

## PORT EVERGLADES FRANCHISE APPLICATION

An application will not be deemed complete and ready for processing until all required documents and fees are received.

**A separate application must be filed for each type of franchise applied for.**

FRANCHISE TYPE

CHECK ONE

☐

STEAMSHIP AGENT

☐

STEVEDORE

☐

CARGO HANDLER

☐

TUGBOAT & TOWING

☐

VESSEL BUNKERING

☐

VESSEL OILY WASTE REMOVAL

☐

VESSEL SANITARY WASTE WATER REMOVAL

☐

MARINE TERMINAL SECURITY

☒

MARINE TERMINAL SECURITY

FIREARMS CARRYING SECURITY PERSONNEL

NON-FIREARMS CARRYING SECURITY PERSONNEL

**Note: Applicant is the legal entity applying for the franchise. If the Applicant is granted the franchise, it will be the named franchisee. All information contained in this application shall apply only to the Applicant, and not to any parent, affiliate, or subsidiary entities.**

Applicant's

Name Norton Lilly International, Inc DBA MACS Marine Transport

(Name as it appears on the certificate of incorporation, charter, or other legal documentation as applicable, evidencing the legal formation of the Applicant)

Applicant's Business Address One St. Louis Centre STE 5000 Mobile, AL 36602

Number /

Street

City/State/Zip

Phone # (251) 219-3325

E-mail address gcampuzano @ nortonlilly.cor

Fax #: ( ) \_\_\_\_\_

**Name of the person authorized to bind the Applicant (Person's signature must appear on Page 13.)**

Name Sumner Adams

Title Corporate Secretary

Business Address One St. Louis Centre STE 5000

Number /

Street

City/State/Zip

Phone # (251) 219-3325

E-mail address sadams @ nortonlil

Fax #: ( ) \_\_\_\_\_

Provide the Name and Contact Information of Applicant's Representative to whom questions about this application are to be directed (if different from the person authorized to bind the Applicant):

Representative's Name Barry St. Germain

Representative's Title VP of Business Development

Representative's Business Address 1001 N America Way, STE 208

Number /

Street

City/State/Zip

Representative's Phone # (504) 376-4317

Representative's E-mail address bstgermain @ nortonlilly.com

Representative's Fax # ( ) \_\_\_\_\_

**PLEASE COMPLETE THIS APPLICATION AND LABEL ALL REQUIRED BACKUP DOCUMENTATION TO CLEARLY IDENTIFY THE SECTION OF THE APPLICATION TO WHICH THE DOCUMENTATION APPLIES (I.E...., SECTION A, B, C, etc.).**

**Section A**

1. List the name(s) of Applicant's officers, including, CEO, COO, CFO, director(s), member(s), partner(s), shareholder(s), principal(s), employee(s), agents, and local representative(s) active in the management of the Applicant.

Officers:

Title CEO - US SHIP SERVICES

First Name Andreas Middle Name \_\_\_\_\_

Last Name Ebensperger

Business Street Address ONE ST. LOUIS CENTRE STE 5000

City, State, Zip Code MOBILE, AL 36602

Phone Number (251) 219-3325 Fax Number ( )

Email Address aebensperger@nortonlilly.com.

Title President / CEO

First Name ALVARO Middle Name \_\_\_\_\_

Last Name DAVID

Business Street Address SAME AS ABOVE

City, State, Zip Code \_\_\_\_\_

Phone Number ( ) Fax Number ( )

Email Address adavid@nortonlilly.com.

Title CFO

First Name PATRICIO Middle Name ANTONIO

Last Name GARCIA

Business Street Address SAME AS ABOVE

City, State, Zip Code \_\_\_\_\_

Phone Number ( ) Fax Number ( )

Email Address pgarcia@nortonlilly.com.

Title CORPORATE SECRETARY

First Name SUMNER Middle Name \_\_\_\_\_

Last Name ADAMS

Business Street Address SAME AS ABOVE

City, State, Zip Code \_\_\_\_\_

Phone Number ( ) Fax Number ( )

Email Address sadams@nortonlilly.com.

Attach additional sheets if necessary.

2. RESUMES: Provide a resume for each officer, director, member, partner, shareholder, principal, employee, agent, and local representative(s) active in the management of the Applicant, as listed above.

### Section B

1. Place checkmark to describe the Applicant:

☐ Sole Proprietorship ☒ Corporation ☐ Partnership ☐ Joint Venture ☐ Limited Liability Company

2. Provide copies of the documents filed at the time the Applicant was formed including Articles of Incorporation (if a corporation); Articles of Organization (if an LLC); or Certificate of Limited Partnership or Limited Liability Limited Partnership (if a partnership). If the Applicant was not formed in the State of Florida, provide a copy of the documents demonstrating that the Applicant is authorized to conduct business in the State of Florida.

### Section C

1. Has there been any change in the ownership of the Applicant within the last five (5) years? (e.g., any transfer of interest to another party)

Yes ☒ No ☐ If "Yes," please provide details in the space provided. Attach additional sheets if necessary.

2. Has there been any name change of the Applicant or has the Applicant operated under a different name within the last five (5) years?

Yes ☐ No ☒ If "Yes," please provide details in the space provided, including: Prior name(s) and Date of name change(s) filed with the State of Florida's Division of Corporations or other applicable state agency. Attach additional sheets if necessary.

3. Has there been any change in the officers, directors, executives, partners, shareholders, or members of the Applicant within the past five (5) years?

Yes ☒ No ☐ If "Yes," please provide details in the space provided, including:

Prior officers, directors, executives, partners, shareholders, members

Name(s) CEO - Alvaro David

New officers, directors, executives, partners, shareholders, members

Name(s) Officer - Felipe Vial

Also supply documentation evidencing the changes including resolution or minutes appointing new officers, list of new principals with titles and contact information, and effective date of changes. Attach additional sheets if necessary.

### Section D

Provide copies of all fictitious name registrations filed by the Applicant with the State of Florida's Division of Corporations or other State agencies. If none, indicate "None" NONE.

**Section E**

1. Has the Applicant acquired another business entity within the last five (5) years?  
Yes \_\_\_ No ☒ If "Yes," please provide the full legal name of any business entity which the Applicant acquired during the last five (5) years which engaged in a similar business activity as the business activity which is the subject of this Port Everglades Franchise Application.  
If none, indicate "None" NONE.
  
2. Indicate in the space provided the date of the acquisition and whether the acquisition was by a stock purchase or asset purchase and whether the Applicant herein is relying on the background and history of the acquired firm's officers, managers, employees and/or the acquired firm's business reputation in the industry to describe the Applicant's experience or previous business history. Attach additional sheets if necessary.
  
3. Has the Applicant been acquired by another business entity within the last five (5) years? Yes \_\_\_ No ☒ If "Yes," provide the full legal name of any business entity which acquired the Applicant during the last five (5) years which engaged in a similar business activity as the business activity which is the subject of this Port Everglades Franchise Application.  
If none, indicate "None" none.
  
4. Indicate in the space provided the date of the acquisition and whether the acquisition was by a stock purchase or asset purchase and whether the Applicant herein is relying on the background and history of the parent firm's officers, managers, employees and/or the parent firm's business reputation in the industry to describe the Applicant's experience or previous business history. Attach additional sheets if necessary.

**Section F**

Provide the Applicant's previous business history, including length of time in the same or similar business activities as planned at Port Everglades.

**Section G**

1. Provide a list of the Applicant's current managerial employees, including supervisors, superintendents, and forepersons.
  
2. List the previous work history/experience of the Applicant's current managerial employees, including their active involvement in seaports and length of time in the same or similar business activities as planned at Port Everglades.



**Section H**

List all seaports, including Port Everglades (if application is for renewal), where the Applicant is currently performing the services/operation which is the subject of this Franchise application. Use this form for each seaport listed. Photocopy additional pages as needed (one page for each seaport listed).

If none, state "None" \_\_\_\_\_.

Seaport Port Everglades Number of Years Operating at this Seaport //

List below all of the Applicant's Clients for which it provides services at the seaport listed above.

Client Name (Company)	Number of Years Applicant has Provided Services to this Client
APL Limited	//
Hapag Lloyd	//
Maersk	//
Dole Fresh Fruit Int'l	//
Mediterranean Shipping	//
Hamburg Sud	//
Hoegh Autoliners	//

### Section I

1. Provide a description of all past (within the last five (5) years) and pending litigation and legal claims where the Applicant is a named party, whether in the State of Florida or in another jurisdiction, involving allegations that Applicant has violated or otherwise failed to comply with environmental laws, rules, or regulations or committed a public entity crime as defined by Chapter 287, Florida Statutes, or theft-related crime such as fraud, bribery, smuggling, embezzlement or misappropriation of funds or acts of moral turpitude, meaning conduct or acts that tend to degrade persons in society or ridicule public morals.

