



2018 Model Year Competitive Assistance Program

SUBMITTED: August 14, 2017

FOR: Builders Exchange

FAN: 997641



PREPARED FOR:

Jack Pyros
Builders Exchange

GM FLEET AND COMMERCIAL CONTACT:

Eric Raich
Fleet Account Executive
eric.raich@gm.com
Office: +1 216-337-0219
Mobile: +1 216-337-0219

General Motors Company
2135 City Gate Lane
Suite 200
Naperville, IL 60563
USA

August 14, 2017

Jack Pyros
Builders Exchange
901 Canterbury Road Suite C
Westlake, Ohio 44145

Dear Jack,

General Motors LLC, Fleet and Commercial Operations, is pleased to offer Builders Exchange the attached Competitive Assistance Program.

If you agree with the terms and conditions of the Program as set forth in the attached Agreement, please return a signed copy to my attention.

To ensure accurate and timely payment of Competitive Assistance, use of Processing Code FA3 and FAN 997641 is required on all order requests and delivery reporting data for vehicles specified as eligible for the Program. It is imperative that you communicate the Processing Code and FAN to your dealer or leasing company prior to placing an order.

To utilize this program through Momentum or a dealer of your choice, you will need a Letter of Membership Verification from Builders Exchange. Please contact Jack Pyros 440-759-2219 jack@momentumgroups.com to obtain this

On behalf of General Motors LLC, Fleet and Commercial Operations, I would like to thank you for allowing us the opportunity to be your fleet company for the 2018 model year(s).

Very truly yours,



Eric Raich
Fleet Account Executive

List of Attachments

1. 2018 Model Year Competitive Assistance Program Agreement
2. Vehicle Ordering and Delivery Instructions
3. Out-of-Stock Purchase Agreement
4. Eligible Associations Requirements for BX GM Competitive Assistance Program

2018 Model Year Competitive Assistance Program

Builders Exchange

PROCESSING CODE: FA3
FAN: 997641

CONTACT: Jack Pyros
PHONE: 440.759.2219

The following 2018 Model Year Competitive Assistance Program Agreement ³Agreement sets forth the terms and conditions of the Competitive Assistance Program (the ³Program or ³CAP between General Motors LLC, Fleet and Commercial Operations ³General Motors or ³GM and Builders Exchange.

TERMS AND CONDITIONS OF COMPETITIVE ASSISTANCE PROGRAM

Volume Requirement

Builders Exchange agrees to purchase or lease a minimum of 50 General Motors vehicles for each model year set forth in the Agreement. Any purchases or leases of General Motors vehicles by Builders Exchange will count toward the volume requirement.

Allowances and Eligible Vehicles

The following allowances are offered for the 2018 model year vehicles listed below (the ³Eligible Vehicles Eligible Vehicles exclude models with trim designations 1L0, 1SM, 1SV, 1VL, or 2SA.

Model	Invoice Credit*
Sonic	\$1,100
Spark	\$600
Bolt	\$1,150
Volt	\$1,600
Cruze	\$2,050
Malibu (excluding Hybrid)	\$3,450
Malibu Hybrid	\$2,100
Impala	\$4,000
LaCrosse	\$4,400
Cascada	\$850
Camaro	\$900
Encore	\$2,250
Trax	\$2,250
Equinox	\$2,150
Terrain	\$2,150
Envision	\$3,150
Traverse	\$2,900
Enclave	\$4,850



