

## 2.12 COORDINATION WITH OTHER RAIL CARRIERS

- A. Contractors shall comply and cooperate with all agreements made between VRE and other rail carriers on whose property VRE operates.
- B. The Contractor is responsible for ensuring train and engine crew compliance with annual rules classes and tests required by Norfolk Southern, CSX, and/or Amtrak. The Contractor shall ensure that all qualifications are kept current.

## 2.13 RIGHT TO SUBCONTRACT

- A. The Contractor may employ Subcontractors to perform services required under the Contract, except as otherwise stated. Prior written approval by VRE to use Subcontractors is required with the exception of:
  - 1. Subcontractors identified in Contractor's Proposal;
  - 2. Subcontracts in which the total amount payable in any twelve-month period is less than one percent (1%) of the total annual Contract cost.
- B. The Contractor shall remain solely responsible for any work under this Contract for which it employs Subcontractors. VRE shall have no obligation to any Subcontractors.
- C. All Subcontractors shall perform their work in accordance with the applicable terms and conditions of this Contract, including but not limited to compliance with all health, safety, Equal Employment Opportunity (EEO), and VRE insurance requirements. Subcontractor employees need to have background checks as discussed in **SECTION 2.8 CRIMINAL BACKGROUND CHECK**.
- D. In the event that the Contractor terminates a Subcontractor, VRE shall not be liable to the Contractor or to such Subcontractor for any damages, whether direct, consequential, incidental, liquidated or otherwise, resulting from the termination of such Subcontractor.
- E. Each subcontract between the Contractor and any Subcontractor shall include a waiver by the Subcontractor of any right to assert any claim against VRE on account of such termination, and shall include the same indemnification and hold harmless provisions for the benefit of VRE as required of the Contractor in **SECTION 39. INDEMNIFICATION** of the General Terms and Conditions.
- F. The Contractor shall not subcontract the role of **General Manager**.