The description must include all of the following:

- a) The case title and docket number
- b) The name and location of the court before which it is pending or was heard
- c) The identification of all parties to the litigation
- d) General nature of all claims being made

If none, indicate "None" NONE.

2. Indicate whether in the last five (5) years the Applicant or an officer, director, executive, partner, or a shareholder, employee or agent who is or was (during the time period in which the illegal conduct or activity took place) active in the management of the Applicant was charged, indicted, found guilty or convicted of illegal conduct or activity (with or without an adjudication of guilt) as a result of a jury verdict, nonjury trial, entry of a plea of guilty or nolo contendere where the illegal conduct or activity (1) is considered to be a public entity crime as defined by Chapter 287, Florida Statutes, as amended from time to time, or (2) is customarily considered to be a white-collar crime or theft-related crime such as fraud, smuggling, bribery, embezzlement, or misappropriation of funds, etc. or (3) results in a felony conviction where the crime is directly related to the business activities for which the franchise is sought.

Yes      No ✓

If you responded "Yes," please provide all of the following information for each indictment, charge, or conviction:

- a) A description of the case style and docket number
- b) The nature of the charge or indictment
- c) Date of the charge or indictment
- d) Location of the court before which the proceeding is pending or was heard
- e) The disposition (e.g., convicted, acquitted, dismissed, etc.)
- f) Any sentence imposed
- g) Any evidence which the County (in its discretion) may determine that the Applicant and/or person found guilty or convicted of illegal conduct or activity has conducted itself, himself or herself in a manner as to warrant the granting or renewal of the franchise.

### Section J

The Applicant must provide a current certificate(s) of insurance. Franchise insurance requirements are determined by Broward County's Risk Management Division and are contained in the Port Everglades Tariff No. 12 as amended, revised or reissued from time to time. The Port Everglades Tariff is contained in the Broward County Administrative Code, Chapter 42, and is available for inspection on line at: <http://www.porteverglades.net/development/tariff>.

### Section K

1. The Applicant must provide its most recent audited or reviewed financial statements prepared in accordance with generally accepted accounting principles, or other documents and information which demonstrate the Applicant's creditworthiness, financial responsibility, and resources, which the Port will consider in evaluating the Applicant's financial responsibility. **Attached**  
**Provided Form 1120 Income Tax Return for years 2019 and 2021 available if needed**

2. Has the Applicant or entity acquired by Applicant (discussed in Section E herein) sought relief under any provision of the Federal Bankruptcy Code or under any state insolvency law filed by or against it within the last five (5) year period?

Yes ☐ No ☒

If "Yes," please provide the following information for each bankruptcy or insolvency proceeding:

- a) Date petition was filed or relief sought
- b) Title of case and docket number
- c) Name and address of court or agency
- d) Nature of judgment or relief
- e) Date entered

3. Has any receiver, fiscal agent, trustee, reorganization trustee, or similar officer been appointed in the last five (5) year period by a court for the business or property of the Applicant?

Yes ☐ No ☒

If "Yes," please provide the following information for each appointment:

- a) Name of person appointed
- b) Date appointed
- c) Name and address of court
- d) Reason for appointment

4. Has any receiver, fiscal agent, trustee, reorganization trustee, or similar officer been appointed in the last five (5) year period by a court for any entity, business, or property acquired by the Applicant?

Yes ☐ No ☒

If "Yes," please provide the following information for each appointment:

- a) Name of person appointed
- b) Date appointed
- c) Name and address of court
- d) Reason for appointment

### Section L

List four (4) credit references for the Applicant, one of which must be a bank. Use this format:

Name of Reference \*sheet attached\* Nature of Business \_\_\_\_\_

Contact Name \_\_\_\_\_ Title \_\_\_\_\_

Legal Business Street Address \_\_\_\_\_

City, State, Zip Code \_\_\_\_\_

Phone Number (\_\_\_\_) \_\_\_\_\_

(Provide on a separate sheet.)

### Section M

1. Security: Pursuant to Port Everglades Tariff 12, Item 960, all Franchisees are required to furnish an Indemnity and Payment Bond or Irrevocable Letter of Credit drawn on a U.S. bank in a format and an amount not less than \$20,000 as required by Broward County Port Everglades Department.  
*Attached*
2. Has the Applicant been denied a bond or letter of credit within the past five (5) years?  
Yes ☐ No ☒  
If "Yes," please provide a summary explanation in the space provided of why the Applicant was denied. Use additional sheets if necessary.

### Section N

1. Provide a list and description of all equipment currently owned and/or leased by the Applicant and intended to be used by the Applicant for the type of service(s) intended to be performed at Port Everglades including the age, type of equipment and model number. - *ATTACHED*
2. Identify the type of fuel used for each piece of equipment. - *UNLEADED REGULAR*
3. Indicate which equipment, if any, is to be domiciled at Port Everglades. - *NONE*
4. Will all equipment operators be employees of the Applicant, on the payroll of the Applicant, with wages, taxes, benefits, and insurance paid by the Applicant?  
Yes ☒ No ☐  
If "No," please explain in the space provided who will operate the equipment and pay wages, taxes, benefits, and insurance, if the franchise is granted. Use additional sheets if necessary.

### Section O

Provide a copy of the Applicant's current Broward County Business Tax Receipt (formerly Occupational License). - *ATTACHED*

### Section P

1. Provide a copy of Applicant's safety program. - *Attached*
2. Provide a copy of Applicant's substance abuse policy. - *Attached*
3. Provide a copy of Applicant's employee job training program/policy. *attached*
4. Provide information regarding frequency of training.
5. Include equipment operator certificates, if any. - *N/A*

### Section Q

1. Has the Applicant received within the past five (5) years or does the Applicant have pending any citations, notices of violations, warning notices, or fines from any federal, state, or local environmental regulatory agencies?  
Yes ☐ No ☒
2. Has the Applicant received within the past five (5) years or does the Applicant have pending any citations, notices of violations, warning notices, or civil penalties from the U.S. Coast Guard?  
Yes ☐ No ☒
3. Has the Applicant received within the past five (5) years or does the Applicant have pending any citations, notices of violations, warning notices, or fines from the Occupational Safety and Health Administration?  
Yes ☐ No ☒

If you responded "Yes" to any of this section's questions 1, 2, or 3 above, please provide a detailed summary for each question containing the following information:

- a) Name and address of the agency issuing the citation or notice
- b) Date of the notice
- c) Nature of the violation
- d) Copies of the infraction notice(s) from the agency
- e) Disposition of case
- f) Amount of fines, if any
- g) Corrective action taken

Attach copies of all citations, notices of violations, warning notices, civil penalties and fines issued by local, state, and federal regulatory agencies, all related correspondence, and proof of payment of fines.

4. Provide a statement (and/or documentation) which describes the Applicant's commitment to environmental protection, environmental maintenance, and environmental enhancement in the Port.

### Section R

Provide written evidence of Applicant's ability to promote and develop growth in the business activities, projects or facilities of Port Everglades through its provision of the services (i.e., stevedore, cargo handler or steamship agent) it seeks to perform at Port Everglades. For first-time applicants (stevedore, cargo handler and steamship agent), the written evidence must demonstrate Applicant's ability to attract and retain new business such that, Broward County may determine in its discretion that the franchise is in the best interests of the operation and promotion of the port and harbor facilities. The term "new business" is defined in Chapter 32, Part II of the Broward County Administrative Code as may be amended from time to time.



If you have checked an Applicant box for VESSEL BUNKERING, VESSEL OILY WASTE REMOVAL, VESSEL SANITARY WASTE WATER REMOVAL, OR MARINE TERMINAL SECURITY, the following additional information is required:

☐ **VESSEL BUNKERING**

**Section T-** A Letter of Adequacy from the U.S. Coast Guard and a copy of the applicant's operations manual approved by the U.S. Coast Guard.

**Section V-** A copy of the applicant's Oil Spill Contingency Plan for Marine Transportation Related Facilities approved by the U.S. Coast Guard.

**Section W-** A Terminal Facility Discharge Prevention and Response Certificate with a copy of an approved Oil Spill Contingency Plan from the Florida Dept. of Environmental Protection.

**Section Z-** An approved Discharge Cleanup Organization Certificate from the Florida Dept. of Environmental Protection which has been issued to the applicant or to its cleanup contractor with a copy of the cleanup contract showing the expiration date.

☐ **VESSEL OILY WASTE REMOVAL**

**Section S -** Certificate of Adequacy in compliance with the Directives of MARPOL 73/75 and 33 CFR 158, if applicable.

**Section T-** A Letter of Adequacy from the U.S. Coast Guard and a copy of the Applicant's operations manual approved by the U.S. Coast Guard.

