

Responsible Contractor Policy

Effective Date: March 1, 2023

1. Introduction and Use.

This Responsible Contractor Policy (the “Policy”) outlines the Environmental, Social, and Governance (ESG) requirements that Rowan Green Data LLC and its affiliates (collectively, "Rowan") expect from third-party entities entering into agreements with Rowan for the provision of services, goods, and materials that exceed the following thresholds: (i) \$10,000,000 for construction or operation and maintenance services, goods, and/or materials, and (ii) \$20,000,000 for any other services, goods, and/or materials (such third party entity is referred to hereinafter as a “Contractor” or “Contractors”). Contractor shall not include, and this Policy shall therefore not apply to sole-proprietorships, an entity with one employee or independent contractors. This Policy and its terms do not supersede any agreement between Rowan and Contractor and are in addition to (and shall be applied in parallel) with Rowan’s Supplier Code of Conduct. Contractor is deemed to have accepted the terms of this Policy upon the earlier of (i) Contractor’s submission of a bid to provide services, goods, or materials to Rowan; or (ii) Contractor’s provision of services, goods, or materials to Rowan.

The purpose of the Policy is to ensure Contractor is providing fair wages, benefits, and a safe workplace for its employees in compliance with applicable law, reliable and quality performance, and competitive pricing to Rowan.

2. Requirements.

This Policy sets forth the following requirements:

1. Contractor shall comply with all applicable law, including but not limited to wage and labor, occupational safety, non-discrimination, labor relations, taxes and insurance and shall demonstrate compliance when required by Rowan. Further, Contractor shall provide wages, working conditions and benefits in accordance with applicable law and fair wages, determined by considering comparable wages and benefits paid, along with working conditions in the region in which the work is performed as well as other factors.
2. Contractor shall respect and abide by its employees right to associate, self-organize, form, join or assist labor organizations, along with the right to bargain collectively through representatives of their choosing regarding wages, hours and working conditions or to refrain from engaging in such activities. Contractor may not take any adverse action or retaliate if workers participate in collective bargaining, freedom of speech or association or bring up any issues regarding the same to Contractor.
3. Contractor shall comply with all applicable health and safety laws. Contractor shall provide access to such paid safety training as may be required by applicable laws to ensure that all employees have the skills and legal certifications necessary to perform assigned work safely.
4. Contractor shall not use any forced, bonded, or indentured labor and shall not restrict worker’s ability to move to and from the workplace and shall comply with all applicable human rights laws, regulations, ordinances, and guidelines. Contractor is prohibited from using child labor or engaging in behavior that amounts to slavery or servitude, employ, engage, or otherwise use forced, involuntary or compulsory labor, or trafficked labor.
5. Contractors shall use commercially reasonable efforts to ensure Contractor’s subcontractors and suppliers comply with this Policy.

3. Contractor Selection.

Contractor acknowledges that Rowan shall use, when commercially reasonable, a competitive solicitation process to select contractors, including Contractor. In connection with its competitive solicitation process, Rowan includes and considers certain factors, including but not limited to the contractor's skill, experience, cost and rates, safety record, past work, references, and support of this Policy. In connection with Rowan's competitive solicitation process, Rowan may utilize the following process:

1. Bidding Process. Rowan will include the terms of this Policy in its request for proposals or bids when commercially reasonable. Rowan does not invite all or substantially all potential bidders in a market to bid, provided Rowan does use commercially reasonable efforts to solicit proposals from multiple contractors and contractors that are able to comply with this Policy. Rowan requests that any bid or proposal from Contractor include a statement that Contractor will adhere to this Policy.
2. Factors. Rowan conducts its bidding and request for proposal process with a goal of minimizing costs while providing high-quality contractors, services, products, and materials.

4. Applicability.

Rowan will implement this Policy as of the Effective Date of this Policy and such Policy shall apply to all Contractors, irrespective of whether the agreement between a Contractor and Rowan governing the performance of certain services is dated prior to the Effective Date of this Policy. This Policy and the terms do not prevent Rowan from entering into an agreement with a Contractor that that was not obtained through competitive bidding for from entering an exclusive contract with any Contractor. Further, the Policy does not grant any rights, either directly or as a third-party beneficiary, upon Contractor. Whenever possible, each provision of this Policy shall be interpreted in such manner as to be effective and valid under applicable law, but if any provision of this Policy is held to be prohibited by or invalid under applicable law, such provision shall be ineffective only to the extent of such prohibition or invalidity, without invalidating the remainder of the Policy, and the remainder of the Policy shall remain valid, legal and enforceable in accordance with its terms.