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Model	Invoice Credit*
Acadia	\$4,600
Tahoe/Yukon	\$3,850
Suburban/Yukon XL (excluding 3500 HD)	\$3,850
Silverado/Sierra 1500 Regular Cab Work Truck 2WD (1WT or 1SA)	\$5,550
Silverado/Sierra 1500 Regular Cab Work Truck 4WD (1WT or 1SA)	\$5,550
Silverado/Sierra 1500 Regular Cab 2WD (excluding Work Truck)	\$6,550
Silverado/Sierra 1500 Regular Cab 4WD (excluding Work Truck)	\$6,800
Silverado/Sierra 1500 Double Cab Work Truck 2WD (1WT or 1SA)	\$6,250
Silverado/Sierra 1500 Double Cab Work Truck 4WD (1WT or 1SA)	\$6,500
Silverado/Sierra 1500 Double Cab 2WD (excluding Work Truck)	\$6,750
Silverado/Sierra 1500 Double Cab 4WD (excluding Work Truck)	\$7,000
Silverado/Sierra 1500 Crew Cab Work Truck 2WD (1WT or 1SA)	\$6,600
Silverado/Sierra 1500 Crew Cab Work Truck 4WD (1WT or 1SA)	\$6,850
Silverado/Sierra 1500 Crew Cab 2WD (excluding Work Truck)	\$7,100
Silverado/Sierra 1500 Crew Cab 4WD (excluding Work Truck)	\$7,100
Silverado/Sierra 2500/3500 Regular Cab Work Truck 2WD (1WT or 1SA)	\$5,750
Silverado/Sierra 2500/3500 Regular Cab Work Truck 4WD (1WT or 1SA)	\$6,000
Silverado/Sierra 2500/3500 Regular Cab 2WD (excluding Work Truck)	\$6,100
Silverado/Sierra 2500/3500 Regular Cab 4WD (excluding Work Truck)	\$6,350
Silverado/Sierra 2500/3500 Double Cab Work Truck 2WD	\$6,200
Silverado/Sierra 2500/3500 Double Cab Work Truck 4WD	\$6,450
Silverado/Sierra 2500/3500 Double Cab 2WD (excluding Work Truck)	\$6,550
Silverado/Sierra 2500/3500 Double Cab 4WD (excluding Work Truck)	\$6,800



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Model	Invoice Credit*
Silverado/Sierra 2500/3500 Crew Cab Work Truck 2WD (1WT or 1SA)	\$6,350
Silverado/Sierra 2500/3500 Crew Cab Work Truck 4WD (1WT or 1SA)	\$6,600
Silverado/Sierra 2500/3500 Crew Cab (excluding Work Truck)	\$6,950
Medium Duty Low Cab Forward 3500	\$2,800
Medium Duty Low Cab Forward 4500 - Gas	\$3,700
Medium Duty Low Cab Forward 4500 - Diesel	\$4,450
Medium Duty Low Cab Forward 5500	\$4,300
Colorado/Canyon Extended Cab 2WD	\$1,450
Colorado/Canyon Extended Cab 4WD	\$2,300
Colorado/Canyon Crew Cab 2WD	\$2,100
Colorado/Canyon Crew Cab 4WD	\$2,600
Express/Savana 2500 Cargo	\$6,850
Express/Savana 3500 Cargo	\$7,300
Express/Savana Cutaway	\$6,200
Express/Savana Passenger	\$6,300
City Express 1LS	\$3,000
City Express 1LT	\$3,400
ATS	\$3,150
CTS	\$4,350
XTS	\$5,050
CT6	\$3,000
XT5	\$3,050
Escalade/Escalade ESV	\$5,225
Regal	\$1,450

Purchase Volume

*Represents competitive assistance that is included in the tier amounts that will be reflected as an invoice credit.



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Vehicles receiving allowances under the GM Business Choice, Fleet Out-of-Stock, or Retail Alternative Programs are not eligible to receive Competitive Assistance.

Orders placed for Puerto Rico or the U.S. Virgin Islands for certain select models and/or trim levels (requires R8T code) may not be eligible for Competitive Assistance. Please contact your GM Fleet Account Executive for details.

Payment by Invoice Credit

Competitive Assistance is payable as an invoice credit at the amounts listed in the table above. Additional Competitive Assistance, earned by achieving a higher volume tier, is retroactive to the first unit purchased/leased, and is payable to Builders Exchange upon application to General Motors LLC, Fleet and Commercial Operations by December 31, 2019. Your General Motors Fleet Account Executive can provide the instructions for your application procedure.

Out of Stock Purchase/Leases

Eligible Vehicles purchased or leased from a General Motors dealer's retail inventory (out-of-stock) will qualify for Competitive Assistance (unless otherwise specified) only once the attached "CAP Out of Stock Purchase Agreement" form is completed by the applicable dealer and Builders Exchange (or its authorized Fleet Management Company).

Vehicles purchased or leased from a General Motors dealer's retail or other fleet incentives will not be eligible for Competitive Assistance, but such purchases/leases of those out-of-stock General Motors vehicles will still count toward attainment of the volume requirement provided that Builders Exchange complies with all other terms of the Agreement. Such purchases/leases must be reported as fleet deliveries even if retail incentives are claimed. Eligible Vehicles ordered with processing code FA3 cannot be converted to out-of-stock purchases/leases and are not eligible for retail or other fleet incentives.