**Section U-** A Waste Transporter License from the Broward County Environmental Protection Department identifying the nature of the discarded hazardous (or non-hazardous) material to be transported.

**Section V-** A copy of the Applicant's Oil Spill Contingency Plan for Marine Transportation Related Facilities approved by the U.S. Coast Guard.

**Section W-** A Terminal Facility Discharge Prevention and Response Certificate with a copy of an approved Oil Spill Contingency Plan from the Florida Dept. of Environmental Protection.

**Section X-** A Used Oil Collector, Transporter, and Recycler Certificate from the Florida Dept. of Environmental Protection.

**Section Y-** An Identification Certificate from the U.S. Environmental Protection Agency.

**Section Z-** An approved Discharge Cleanup Organization Certificate from the Florida Dept. of Environmental Protection which has been issued to the Applicant or to its cleanup contractor with a copy of the cleanup contract showing the expiration date.

☐ **VESSEL SANITARY WASTE WATER REMOVAL**

**Section U-** A Waste Transporter License from the Broward County Environmental Protection Department identifying the nature of the discarded hazardous (or non-hazardous) material to be transported.

**Section Z1-** A copy of the Applicant's operations manual.

**Section Z2-** A Septage Receiving Facility Waste Hauler Discharge Permit from the Broward County Water and Wastewater Services Operations Division.

☐ **MARINE TERMINAL SECURITY**

**Section N1-** A list of all metal detection devices, walk-through and hand held, as well as all luggage and carryon x-ray machines owned or leased, to be used or domiciled at Port Everglades. Listing must include brand name and model. - N/A

**Section N2-** A copy of all manufacturers recommended service intervals and name of company contracted to provide such services on all aforementioned equipment. - N/A

**Section N3-** A description of current method employed to assure all equipment is properly calibrated and functioning. - N/A

**Section N4-** current training requirements and training syllabus for employees operating x-ray equipment. Highlight emphasis on weapon and contraband identification. Include equipment operator certificates, if any. - N/A

**Section O1-** Provide copies of all local, state and federal licenses, including:

- ✓a. A copy of the Applicant's State of Florida Business License.
- ✓b. A copy of security agency's Manager's "M" or "MB" License and a copy of the security agency's "B" or "BB" License issued by the Florida Department of Agriculture and Consumer Services.

**Section P3- SECURITY GUARDS / SUPERVISORS**

- ✓a. Provide Applicant's background requirements, education, training etc., for personnel hired as security guards. Training requirements in 33 CFR 105.210 for marine facilities.
- ✓b. Provide historic annual turnover ratio for security guards. 2:10
- ✓c. Provide a copy of Applicant's job training program/policy including a copy of training curriculum and copies of all manuals and take-home materials made available to security guards. Include information regarding frequency of training.
- ✓d. Provide background requirements, experience, licensing and any and all advanced training provided to supervisory personnel.
- e. Provide present policy for individual communication devices either required of security guards or supplied by the employer. - COMPANY PROVIDES CELL PHONES
- f. Provide procurement criteria and source as well as Applicant's certification requirements for K-9 workforce. N/A
- g. Provide information on the number of security guards / supervisors currently employed or expected to be employed to provide security services at Port Everglades.

Supervisors	2
Class D Guards	4
Class G Guards	4
K-9 Handlers	N/A

By signing and submitting this application, Applicant certifies that all information provided in this application is true and correct. Applicant understands that providing false or misleading information on this application may result in the franchise application being denied, or in instances of renewal, a franchise revoked. Applicant hereby waives any and all claims for any damages resulting to the Applicant from any disclosure or publication in any manner of any material or information acquired by Broward County during the franchise application process or during any inquiries, investigations, or public hearings.

Applicant further understands that if there are any changes to the information provided herein (subsequent to this application submission) or to its officers, directors, senior management personnel, or business operation as stated in this application, Applicant agrees to provide such updated information to the Port Everglades Department of Broward County, including the furnishing of the names, addresses (and other information as required above) with respect to persons becoming associated with Applicant after its franchise application is submitted, and any other required documentation requested by Port Everglades Department staff as relating to the changes in the business operation. This information must be submitted within ten (10) calendar days from the date of any change made by the Applicant.

Applicant certifies that all workers performing functions for Applicant who are subject to the Longshore and Harbor Workers' Act are covered by Longshore & Harbor Workers' Act, Jones Act Insurance, as required by federal law.

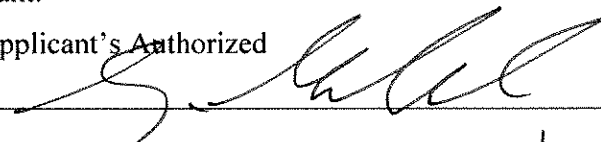
This application and all related records are subject to Chapter 119, F.S., the Florida Public Records Act.

By its execution of this application, Applicant acknowledges that it has read and understands the rules, regulations, terms and conditions of the franchise it is applying for as set forth in Chapter 32, Part II, of the Broward County Administrative Code as amended, and agrees, should the franchise be granted by Broward County, to be legally bound and governed by all such rules, regulations, terms and conditions of the franchise as set forth in Chapter 32, Part II, of the Broward County Administrative Code as amended.

The individual executing this application on behalf of the Applicant, personally warrants that s/he has the full legal authority to execute this application and legally bind the Applicant.

Signature of Applicant's Authorized

Representative



Date Signed

9/11/2023

Signature name and title - typed or printed

SUMNER ADAMS - CORPORATE SECRETARY

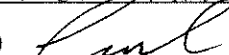
Witness Signature (\*Required\*)



Witness name-typed or printed

Deanna Lunka

Witness Signature (\*Required\*)



Witness name-typed or printed

GABRIELA CAMPUZANO

If a franchise is granted, all official notices/correspondence should be sent to:

Name

GABRIELA CAMPUZANO

Title

CORPORATE ACCOUNTANT

Address

ONE ST. LOUIS CENTRE  
STE 5000  
MOBILE, AL 36602

Phone

(251) 219-3325



**Richard von Appen**  
**Chairman**

Has been a Partner and Chairman of Ultramar since 2005, a group of companies dedicated to agency and integral solutions, industrial logistics and ports operating in the Americas. Prior to being named Chairman, he held the position of CEO from 2000 to 2005. He is also the current Chairman of SOFOFA, the main industrial business council in Chile, for the 2021 – 2023 period.

Richard holds a Business Administration degree from the Pontificia Universidad Católica de Chile (PUC) and a Master in Management Science from Stanford University. He began his career immediately after completing his University degree and worked in various cities such as New Orleans, New York, Frankfurt and London. He also accomplished several internships in Tokyo, Hong Kong and Singapore before heading the local Ultramar agency in Antofagasta, Chile. Subsequently, he led the agencies in Buenos Aires, Argentina before being named the CEO of Ultramar in 2000. He has also been a member of Icare, a Chilean think tank, as well as the Chairman of ABAC, the Advisory Business Council for APEC.

Throughout his professional career, he has been passionate about playing a role in an international and globalized world. Richard believes in business and entrepreneurship as a driver for prosperity and social development and promotes open and seamless relationships with unions, communities and other stakeholders, which he considers key players for sustainable corporate development.

**Andreas Ebensperger**  
**CEO US Ship & Liner**

Andreas Ebensperger began his career at Norton Lilly International as Vice President of operations in 2014 and is domiciled in the Mobile office. Prior to joining Norton Lilly, Andreas was with ThyssenKrupp; first in Detroit, moving to Mobile in 2006, where he was involved all the way to location identification to actual build and run TK's steel rolling facility. He held various positions within Supply Chain and later as Director of Logistics. On April 1, 2020, Andreas was promoted to the position of President/CEO expanded responsibilities to include Human Resources and Finance, as well as all Liner and Port Agency services.

**Alvaro David**  
**CEO / President**

Alvaro graduated as an Industrial Engineer in Chile and earned his MBA from Duke University in the United States. He brings much experience and expertise, having held numerous positions over the past 15 years as Europe Commercial Manager at Full-Pak, Innovation and Business Development Manager at Ultramar Chile, Container Depot Manager at Sitrans and most recently as CEO of Puerto Angamos and TGN. Furthermore, between 2011 and 2013, he worked for McKinsey & Company as an Associate Consultant.

Alvaro will be responsible for all Norton Lilly divisions in the U.S., Central America, Canada, Mexico, and Panama. He will join the Board of Directors of Norton Lilly U.S., Norton Lilly CCL, Norton Lilly Panama, Trealmont Canada and Altamaritima Mexico. In addition, to further expand Neltume Ports and Kaptan businesses in the region, Alvaro will join the Board of Directors of AutoMobile International Terminal (AIT), Southern Cargo Handling and Tidal Transport & Trading USA.

