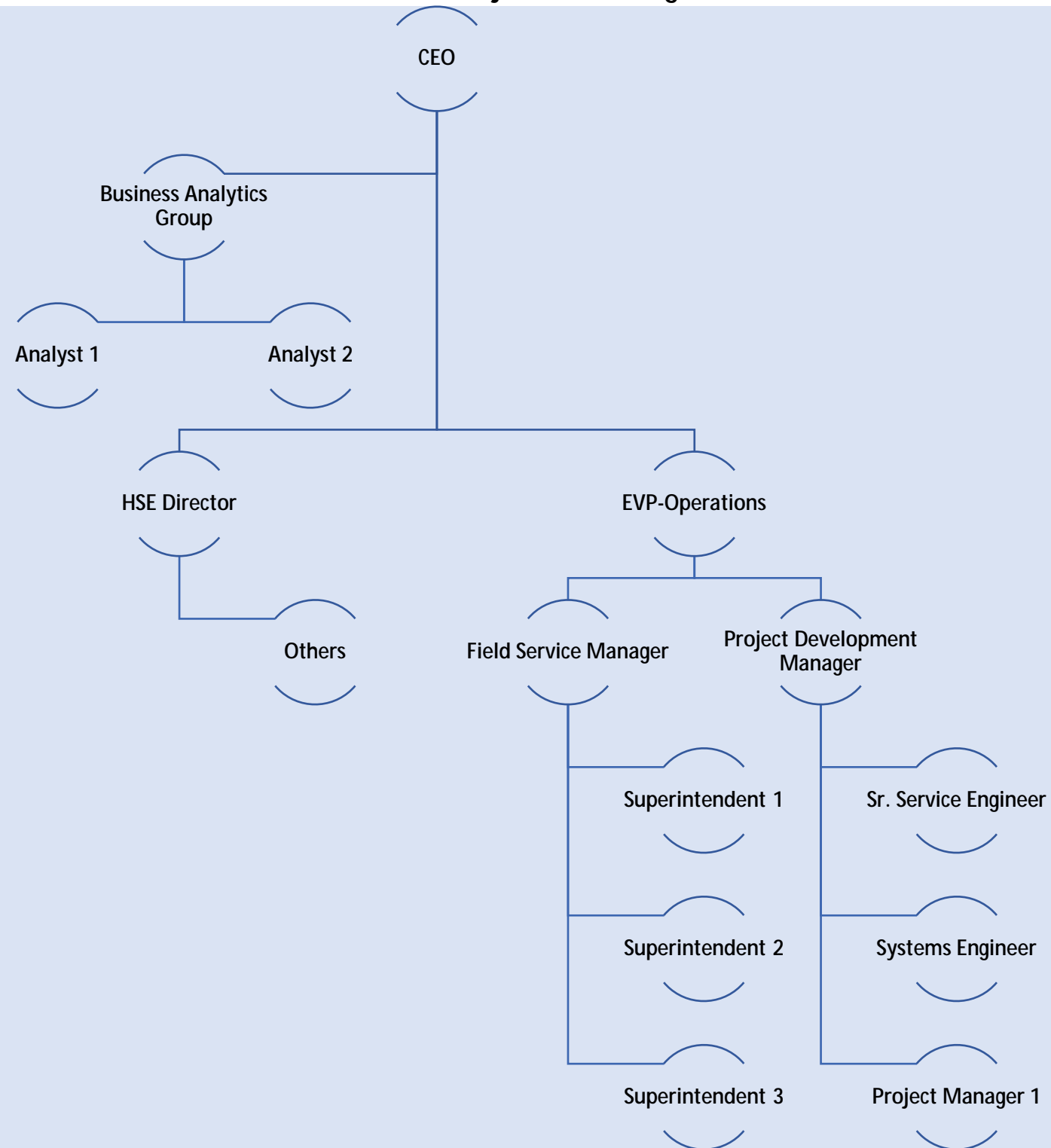
National Grid requires I-9/E-Verify through the US Department of Homeland Security. If the results of the E-Verify return mismatches or adverse results and the Contractor desires to have the employee perform work for National Grid, the Contractor must submit this information in writing to National Grid’s Security Department. National Grid’s Security Department, in collaboration with the National Grid User, Legal and Ethics Departments, will determine if the