Price Protection

General Motors will provide Builders Exchange with price protection for 2018 model year Eligible Vehicles at introductory prices. Price protection pertains to ordered and dealer stock units. The price protection offered by General Motors applies to price increases based on economics and destination and freight charges. The price protection offered by General Motors excludes vehicle price increases made necessary due to equipment adjustments, government-mandated equipment and emission changes, optional equipment made standard, mid-cycle enhancements, and vehicle design changes, all as defined and valued by General Motors.

Vehicle Pricing

If the dealer invoice price of a comparably equipped Eligible Vehicle is reduced during the term of this Agreement, General Motors reserves the right to reduce Competitive Assistance allowances by the amount of the dealer invoice price reduction.

Powertrain Warranty

All Chevrolet and GMC vehicles purchased under this program with Delivery Types: 014 Fleet Leasing Company Purchase or 035 Business Organization Fleet Purchase, are covered by a Limited Powertrain Warranty of 5 years or 100,000 miles, whichever comes first. Vehicles purchased by Daily Rental companies, Delivery Type 020, are covered by the standard Limited Powertrain Warranty of 5 years or 60,000 miles, whichever comes first. Please refer to the Chevrolet or GMC Warranty booklet or contact your GM Fleet Account Executive for details.

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Ownership Requirements

All vehicles under this Program must be titled, licensed, and registered in the name of Builders Exchange or its Fleet Management Company and retained by Builders Exchange for business use principally in the United States for a minimum of 6 months from the date of delivery. Builders Exchange will not knowingly sell, export, sell for export, or principally use the Eligible Vehicles outside of the United States at any time.

Compliance Requirements

In performing its obligations under this Agreement, each party warrants and agrees to comply fully with, and to cause its directors, officers, employees, and agents to comply fully with, all applicable laws and regulations of all appropriate jurisdictions, including without limitation: the U.S. Foreign Corrupt Practices Act; all applicable anti-corruption laws and U.S. federal, state and local laws, regulations and guidelines, including without limitation campaign finance laws, ethics laws, pay to play rules, and any applicable lobbying registration and disclosure laws; export control laws and regulations of the United States and other applicable countries; and U.S. sanctions, embargoes, and prohibitions on transactions with restricted parties, countries, and regions. General Motors has the right to review and/or audit the appropriate records of Builders Exchange to investigate fraud or ensure compliance with this Agreement. Builders Exchange's failure to comply with this Agreement may result in General Motors immediately terminating this Agreement and/or passing to Builders Exchange penalties imposed on General Motors by certain countries for unauthorized export/import of General Motors vehicles.

VEHICLE ORDERING REQUIREMENTS

PROCESSING CODE: FA3

FAN: 997641

For all brands listed in the agreement that are eligible to receive competitive assistance allowances:

- ✦ It is mandatory that the Processing Code and FAN appear on every order request placed via GM Order Workbench.
- ✦ The FAN is required on all delivery reporting entries via GM Order Workbench.

GENERAL PROVISIONS

The following general provisions apply:

Agreement

This Agreement (i) contains the entire understanding of the parties relating to the subjects hereto, (ii) supersedes all prior statements, representations, and agreements, and (iii) cannot be amended except by written instrument signed by both parties. The parties represent and agree that, in entering into this Agreement, they have not relied upon any oral or written agreements, representations, statements, or promises, express or implied, not specifically set forth or otherwise referenced in this Agreement. The parties expressly waive application of any law, statute, or judicial decision allowing oral modifications, amendments, or additions to this Agreement notwithstanding this express written provision requiring a writing signed by the parties.



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Suite C
Westlake, Ohio 44145**APPROVED:** August 14, 2017**VERSION:** 1**DEAL NUMBER:** 5892**PROCESSING CODE:** FA3
FAN: 997641**CONTACT:** Jack Pyros
PHONE: 440-759-2219

Confidentiality

This Agreement and the terms hereof are intended solely for the use of General Motors and Builders Exchange. This Agreement is to be disclosed on a 'need to know' basis solely within Builders Exchange or to the dealer/fleet management company chosen by Builders Exchange to quote the purchase/lease of Eligible Vehicles, not to other dealers or General Motors competitors.

Choice of Law

This Agreement shall be governed by and construed in accordance with the laws of the State of Michigan as if entirely performed therein, without regard to the conflicts of law and principles thereof.