**Patricio Garcia**  
**CFO**

Patricio holds a degree in Civil Industrial Engineer with a specialization in the mining industry from Pontificia Universidad Católica de Chile, also with a degree from the Advanced Management Program (AMP) at ESE Business School of Universidad de Los Andes in Chile. His experience in the logistics industry started in year 2000 in Ultramar Group in Chile, holding positions of increasing responsibilities in the Ports & Terminals side and Inland Logistics; always in relation with Finance & Administration, Valuation and management of Projects, M&A and Structured Bank Loans for Green field projects. Patricio is a Chilean citizen and moved with his family to Alabama.

# Barry St Germain

## VICE-PRESIDENT - BUSINESS DEVELOPMENT

(504) 376-4317

[bstgermain@nortonlilly.com](mailto:bstgermain@nortonlilly.com)

Miami, Florida 33190

Highly experienced professional with success in driving sales growth, launching new products, and increasing market share. Proven track record of developing and executing effective business strategies to achieve organizational goals. Adept at building strong relationships with customers, maintaining high satisfaction levels, and leading cross-functional teams. Skilled negotiator and problem solver with excellent communication and interpersonal skills.

## EXPERIENCE

### VICE - PRESIDENT BUSINESS DEVELOPMENT

**Miami, FLORIDA**

Norton Lilly International / MACS Marine Transport and Security

*March 2012 - Present*

- Managed a team of sales professionals to achieve aggressive goals for growth and profitability.
- Conducted market research to identify emerging trends and opportunities for expansion.
- Created pricing strategies that resulted in increased profits while maintaining customer loyalty.
- Managed teams of security in various areas, for safeguarding cruise and cargo personnel.
- Develop, oversee and responsible for Off-shore, Cruise, Security and Transportation divisions.

### GENERAL MANAGER

**New Orleans, LOUISIANA**

Inchcape Shipping Services

*February 1999 - March 2012*

- Built and maintained relationships with vendors and suppliers.
- Implemented and maintained open-door communication system, reaching employees across department lines.
- Monitored store performance and identified opportunities for improvement.
- Develop and oversee Off-shore division.

## EDUCATION

### CIVIL ENGINEER

*May 1985*

University Of New Orleans, Louisiana

### CAPTAIN LICENSE (Master Marine Rules of the Road)

*Oct 1980*

Sea School of New Orleans, Louisiana

# Sumner Adams

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61 Kingsway Mobile, AL 36608 251-458-8191 [sadams@nortonlilly.com](mailto:sadams@nortonlilly.com)

[sumneradams211@gmail.com](mailto:sumneradams211@gmail.com)

## Profile

Friendly and engaging team player and leader with many years of experience in numerous roles and senior leadership positions.

## Experience

### **RADCLIFF MARINE & FUEL (MOBILE, AL) | 1987 – 1992**

#### **Sales Representative**

- Primarily sales but involved in numerous aspects of a start up business that grew and expanded significantly year after year.

### **VICE-PRESIDENT | RADCLIFF/ECONOMY MARINE | MOBILE, AL 1993-2005**

- Successfully oversaw and managed the operations of three bulk fuel storage and distribution terminals.
- Part of the senior management team that successfully grew and expanded the business to become one of the preeminent gasoline, fuel oil and bunker suppliers in our geographic area.
- Responsible for purchasing, inventory management and implemented a successful inventory hedging program.

## **NORTON LILLY INTERNATIONAL**

- **Vice President Organizational Development** 2005-2008
- **Vice President Cash & Treasury Management** 2009 - 2017
  - Responsibilities included Corporate Treasury and Risk Management
- **EVP Human Resources and Organizational Development** 2018 – October 2022
- **Chief Compliance & Legal Officer** November 2022-present
- **Member of Executive Management Team** 2009-present

## Education

| BACHELOR OF ARTS – RHODES COLLEGE 1987



[Department of State](#) / [Division of Corporations](#) / [Search Records](#) / [Search by Entity Name](#) /

## Detail by Entity Name

Foreign Profit Corporation

NORTON LILLY INTERNATIONAL, INC.

### Filing Information

<b>Document Number</b>	F99000002091
<b>FEI/EIN Number</b>	63-1222618
<b>Date Filed</b>	04/22/1999
<b>State</b>	AL
<b>Status</b>	ACTIVE
<b>Last Event</b>	REINSTATEMENT
<b>Event Date Filed</b>	11/02/2011

### Principal Address

ONE ST LOUIS CENTRE  
STE 5000  
MOBILE, AL 36602

Changed: 11/02/2011

### Mailing Address

ONE ST LOUIS CENTRE  
STE 5000  
MOBILE, AL 36602

Changed: 11/02/2011

### Registered Agent Name & Address

CORPORATION SERVICE COMPANY  
1201 HAYS STREET  
TALLAHASSEE, FL 32301-2525

Name Changed: 05/29/2013

Address Changed: 05/29/2013

### Officer/Director Detail

#### **Name & Address**

Title CEO US Ship & Liner

Ebensperger, Andreas  
ONE ST LOUIS CENTRE  
STE 5000  
MOBILE, AL 36602

Title President / CEO

Alvaro , David  
ONE ST LOUIS CENTRE  
STE 5000  
MOBILE, AL 36602

Title CFO

Lagos , Patricio Antonio Garcia  
ONE ST LOUIS CENTRE  
STE 5000  
MOBILE, AL 36602

Title Corporate Secretary

Adams, Sumner  
ONE ST LOUIS CENTRE  
STE 5000  
MOBILE, AL 36602

Title Chairman

Von Appen , Richard  
ONE ST LOUIS CENTRE  
STE 5000  
MOBILE, AL 36602

Title Director

Vial, Felipe  
ONE ST LOUIS CENTRE  
STE 5000  
MOBILE, AL 36602

Annual Reports

Report Year	Filed Date
2022	04/23/2022
2023	01/09/2023
2023	05/01/2023

Document Images

<a href="#">05/01/2023 -- AMENDED ANNUAL REPORT</a>	<a href="#">View image in PDF format</a>
<a href="#">01/09/2023 -- ANNUAL REPORT</a>	<a href="#">View image in PDF format</a>
<a href="#">04/23/2022 -- ANNUAL REPORT</a>	<a href="#">View image in PDF format</a>

<a href="#">04/26/2021 -- ANNUAL REPORT</a>	View image in PDF format
<a href="#">10/27/2020 -- AMENDED ANNUAL REPORT</a>	View image in PDF format
<a href="#">02/04/2020 -- ANNUAL REPORT</a>	View image in PDF format
<a href="#">01/14/2019 -- ANNUAL REPORT</a>	View image in PDF format
<a href="#">01/29/2018 -- ANNUAL REPORT</a>	View image in PDF format
<a href="#">04/01/2017 -- ANNUAL REPORT</a>	View image in PDF format
<a href="#">04/28/2016 -- ANNUAL REPORT</a>	View image in PDF format
<a href="#">04/22/2015 -- ANNUAL REPORT</a>	View image in PDF format
<a href="#">04/30/2014 -- ANNUAL REPORT</a>	View image in PDF format
<a href="#">01/02/2013 -- ANNUAL REPORT</a>	View image in PDF format
<a href="#">01/26/2012 -- ANNUAL REPORT</a>	View image in PDF format
<a href="#">11/02/2011 -- REINSTATEMENT</a>	View image in PDF format
<a href="#">02/18/2010 -- ANNUAL REPORT</a>	View image in PDF format
<a href="#">05/01/2009 -- ANNUAL REPORT</a>	View image in PDF format
<a href="#">04/28/2008 -- ANNUAL REPORT</a>	View image in PDF format
<a href="#">04/26/2007 -- ANNUAL REPORT</a>	View image in PDF format
<a href="#">03/28/2006 -- ANNUAL REPORT</a>	View image in PDF format
<a href="#">07/25/2005 -- Name Change</a>	View image in PDF format
<a href="#">04/26/2005 -- ANNUAL REPORT</a>	View image in PDF format
<a href="#">05/12/2004 -- ANNUAL REPORT</a>	View image in PDF format
<a href="#">02/10/2003 -- ANNUAL REPORT</a>	View image in PDF format
<a href="#">03/27/2002 -- ANNUAL REPORT</a>	View image in PDF format
<a href="#">03/13/2001 -- ANNUAL REPORT</a>	View image in PDF format
<a href="#">02/16/2000 -- ANNUAL REPORT</a>	View image in PDF format
<a href="#">04/22/1999 -- Foreign Profit</a>	View image in PDF format