Schedule E


National Grid Corporate Org Chart



National Grid Project Team Org Chart



Schedule F

	Gas Policy Safety	Doc. # SHE01001 Page 1 of 23
	General Safety Requirements	Revision 2 – 04/15/18

General Safety Requirements SHE01001

1. Purpose

This document provides a summary of the general safety requirements for Gas personnel. Whenever specific safety requirements are addressed by corporate Safety, Health, and Environment procedures, The Employee Safety Handbook, or other gas documents, those documents are cited herein.

This document covers, or refers to, the appropriate procedures for:

- Job Briefings
- Wearing and utilizing Personal Protective Equipment (PPE)
- The use of cell phones and other personal communications devices
- Maintaining portable fire extinguishers
- Protecting work areas and providing warning signs
- Notifying One Call Centers and sweeping proposed excavations for underground electric facilities with the Cable Avoidance Tool (CAT)
- Learning First Aid and avoiding contact with medical waste
- Taking precautions, if required to work in/on contaminated land
- Handling coal tar wrap
- Crystalline Silica Dust Control
- Safely conducting incident investigations
- Excavations and protective systems
- Hazardous atmospheres
- Entering excavations or gas utility vaults
- Dissipating static electricity in plastic pipe
- Maintaining electrical continuity for metallic pipelines and meters
- General safety considerations for purging gas lines
- Responding to uncontrolled blowing gas situations
- Wires-down safety
- Operating portable electric equipment
- Operating Company vehicles
- Commercial Motor Vehicles
- Wheel Chocks
- Contractors' Equipment

Some PPE (e.g., face shield, safety harness, rubber gloves) is not currently available in all regions. However, in regions where the equipment is available, it shall be worn and utilized in accordance with this document. Similarly, the PPE deployment for contractors will be phased in for equipment which is not covered in current contracts. Utility contractors shall be required to deploy the full range of equipment when their contracts are renewed. In addition, the contractor shall submit a Health and Safety Plan (HASP) to National Grid if it has not already done so.

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FILE: SHE01001 GENERAL SAFETY REQUIREMENTS	ORIGINATING DEPARTMENT: STANDARDS, POLICIES AND CODES	SPONSOR: DAN MCNAMARA

National Grid Safety Procedure		Rev. No.	13
		Page No.	i
N-1402	CONTRACTOR SAFETY REQUIREMENTS	Date:	10/24/2019

FOREWORD

National Grid's vision is to be a world-class safety organization with zero injuries every day. This includes working to help ensure the safety of our employees, contractors and the community. National Grid is committed to delivering operational excellence, including excellent levels of safety internally and in cooperation with the external contractors we rely on.

The Executive Safety Committee provides review and input for Safety Policies and Procedures through the Safety Policies and Procedures Subcommittee.

The Safety department is the owner of this procedure and is responsible for maintaining and implementing this procedure, soliciting comments from stakeholders and revising as necessary.

This document, "Contractor Safety Requirements", represents the current contractor safety requirements that are unique to operations and various functional groups at National Grid. This document does not specifically reference actions that are required by OSHA, other laws, rules, or regulations. These are requirements that should be understood by the contractor and contractor compliance with all applicable federal, state and local laws, rules, and regulations is expected by National Grid as a contractual condition.


Questions regarding this procedure should be referred to the National Grid Safety Department.

This document will be updated as necessary to communicate all aspects of National Grid's contractor safety to bidders, current contractors and to reflect changes in National Grid's Safety Policies and Procedures.

Date of Review/Revision:

Revision	Date	Description
1	08/5/2004	Initial
2	3/2/2005	Additions
3	01/30/2007	Additions
4	08/01/2008	Additions
5	08/01/2010	Additions
6	02/01/2011	Audit recommendations included

Schedule G

	National Grid Environmental Procedure No. 6	Rev. No.:	10
			Page No.:
Contracted Services		Date:	2/11/2019

PRINCIPLES / OBJECTIVES

This document establishes the process to ensure that Contractors performing work for National Grid are held to the highest level of environmental protection and accountability that National Grid holds for its own employees. Specific project management requirements for contractor selection, procurement, communication and performance are established.

