

Services Agreement – Change Order Clause

Change Order - Excusable Events:

The following events (each an Excusable Event) shall excuse a Party or the Parties from performance of the Services Agreement as originally executed: (1) failure of any condition predicate necessary for Service Provider's performance of the Services which is the responsibility of the Customer (as an excuse to Service Provider's performance); (2) delays or interference with the Service Provider's obligations hereunder resulting from the acts or omissions of Customer or its employees or representatives (as an excuse to Service Provider's performance); (3) conditions arise which render the Services illegal or may cause the performance of the Services to infringe upon third party property rights (as an excuse to Service Provider's performance); (4) failure of Service Provider to comply with Customer's standards, including stoppage of necessary staff or material for Service Provider to perform or complete the Services as required and failure to adequately cure (after appropriate notice) any substandard Services (as an excuse to Customer's performance); (5) a Force Majeure Event as articulated in Section [insert applicable section of Services Agreement], which delays or prevents performance of the subject matter or Services of the Agreement, is a full or partial excuse of both Parties for their obligations.

The burden of proof of an Excusable Event shall be the responsibility of the Party invoking this clause. Should an Excusable Event occur, a Change Order Form will be prepared and executed by the Parties, and all Change Order Procedures must be followed as provided for in this Agreement.