SIGNATURES

This Competitive Assistance offer is valid for 60 days from the date approved and will expire on October 13, 2017 unless accepted in writing by Builders Exchange and returned prior to the expiration date.

General Motors and Builders Exchange have caused this 2018 Model Year Competitive Assistance Program Agreement to be executed by their duly authorized representatives as of the last date appearing below:

Signature of Commercial Account Representative_____
Title_____
Date_____
Signature of GM FAE, Eric Raich_____
Fleet Account Executive_____
Title_____
August 14, 2017_____
Date

PLEASE RETURN TO Eric Raich, YOUR FLEET ACCOUNT EXECUTIVE



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VEHICLE ORDERING AND DELIVERY INSTRUCTIONS

To ensure the accurate tracking of orders and timely payment of Competitive Assistance Program (CAP) allowances, use of the assigned CAP Processing Code and the GM Fleet Account Number (FAN) is required on all vehicle order requests and delivery reporting data for models specified in the agreement as eligible for Competitive Assistance.

It is imperative that you communicate the Processing Code and FAN to your dealer and/or leasing company.

CUSTOMER NAME: Builders Exchange
PROCESSING CODE: FA3
FAN: 997641

THIS DOCUMENT MUST BE
PRESENTED TO YOUR DEALER
AND/OR LEASING COMPANY

ORDERING CAP UNITS

Requirements for Standard Vehicle Order

- The assigned CAP Processing Code identified above must be included on the order.
- Do not use the CAP processing Code on units that are taken out of stock that will receive the retail alternative. These units will still require a fleet delivery type.
- One of the fleet order types listed below must be included in the order.

Order Types

FLEET ORDER TYPE: FLS - Fleet Lease	Requires Primary Leasing Company FAN and End-User FAN
FLEET ORDER TYPE: FNR - Fleet Commercial	Requires End-User FAN

End-User FAN	Customer Name
997641	Builders Exchange



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DELIVERY REPORTING OF CAP UNITS

Ordered and Out-of-Stock CAP Units

All deliveries to customers with a valid General Motors Fleet Account Number (FAN), which includes all CAP customers, must be reported as fleet deliveries regardless of order type.

Deliveries to FAN holders using retail delivery type "018 Business Organization" or any other retail delivery type are not allowed and any incentives paid will be subject to a charge back.

Vehicles delivered incorrectly (i.e. retail) will not be eligible for payment of any Competitive Assistance.

Fleet Delivery Types

The delivery type or types for this customer is listed below.*

DELIVERY TYPE: 014 - Leasing Company	Requires Primary Leasing Company FAN and End-User FAN
DELIVERY TYPE: 035 - Business Organization	Requires End-User FAN

*020 Daily Rental is not applicable to CAP accounts (National Rental Accounts only)

ADDITIONAL TERMS AND CONDITIONS

Commercial Upfit Programs

Allowances offered in the GM Business Choice Program are not compatible with brands covered by this agreement as eligible to receive Competitive Assistance.

Fleet Out-of-Stock and Retail Incentives

Allowances offered under Fleet Out-of-Stock and Retail Alternative Programs are not compatible with brands covered by this agreement as eligible to receive Competitive Assistance.

Ownership Requirements

All vehicles under this Program must be titled, licensed, and registered in the name of a Builders Exchange/ eligible subsidiaries or its fleet management company and retained by Builders Exchange/ eligible subsidiaries for business use principally in the United States for a minimum of 6 months from the date of delivery. Builders Exchange/ eligible subsidiaries will not knowingly sell, export, sell for export, or principally use the Eligible Vehicles outside the United States at any time. In performing its obligations under this agreement, each party warrants and agrees to comply fully with, and to cause its directors, officers, employees, and agents to comply fully with, all applicable laws and regulations of all appropriate jurisdictions, including without limitation: the U.S. Foreign Corrupt Practices Act; all applicable anti-corruption laws and U.S. federal, State and local laws, regulations and guidelines. Including without limitation campaign finance laws, pay to play rules, and any applicable lobbying registration and disclosure laws; export control laws and regulations of the United States and other applicable countries; and U.S. sanctions, embargoes, and prohibitions on transactions with restricted parties, countries, and regions. General Motors has the right to review and/ or audit the appropriate records of Builders Exchange to investigate fraud or ensure compliance with this agreement. Builders Exchanges' failure to comply with this agreement may result in General Motors immediately terminating this Agreement and/or passing to Builders Exchange penalties, imposed on General Motors by certain countries for unauthorized export/ import of General Motors vehicles.