The process and activities are summarized as follows:

Major Phase	Major Activities/ Work Products	Primary Responsibility	Monitor
Contractor Procurement	Project Planning & Review	User	Environmental
	Information Gathering Bidder Information Request Form	Procurement, User	
	Bidder Information Review and Contractor Selection	Procurement, User	Environmental
Contractor Communication	(optional) Environmental Protection Plan Development and Review	Contractor, User	Environmental
	Incident Reporting	Contractor	Environmental
	Improving Environmental Performance	Contractor, User	Environmental
Environmental Compliance	Monitoring: Routine work-site Inspections	User	Environmental
	Corrective Measures: Violation Reporting and Action.	User	Environmental
	(optional) Performance Evaluation at the Completion of the Project or Terms of Contract	User	Environmental

APPLICABILITY

This document applies to all businesses in National Grid's operations that procure contracted services **with potential for significant environmental impact**. Contracted services include, but are not limited to: electrical construction and maintenance, structural inspections, installation or

Approved for use per EP-10, Document Control

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Schedule H

Contractor Compliance to FMCSA and PHMSA Drug & Alcohol Regulatory Requirements

Date: April 11, 2014

Document Number: SHW-101

Subject: Contractor D&A Program Compliance

Owner: Integrated Health Management

OBJECTIVE

The safety of our employees, our customers, and the public is an integral part of National Grid's core values. In addition, in order to maintain compliance with state and federal regulations, National Grid must ensure that all Contractors (including sub-contractors) performing Department of Transportation (DOT) covered work (defined in section 2.0) have a Drug & Alcohol (D&A) Prevention Program in place that meets Federal Motor Carrier Safety Administration (FMCSA) and Pipeline & Hazardous Materials Safety Administration (PHMSA) Drug & Alcohol regulatory requirements.

The FMCSA and PHMSA regulatory requirements are outlined in the National Grid FMCSA D&A Prevention Plan and the National Grid PHMSA D&A Prevention Plan. Both of these plans are available on the Company Infont, or upon request through the Integrated Health Management (IHM) office.

To ensure that all of our Contractors have a compliant D&A Prevention Program in place, National Grid utilizes Transportation Advisor, LLC.

- Transportation Advisor (TA) reviews and monitors the drug and alcohol programs for all National Grid Contractors performing DOT covered work.
- All Contractors performing DOT covered work for National Grid must register with TA by submitting a Drug & Alcohol Program plan that complies with state and federal DOT regulations, prior to implementation of a contractual agreement with National Grid.
- Once the Contractor has submitted the required D&A program documentation necessary for registration, TA ensures that the D&A Program meets the regulatory compliance standards through an initial review of the program, and maintains the standards through quarterly audits.

This procedure details the process for ensuring that each Contractor has:

- made contact with Transportation Advisor
- submitted all required documentation to TA
- a Drug & Alcohol Program in place that meets all regulatory requirements as determined by Transportation Advisor.

This procedure also provides guidance to departments to fulfill their roles in ensuring that all DOT Contractors have registered with Transportation Advisor.

This procedure was developed by the Integrated Health Management (IHM) department and complies with National Grid's FMCSA and PHMSA Drug & Alcohol Prevention Plans.

Approved by: **Stephanie Shepard, Integrated Health Management**

Drug & Alcohol Prevention Plan

**U.S. Department of Transportation (DOT)
Federal Motor Carrier Safety Administration (FMCSA)**

**Prepared in accordance with the requirements of:
49 CFR Part 382
49 CFR Part 40**

**National Grid
300 Erie Blvd. West
Syracuse, NY 13202**

**Implementation Date: November 1, 2008
Last Update: February 11, 2015**

Schedule I



Supplier Code of Conduct

November 2019

nationalgrid