**2023 FOREIGN PROFIT CORPORATION AMENDED ANNUAL REPORT**

DOCUMENT# F99000002091

**Entity Name:** NORTON LILLY INTERNATIONAL, INC.**Current Principal Place of Business:**ONE ST LOUIS CENTRE  
STE 5000  
MOBILE, AL 36602**Current Mailing Address:**ONE ST LOUIS CENTRE  
STE 5000  
MOBILE, AL 36602**FEI Number:** 63-1222618**Certificate of Status Desired:** No**Name and Address of Current Registered Agent:**CORPORATION SERVICE COMPANY  
1201 HAYS STREET  
TALLAHASSEE, FL 32301-2525 US*The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.***SIGNATURE:**\_\_\_\_\_  
Electronic Signature of Registered Agent\_\_\_\_\_  
Date**Officer/Director Detail :****Title** CEO US SHIP & LINER  
**Name** EBENSPERGER, ANDREAS  
**Address** ONE ST LOUIS CENTRE  
STE 5000  
**City-State-Zip:** MOBILE AL 36602**Title** PRESIDENT / CEO  
**Name** ALVARO , DAVID  
**Address** ONE ST LOUIS CENTRE  
STE 5000  
**City-State-Zip:** MOBILE AL 36602**Title** CFO  
**Name** LAGOS , PATRICIO ANTONIO  
GARCIA  
**Address** ONE ST LOUIS CENTRE  
STE 5000  
**City-State-Zip:** MOBILE AL 36602**Title** CORPORATE SECRETARY  
**Name** ADAMS, SUMNER  
**Address** ONE ST LOUIS CENTRE  
STE 5000  
**City-State-Zip:** MOBILE AL 36602**Title** CHAIRMAN  
**Name** VON APPEN , RICHARD  
**Address** ONE ST LOUIS CENTRE  
STE 5000  
**City-State-Zip:** MOBILE AL 36602**Title** DIRECTOR  
**Name** VIAL, FELIPE  
**Address** ONE ST LOUIS CENTRE  
STE 5000  
**City-State-Zip:** MOBILE AL 36602

*I hereby certify that the information indicated on this report or supplemental report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears above, or on an attachment with all other like empowered.*

**SIGNATURE:** SUMNER ADAMS**CORPORATE  
SECRETARY****05/01/2023**\_\_\_\_\_  
Electronic Signature of Signing Officer/Director Detail\_\_\_\_\_  
Date



[Previous on List](#) . [Next on List](#) . [Return to List](#)

Fictitious Name Search

[Filing History](#)

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## Fictitious Name Detail

### Fictitious Name

MACS MARINE TRANSPORT

### Filing Information

**Registration Number** G16000039651  
**Status** ACTIVE  
**Filed Date** 04/19/2016  
**Expiration Date** 12/31/2026  
**Current Owners** 1  
**County** HILLSBOROUGH  
**Total Pages** 2  
**Events Filed** 1  
**FEI/EIN Number** 63-1222618

### Mailing Address

422 WEST KENNEDY BLVD.  
SUITE 290  
TAMPA, FL 33606

### Owner Information

NORTON LILLY INTERNATIONAL, INC.  
ONE ST. LOUIS CENTER, 5TH FLOOR  
MOBILE, AL 36602  
**FEI/EIN Number:** 63-1222618  
**Document Number:** F99000002091

### Document Images

[04/19/2016 -- Fictitious Name Filing](#)[03/10/2021 -- Fictitious Name Renewal Filing](#)

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[Previous on List](#) . [Next on List](#) . [Return to List](#)

Fictitious Name Search

[Filing History](#)

# APPLICATION FOR RENEWAL OF FICTITIOUS NAME

REGISTRATION# G16000039651

**Fictitious Name:** MACS MARINE TRANSPORT

EXHIBIT 1  
FILED Mar 10, 2021  
Page 22 of 150  
Secretary of State  
G21000033792

**Current Mailing Address:**

1001 NORTH AMERICA WAY  
SUITE 208  
MIAMI, FL 33132

**Current County of Principal Place of Business:**

MIAMI-DADE

**Current FEI Number:**

**Current Owner(s):**

Document #: F99000002091 ( ) Delete  
FEI #: 63-1222618  
Name: NORTON LILLY INTERNATIONAL, INC.  
Address: ONE ST. LOUIS CENTER, 5TH FLOOR  
City-St-Zip: MOBILE, AL 36602

**New Mailing Address:**

422 WEST KENNEDY BLVD.  
SUITE 290  
TAMPA, FL 33606

**New County of Principal Place of Business:**

HILLSBOROUGH

**New FEI Number:**

63-1222618

**Additions/Changes to Owner(s):**

Document #: ( ) Change ( ) Addition  
FEI #:  
Name:  
Address:  
City-St-Zip:

I the undersigned, being an owner in the above fictitious name, certify that the information indicated on this form is true and accurate. I understand that the electronic signature below shall have the same legal effect as if made under oath. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s. 817.155, Florida Statutes.

RACHEL ALLEN

03/10/2021

Electronic Signature(s)

Date

**Certificate of Status Requested ( )**

**Certified Copy Requested ( )**



**Norton Lilly International Prior Officer**

Raul Moreira  
VP – Finance and Administration

**Norton Lilly International Prior Director**

J. Schley Rutherford

Effective 10/22/2021



**Norton Lilly International Directors as of  
April, 2023**

**Board Directors**

Richard Von Appen - Chairman  
Felipe Vial

**Norton Lilly International Officers as of  
April, 2023**

**Officers**

Andreas Ebensperger	CEO US Ship & Liner
Alvaro David	President / CEO
Patricio Antonio Garcia Lagos	CFO
Sumner Adams	Corporate Secretary

\*All officers are located in Mobile, AL (Headquarters)

**Norton Lilly International Ownership  
December 27, 2022**

Smysta (Servicios Maritimos y Transportes Limitada)	100%
---	------

Av. El Bosque Norte 500  
Piso 18, Las Condes  
Santiago, RM, Chile  
Smysta is owned by:

Mr. Sven von Appen and children  
Mr. Wolf von Appen and children

July 2019

The below describes the ownership of Norton Lilly International, Inc as in effect April 2019

Norton Lilly International Owners

H. W. Thurber, III	25%
--------------------	-----

Smysta (Servicios Maritimos y Transportes Limitada)	75%
---	-----

Av. El Bosque Norte 500  
18 avo piso, Las Condes  
Santiago, RM, Chile

Smysta is owned by:

Mr. Sven von Appen and sons  
Mr. Wolf von Appen and sons

## **Section F**

Working in Port Canaveral safeguard / Security business since 2016 and Miami 2018

## **Section G - 1**

### **Port Everglades Employees**

Barry St Germain – VP Business Development ( Operations )

Alex Laurentes - Sr Operation Manager

Ramon Aguilar – Operations Manager

Ray Freidheim – Guard / Driver

Nils Schwiegershausen – Guard / Driver

Jhoan Martin – Guard / Driver

## **Section G – 2**

Barry St Germain – VP Business Development ( Operations ) Previous 15 Years Inchcape  
Shipping Services MACS 8 Years

Alex Laurentes - Sr Operation Manager  
Agility Logistics 12 Years                      MACS 8 Years

Ramon Aguilar – Operations Manager  
Florida Transportation 16 Years              MACS 8 Years

Ray Freidheim – Guard / Driver  
Florida Transportation 19 Years              MACS 8 Years

Nils Schwiegershausen – Guard / Driver  
UPS 2 years MACS 2 Years

Jhoan Martin – Guard / Driver  
Florida Transportation 4 years MACS1 Year

## **Section N – 1**

4 Vans – owned  
2015 Ford Van #1FBZX2ZMXFKA20908  
2015 Ford Van #1FBZX2ZM6FKA53663  
2016 Ford Van #1FBZX2ZM7GKA67797  
2021 Ford F350 Van #1FBAX2Y80MKA49316

## **Section N – 2**

Type of Fuel – Unleaded Regular



# CERTIFICATE OF LIABILITY INSURANCE

EXHIBIT 1 Page 1 of 2  
Page 27 of 150  
11/06/2023

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

**IMPORTANT:** If the certificate holder is an **ADDITIONAL INSURED**, the policy(ies) must have **ADDITIONAL INSURED** provisions or be endorsed. If **SUBROGATION** IS **WAIVED**, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