FAE Acknowledgement

This document has been presented to CAP customer.

Signature of Eric Raich

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CAP Out-Of-Stock Purchase Agreement

THIS FORM MUST BE COMPLETED FOR
ALL OUT-OF-STOCK TRANSACTIONS WITH
CAP CUSTOMERS

Part 1

The intent of this agreement and process is to provide the selling dealer an invoice credit to their open account for the CAP amount

Adjustment invoice credits will be posted to the dealer open account statement and settled based on current process.

Builders Exchange	997641	FA3	
Customer Name	Customer FAN	CAP Code	Fleet Management Company, if applicable

Part 2 (to be completed by dealer)

Dealer Code	Dealership Name	City, State
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The named dealer agrees to sell the above referenced customer the VIN(s) below and will comply with this agreement. The ultimate consumer/end user acknowledges receipt of a private offer from General Motors. The consumer and dealer understand that this private offer is NOT compatible* with any additional retail or dealer incentives/rebates (i.e. business choice, dealer cash, pull boards, etc.). By signing this agreement, the above-mentioned dealership is releasing General Motors from any future claim or obligation for incentive(s) on units purchased with CAP incentives. In addition, the above-mentioned dealership is authorizing GM to debit his/her open account for any incentive monies that have been erroneously paid to his/her dealership in reference to this transaction.

List units included in this transaction below. Please indicate by VIN if a dealer trade is involved and if the dealer trade transaction has been completed by the original dealer in Order Workbench, Deliver Vehicle tab. Attach a spreadsheet for additional VINs.

-- VINs must be delivered Fleet in Order Workbench, Deliver Vehicle tab --

Extended Service

VIN	OnStar RPO	XM RPO	Dealer Trade	Transaction Completed
			<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
			<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
			<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No

Print Name of Authorized Dealer Representative

Phone Number

Signature of Authorized Dealer Representative

Date _____

Dealer Note: This document is required as supporting documentation for all CAP out-of-stock purchase transactions and must be available in the Deal File.

* Always check program guidelines for compatibility.

Please contact 1-800-FleetOP (1-800-353-3867) with any questions.
FAX to FleetOP at 586-986-1402 or 586-9861401 to have the invoice adjusted and CAP code added.

2018 Model Year Competitive Assistance Program

Eligible Associations Requirements: GM Competitive Assistance Program

What is a Builders Exchange or “like association”?

Construction Reporting: A Builders Exchange is a not-for-profit construction trade association whose primary function is to report on construction projects that are in the design phase and/or projects that are out for bid.

Other Services: Builders Exchanges conduct educational programs, hold social events for industry networking, provide affinity programs that reduce the cost of such expenses such as cell phones, purchasing of fuel, insurance programs, office products, vehicle purchasing, etc.

Membership: Builders Exchange members consist of every segment of the construction industry including contractors, suppliers, architects, engineers, accountants, lawyers, insurance companies or any other types of companies that have a common economic interest to the construction industry.

Like Associations: Many associations throughout the United States and Canada, although not called Builders Exchanges, offer the same benefits and reporting services as Builders Exchanges and should be considered for inclusion into the GM CAP Program, but only at the discretion of Momentum Fleet Leasing, manager of the GM CAP Program.

Association Program Promotion

Associations accepted into the GM CAP Program must agree to the following promotional rules:

1. The program must be prominently displayed on association's website.
2. Promotional literature must be displayed at all events.
3. Additional efforts to be decided by Momentum.
4. Each participating exchange must sign agreement/ power of attorney for Momentum Groups to negotiate, manage, and process the incentives for this program.

Current Participating Locations:

1. Builders Exchange, Inc (Plan-rooms in Cleveland, Cincinnati, Toledo, and Dayton).
2. Construction Association of Michigan
3. Builders Exchange of North West Michigan.
4. Nevada County Contractors' Association
5. Placer County Contractors Association
6. Builders' Exchange of Santa Clara County
7. Central Coast Builders Association
8. Valley Builder's Exchange
9. Kern County Builders' Exchange, Inc
10. Builders' Exchange of Stockton
11. San Luis Obispo County Builders Exchange
12. Santa Barbara Contractors Association
13. Ventura County Contractors Association