<b>PRODUCER</b> Willis Towers Watson Southeast, Inc. c/o 26 Century Blvd P.O. Box 305191 Nashville, TN 372305191 USA	<b>CONTACT NAME:</b> Willis Towers Watson Certificate Center <b>PHONE (A/C, No. Ext):</b> 1-877-945-7378 <b>FAX (A/C, No):</b> 1-888-467-2378 <b>E-MAIL ADDRESS:</b> certificates@willis.com																					
<b>INSURED</b> Norton Lilly International Inc dba MACS Marine Transport Attn Niels Andersen P O Box 1209 Mobile, AL 366331209	<table><tr><th colspan="2">INSURER(S) AFFORDING COVERAGE</th><th>NAIC #</th></tr><tr><td>INSURER A:</td><td>North Pointe Insurance Company</td><td>27740</td></tr><tr><td>INSURER B:</td><td>Praetorian Insurance Company</td><td>37257</td></tr><tr><td>INSURER C:</td><td>Great American Assurance Company</td><td>26344</td></tr><tr><td>INSURER D:</td><td>Lloyd's</td><td>B7874</td></tr><tr><td>INSURER E:</td><td>International Transport Intermediaries Clu</td><td>B1083</td></tr><tr><td>INSURER F:</td><td>American Longshore Mutual Association</td><td>B8149</td></tr></table>	INSURER(S) AFFORDING COVERAGE		NAIC #	INSURER A:	North Pointe Insurance Company	27740	INSURER B:	Praetorian Insurance Company	37257	INSURER C:	Great American Assurance Company	26344	INSURER D:	Lloyd's	B7874	INSURER E:	International Transport Intermediaries Clu	B1083	INSURER F:	American Longshore Mutual Association	B8149
INSURER(S) AFFORDING COVERAGE		NAIC #																				
INSURER A:	North Pointe Insurance Company	27740																				
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INSURER D:	Lloyd's	B7874																				
INSURER E:	International Transport Intermediaries Clu	B1083																				
INSURER F:	American Longshore Mutual Association	B8149																				

## COVERAGES

CERTIFICATE NUMBER: W31003127

REVISION NUMBER:

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL SUBR INSD WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS														
A	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR  GEN'L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input checked="" type="checkbox"/> PRO-JECT <input checked="" type="checkbox"/> LOC <input type="checkbox"/> OTHER:	Y	171000567	06/22/2023	06/22/2024	<table><tr><td>EACH OCCURRENCE</td><td>\$ 1,000,000</td></tr><tr><td>DAMAGE TO RENTED PREMISES (Ea occurrence)</td><td>\$ 100,000</td></tr><tr><td>MED EXP (Any one person)</td><td>\$ 5,000</td></tr><tr><td>PERSONAL &amp; ADV INJURY</td><td>\$ 1,000,000</td></tr><tr><td>GENERAL AGGREGATE</td><td>\$ 2,000,000</td></tr><tr><td>PRODUCTS - COMP/OP AGG</td><td>\$ 2,000,000</td></tr><tr><td></td><td>\$</td></tr></table>	EACH OCCURRENCE	\$ 1,000,000	DAMAGE TO RENTED PREMISES (Ea occurrence)	\$ 100,000	MED EXP (Any one person)	\$ 5,000	PERSONAL & ADV INJURY	\$ 1,000,000	GENERAL AGGREGATE	\$ 2,000,000	PRODUCTS - COMP/OP AGG	\$ 2,000,000		\$
EACH OCCURRENCE	\$ 1,000,000																			
DAMAGE TO RENTED PREMISES (Ea occurrence)	\$ 100,000																			
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GENERAL AGGREGATE	\$ 2,000,000																			
PRODUCTS - COMP/OP AGG	\$ 2,000,000																			
	\$																			
B	<b>AUTOMOBILE LIABILITY</b> <input checked="" type="checkbox"/> ANY AUTO <input type="checkbox"/> OWNED AUTOS ONLY <input type="checkbox"/> SCHEDULED AUTOS <input checked="" type="checkbox"/> HIRED AUTOS ONLY <input checked="" type="checkbox"/> NON-OWNED AUTOS ONLY	Y	161000347	06/22/2023	06/22/2024	<table><tr><td>COMBINED SINGLE LIMIT (Ea accident)</td><td>\$ 1,000,000</td></tr><tr><td>BODILY INJURY (Per person)</td><td>\$</td></tr><tr><td>BODILY INJURY (Per accident)</td><td>\$</td></tr><tr><td>PROPERTY DAMAGE (Per accident)</td><td>\$</td></tr><tr><td></td><td>\$</td></tr></table>	COMBINED SINGLE LIMIT (Ea accident)	\$ 1,000,000	BODILY INJURY (Per person)	\$	BODILY INJURY (Per accident)	\$	PROPERTY DAMAGE (Per accident)	\$		\$				
COMBINED SINGLE LIMIT (Ea accident)	\$ 1,000,000																			
BODILY INJURY (Per person)	\$																			
BODILY INJURY (Per accident)	\$																			
PROPERTY DAMAGE (Per accident)	\$																			
	\$																			
	<b>UMBRELLA LIAB</b> <input type="checkbox"/> OCCUR <b>EXCESS LIAB</b> <input type="checkbox"/> CLAIMS-MADE <input type="checkbox"/> DED <input type="checkbox"/> RETENTION \$					<table><tr><td>EACH OCCURRENCE</td><td>\$</td></tr><tr><td>AGGREGATE</td><td>\$</td></tr><tr><td></td><td>\$</td></tr></table>	EACH OCCURRENCE	\$	AGGREGATE	\$		\$								
EACH OCCURRENCE	\$																			
AGGREGATE	\$																			
	\$																			
C	<b>WORKERS COMPENSATION AND EMPLOYERS' LIABILITY</b> ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below	Y/N <input checked="" type="checkbox"/> No	N/A	WC425900108	04/14/2023	04/14/2024	<table><tr><td><input checked="" type="checkbox"/> PER STATUTE <input type="checkbox"/> OTH-ER</td><td></td></tr><tr><td>E.L. EACH ACCIDENT</td><td>\$ 1,000,000</td></tr><tr><td>E.L. DISEASE - EA EMPLOYEE</td><td>\$ 1,000,000</td></tr><tr><td>E.L. DISEASE - POLICY LIMIT</td><td>\$ 1,000,000</td></tr></table>	<input checked="" type="checkbox"/> PER STATUTE <input type="checkbox"/> OTH-ER		E.L. EACH ACCIDENT	\$ 1,000,000	E.L. DISEASE - EA EMPLOYEE	\$ 1,000,000	E.L. DISEASE - POLICY LIMIT	\$ 1,000,000					
<input checked="" type="checkbox"/> PER STATUTE <input type="checkbox"/> OTH-ER																				
E.L. EACH ACCIDENT	\$ 1,000,000																			
E.L. DISEASE - EA EMPLOYEE	\$ 1,000,000																			
E.L. DISEASE - POLICY LIMIT	\$ 1,000,000																			
D	Professional Liability		B1230FF19201A23	11/01/2023	11/01/2024	Ded \$10,000	\$2,000,000													

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)

This Voids and Replaces Previously Issued Certificate Dated 08/11/2023 WITH ID: W29828382.

General Liability Includes Professional Liability of \$2,000,000. with \$10,000 Deductible  
SEE ATTACHED

## CERTIFICATE HOLDER

## CANCELLATION

<b>Broward County</b> 1 N University Dr. Box 302 Plantation, FL 33324	<p>SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.</p> <p>AUTHORIZED REPRESENTATIVE</p>
---	--

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## ADDITIONAL REMARKS SCHEDULE

Page 2 of 2

AGENCY Willis Towers Watson Southeast, Inc.		NAMED INSURED Norton Lilly International Inc dba MACS Marine Transport Attn Niels Andersen P O Box 1209 Mobile, AL 366331209	
POLICY NUMBER See Page 1		EFFECTIVE DATE: See Page 1	
CARRIER See Page 1	NAIC CODE See Page 1		

### ADDITIONAL REMARKS

THIS ADDITIONAL REMARKS FORM IS A SCHEDULE TO ACORD FORM,

FORM NUMBER: 25 FORM TITLE: Certificate of Liability Insurance

Additional Insured: Broward County Board of County Commissioners  
Operations: Crew Transportation - Drivers  
2015 Ford Van #1FBZX2ZMXFKA20908  
2015 Ford Van #1FBZX2ZM6FKA53663  
2016 Ford Van #1FBZX2ZM7GKA67797  
2021 Ford F350 Passenger 1FBAX2Y80MKA49316

Broward County shall be an Additional Insured in accordance with all the terms, conditions and limitations on the policy and then only with respect to Liability caused by the negligent acts or omissions of the Named Insured and the only with respect to written contract or agreement.

INSURER AFFORDING COVERAGE: International Transport Intermediaries Club Limited  
POLICY NUMBER: 5820 EFF DATE: 04/14/2023 EXP DATE: 04/14/2025

NAIC#: B1083

TYPE OF INSURANCE:	LIMIT DESCRIPTION:	LIMIT AMOUNT:
Shippings Agents E & O	Per Claim Limit:	\$1,000,000
	Aggregate Limit:	\$1,000,000
	Deductible	\$25,000

INSURER AFFORDING COVERAGE: American Longshore Mutual Association  
POLICY NUMBER: ALMA00121-11 EFF DATE: 04/14/2021 EXP DATE: 04/14/2024

NAIC#: B8149

TYPE OF INSURANCE:	LIMIT DESCRIPTION:	LIMIT AMOUNT:
Workers Compensation - USL&H Per Statute	E.L. Each Accident:	\$1,000,000
	E.L. Disease-Pol Lmt:	\$1,000,000
	E.L. Disease-Ea. Emp:	\$1,000,000



## **DECLARATIONS**

Attaching to and forming part of

SECURITY CONSULTANTS PROFESSIONAL LIABILITY, TECHNOLOGY BASED SERVICES, TECHNOLOGY PRODUCTS, COMPUTER NETWORK SECURITY, PERSONAL AND ADVERTISING INJURY, GENERAL LIABILITY AND EMPLOYERS LIABILITY

INSURANCE POLICY NUMBER: **PF00029B23**

This Insurance is effected with certain Underwriters at Lloyd's, London (not incorporated)

**THIS IS A CLAIMS-MADE AND REPORTED LIABILITY INSURANCE POLICY.**

**PLEASE READ CAREFULLY.**

### **1. NAMED INSURED:**

Norton Lilly International Inc. dba MACS Marine Transport – MACS Transport and Security, LLC

#### **ADDRESS:**

1 St. Louis Centre, Mobile, AL 36602

### **2. PERIOD OF INSURANCE:**

**FROM:** 11/01/2023

**TO:** 11/01/2024

Both days at 12.01 a.m. Standard Time at the address of the Named Insured.

### **3. LIMITS OF LIABILITY:**

USD 2,000,000 each **Claim** for the **Period of Insurance** - includes **Claims Expenses**.

But limited to:

USD 2,000,000 in the aggregate under Insuring Agreements I.A Security Consultants Professional Liability, I.B Technology Based Services, I.C Technology Products, I.D Computer Network Security, I.E Personal and Advertising Injury and I.F General Liability combined

and

NOT APPLICABLE in the aggregate under Insuring Agreement I.G Employers' Liability

**4. DEDUCTIBLES:**

Insuring Agreements I.A – I.F

USD 10,000 Each **Claim** Deductible - includes **Claims Expenses**.

Insuring Agreement I.G Employers Liability

NOT APPLICABLE Each **Claim** Deductible - includes **Claims Expenses**.

**5. SCHEDULE OF EMPLOYEES RELATING TO INSURING AGREEMENT I.G EMPLOYERS LIABILITY:**

NOT APPLICABLE

**6. GROSS PREMIUM:**

Insuring Agreements I.A Security Consultants Professional Liability, I.B Technology Based Services, I.C Technology Products, I.D Computer Network Security, I.E Personal and Advertising Injury and I.F General Liability

USD 18,500 for the **Period of Insurance**

Insuring Agreement I.G Employers Liability

NOT APPLICABLE for the **Period of Insurance**

**7. RETROACTIVE DATES:**

Insuring Agreements I.A Security Consultants Professional Liability, I.B Technology Based Services, I.C Technology Products, I.D Computer Network Security, I.E Personal and Advertising Injury and I.F General Liability

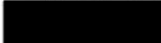
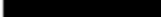
11/01/2023

Insuring Agreement I.G Employers Liability

NOT APPLICABLE

**NORTON LILLY INTERNATIONAL****CREDIT APPLICATION****GENERAL INFORMATION**

Business Name: **Norton Lilly International, Inc.**  
Address: One St. Louis Centre Suite 5000  
Mobile, AL 36602  
PO Box 1209  
Mobile, AL 36633  
Contact: Patricia Averett, VP Corporate Accounting  
Phone: 251-431-6335  
Fax: 251-431-6795

Nature of Business: Shipping Agents  
Fed ID No.:   
D&B Number 

**Officers:**

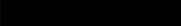
Alvaro David - President/CEO  
One St. Louis Centre Suite 5000  
Mobile, AL 36602  
(251) 431-6335

Andreas Ebensperger - CEO  
One St. Louis Centre Suite 5000  
Mobile, AL 36602  
(251) 431-6335

Patricio Garcia - CFO  
One St. Louis Centre Suite 5000  
Mobile, AL 36602  
(251) 431-6335

Sumner Adams - Corporate Secretary  
One St. Louis Centre - Suite 5000  
Mobile, AL 36602  
(251) 431-6335

**BANK REFERENCE**

Bank: Hancock Bank  
Contact: Jamie Horton  
Phone No.: (251) 665-1678  
Account No.: 

**TRADE REFERENCES**

Company Name: Hampton Inn  
Address: 62 South Royal Street  
Mobile, AL 36602  
Phone No.: (251) 436-8787  
Fax No.: (251) 436-8860  
Contact:

Company Name: Gwin's  
Address: 410 St. Francis Street  
Mobile, AL 36602  
Phone No.: (251) 438-2226  
Contact: Mike Payne

Company Name: Metropolitan Club  
Address: One East Sixtieth Street  
New York, NY 10022  
Phone No.: (212) 838-7400

Company Name: Hotel Mela  
Address: 120 W 44th St  
New York, NY  
Phone No.: (212) 710-7000



September 12, 2023

Broward County  
Chief Executive & Port Director  
1850 Eller Drive  
Fort Lauderdale, FL 33306  
Miami, FL 33132

RE: **Our Irrevocable Standby Letter of Credit No. [REDACTED]**  
**Applicant: Norton Lilly International, Inc.**  
**Amount: USD\$46,000.00**

Ladies & Gentlemen:

As per the automatic renewal condition of this Letter of Credit, we confirm that it has renewed for an additional period. The expiration date is now January 21<sup>st</sup>, 2024.

Should you have any questions, you may call our Letter of Credit Operations Department at (504) 586-7301.

Very truly yours,

Stephanie Joyce  
Hancock Whitney Bank  
Letter of Credit Specialist  
[stephanie.joyce@hancockwhitney.com](mailto:stephanie.joyce@hancockwhitney.com)

---

**Subject:**

SECTION N - VANS CURRENTLY OWNED

**2015 Ford Van 15 Passenger 1FBZX2ZM6FKA53663**

**2015 Ford Van 15 Passenger 1FBZX2ZMXFKA20908**

**2016 Ford Van 15 Passenger 1FBZX2ZM7GKA67797**

**2021 Ford Van 15 Passenger 1FBAX2Y80MKA49316**

**BROWARD COUNTY LOCAL BUSINESS TAX RECEIPT**  
115 S. Andrews Ave., Rm. A-100, Ft. Lauderdale, FL 33301-1895 – 954-357-4829  
**VALID OCTOBER 1, 2023 THROUGH SEPTEMBER 30, 2024**

**DBA:** NORTON LILLY INTERNATIONAL  
**Business Name:** NORTON LILLY INTERNATIONAL  
**Owner Name:** NORTON LILLY INTERNATIONAL  
**Business Location:** 777 SE 20 ST 250  
FT LAUDERDALE  
**Business Phone:** 954-525-6164  
**Receipt #:** 326-6551  
**Business Type:** COURIER/TRANSPORT/DLVRY/TOWING  
(SHIP AGENCY SERVICE)  
**Business Opened:** 08/14/2006  
**State/County/Cert/Reg:**  
**Exemption Code:**

**Rooms**                      **Seats**                      **Employees**                      **Machines**                      **Professionals**  
10

	For Vending Business Only					
	Number of Machines:		Vending Type:			
Tax Amount	Transfer Fee	NSF Fee	Penalty	Prior Years	Collection Cost	Total Paid
81.00	0.00	0.00	0.00	0.00	0.00	81.00

Receipt Fee 81.00  
Packing/Processing/Canning Employees 0.00

**THIS RECEIPT MUST BE POSTED CONSPICUOUSLY IN YOUR PLACE OF BUSINESS**

**THIS BECOMES A TAX RECEIPT**

**WHEN VALIDATED**

This tax is levied for the privilege of doing business within Broward County and is non-regulatory in nature. You must meet all County and/or Municipality planning and zoning requirements. This Business Tax Receipt must be transferred when the business is sold, business name has changed or you have moved the business location. This receipt does not indicate that the business is legal or that it is in compliance with State or local laws and regulations.

**Mailing Address:**

NORTON LILLY INTERNATIONAL  
777 SE 20 ST STE 250  
FORT LAUDERDALE, FL 33316

**Receipt #** WWW-22-00256539  
**Paid** 07/17/2023 81.00

**2023 - 2024**

**BROWARD COUNTY LOCAL BUSINESS TAX RECEIPT**  
115 S. Andrews Ave., Rm. A-100, Ft. Lauderdale, FL 33301-1895 – 954-357-4829  
**VALID OCTOBER 1, 2023 THROUGH SEPTEMBER 30, 2024**


**DBA:** NORTON LILLY INTERNATIONAL  
**Business Name:** NORTON LILLY INTERNATIONAL  
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**State/County/Cert/Reg:**  
**Exemption Code:**

**Rooms**                      **Seats**                      **Employees**                      **Machines**                      **Professionals**  
10

Signature	For Vending Business Only					
	Number of Machines:			Vending Type:		
Tax Amount	Transfer Fee	NSF Fee	Penalty	Prior Years	Collection Cost	Total Paid
81.00	0.00	0.00	0.00	0.00	0.00	81.00

**Receipt #** WWW-22-00256539  
**Paid** 07/17/2023 81.00

#1

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## Norton Lilly International

### CORPORATE HEALTH SAFETY AND ENVIRONMENTAL (HS&E) SYSTEM MANUAL

#### *Reviewed and Approved*

Name	Title	Signature	Date
Sarah Moore	HSEQ & Continuous Improvement Manager		
Sumner Adams	Executive VP Human Resources		
Andreas Ebensperger	CEO Ship and Liner		

#### REVISION LOG

Issue	Date	Comment	Reviewed and Approved
1	TBD	Initial Release of Integrated Manual	

#### DOCUMENT CHANGE RECORD

Issue	Item	Reason for Change

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PROPRIETARY INFORMATION, DO NOT DISCLOSE WITHOUT NLI, INC. AUTHORIZATION DISCARD 10 DAYS AFTER PRINT 5/25/2023



#1



## HSEQ POLICY STATEMENT

Norton Lilly International (NLI) is a performance-driven organization whose systematic approach to HSEQ management highlights our greatest responsibilities, the health and safety of our employees and protection of our environment.

**The focus on health and safety is every employee's responsibility and is more than a priority, it is a deeply held shared core value of Norton Lilly International.**

In order to maintain this standard, we are committed to demonstrating visible leadership, care and concern for our people and respect for the environment, and have implemented robust HSEQ Expectations and HSEQ Management Systems to help drive a culture of excellence throughout NLI.

All NLI personnel are empowered with "Stop Work Authority" and are obligated to use such authority whenever a situation arises that they consider to be unsafe, or that could put people or the environment at risk. Nothing we do is so important that it cannot be done safely. Safety and environmental stewardship is the responsibility of each employee and line management.

NLI's integrated HSEQ approach, which includes Global HSEQ Expectations and HSEQ Management Systems appropriate for all locations and operations, represents our commitment to achieving and maintaining a high level of HSEQ performance standards. Some of the requirements contained in these standards include:

- > Developing and nurturing a culture which supports full implementation of the NLI's HSEQ standards;
- > Providing training and resources for employees in HSEQ, and job-specific skills and knowledge;
- > Ensuring proper incident reporting and notification;
- > Training employees in and promoting our behavior based safety programs;
- > Performing regular HSEQ reviews, evaluations and inspections, and providing feedback to Company management;
- > Minimizing our impact on the environment through pollution prevention, waste management and energy efficiency;
- > Complying with and adhering to applicable HSEQ regulations and local, state/provincial, federal and/or international laws;
- > Implementing documented processes focused on ensuring the quality of our management systems, products and services appropriate to the business environment;
- > Working toward continual improvement of quality, safety and environmental performance by setting attainable objectives and targets.

By these actions and with the full cooperation and contribution of all employees, we will continue to set the expectation of being a global leader in health, safety, environment and quality performance.

  
Andreas Ebensperger

CEO

May 27, 2021






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	Understanding the needs and expectations of interested parties		4.2
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## 2.0 Norton Lilly International Profile

### 2.1 Overview

OUR MISSION IS TO PROVIDE QUALITY SERVICES WHILE FOCUSING ON THE PERSONAL RELATIONSHIPS WITH OUR CUSTOMERS

In the rapidly evolving shipping industry, it is more important than ever for owners, operators and charterers to partner with a robust and versatile agent that will deliver reliability, quality, and peace-of-mind. At Norton Lilly, we have positioned ourselves to provide the highest level of service to our customers while helping them achieve success in the shipping industry.

We have evolved alongside the industry since being founded in 1841 and have progressed with the shipping industry as the company changed through mergers and acquisitions. In 2002, Norton Lilly became the combination of three of the most highly respected companies in the ship agency business, Strachan Shipping Agency, Kerr Norton Marine and Norton Lilly International. This merger created a robust and versatile shipping agent poised to evolve with an ever-changing industry.

Being one of the largest providers of agency services in North America means Norton Lilly is capable of offering a wide range of services for numerous vessel types. We specialize in providing port services and logistics for bulk, tanker, reefer, liner and passenger vessels in the oil, gas, breakbulk, dry bulk, container and cruise industries. This also means that our customers are assured a wide range of domestic and international support with service to over 70 ports through 39 offices in the United States, and our offices in Panama, Canada, Mexico, Venezuela, Barbados, and Trinidad. We can handle your vessels globally through our business partners, S5. But this is monitored from our offices in the US.

Throughout our history, Norton Lilly has dedicated itself to a philosophy of fostering a safe and motivated workforce to ensure the highest level of quality for our customers. Our commitment to this philosophy is shown by implementation of our own Quality Policy, along with obtaining ISO 9001-2015 certification. Norton Lilly's Quality Management Team has over 100 years of maritime experience and have individually received their Auditor/Lead Auditor Certification.

To remain the premier shipping agency in the Americas, we know it is vital to evolve with the industry, and we know that safety and environmental issues are at the forefront of the shipping industry's future.


### 2.2 Purpose and Scope of HS&E Management System

The manual is prepared as per ISO 14001:2015 and ISO 45001:2018 standards.

This manual defines the compliance with ISO 14001:2015 Environmental Management System and ISO 45001:2018 Occupational Health and Safety Management System requirements in the organization.

### 2.3 Non-applicable clauses

All clauses of ISO 14001:2015 and ISO 45001:2018 standards are applicable to all Norton Lilly International's locations and operations.

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## 2.4

### Authorization statement

Norton Lilly International. is committed to the establishment and maintenance of Environmental management system and Occupational health and safety management system given in this manual and implemented by Norton Lilly International to meet the requirements of ISO 14001:2015 and ISO 45001:2018.

All employees shall strictly adhere to the various HS&E procedures and Standard Operating Procedures (SOPs) as supported by the policies outlined in this manual.

Top Management gives full support and cooperation to HSEQ & Continuous Improvement Manager and he is authorized to ensure that system is implemented, and all Functional Leads must implement the system.

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### 3.0 Control and Distribution

#### 3.1 Structure of HS&E Manual

The manual is supported by documented information to establish an integrated environmental management system and occupational health and safety management system covering HS&E system procedures and standard operating procedures (SOPs), work instructions and forms.

The HS&E manual is maintained in electronic format on the Norton Lilly International secure server and is also issued in paper format to relevant personnel upon request and is accessible to all employees and interested parties.

The implementation and adherence of the Norton Lilly International HS&E Management System is mandatory for all departments. Any changes made in the Norton Lilly International HS&E Management System manual are managed through the control of documented information procedure and must be approved by Top Management.

#### 3.2 Responsibility

The control and maintenance of this manual is the responsibility of the HSEQ & Continuous Improvement Manager, who maintains the master list of manual distribution points. Also, when any changes / amendment is there, then the same page is reviewed by the Top Management and revisions are approved before issue of revised / amendments to all copyholders.

#### 3.3 References

ISO 14001:2015	Environmental Management System – Requirements
BS ISO 45001:2018	Occupational health and safety management system – Requirements


#### 3.4 Distribution

Copies of HS&E Manual are distributed to the various departments on a “**Controlled**” basis. Controlled copies are the one, which are subject to incorporation of “revisions.” Those in which the amendment is not reflected / communicated are known as “uncontrolled” copies.

“Controlled” Copies of the HS&E Manual are stamped “Controlled Copy” on their 1<sup>st</sup> page and given a unique copy number for maintenance purpose. The soft copy of controlled copy is distributed by keeping it in a common HS&E folder having “read only” access to all personnel.

HSEQ & Continuous Improvement Manager maintains Master list and distribution list for issue of HS&E Manual, and accordingly, copies are distributed with copy number to Copyholders.

Amendments of the HS&E Management System are issued by the HSEQ & Continuous Improvement Manager to the holders of controlled copies of the manual. Upon receipt of such revisions, the recipient will replace the pages/sections with the revised pages/sections and destroy the obsolete copies to prevent use.

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**"Uncontrolled"** Copies may be issued by the HSEQ & Continuous Improvement Manager to prospective customers and others on the request of Top Management, but the recipient shall not be issued amendments / revisions.

#### 4.0 Context of the organization

##### 4.1 Understanding the organization and its context

**Norton Lilly International** is a leading name in port agency and customs brokerage services.


Our purpose and strategic direction from top management is to comply with environmental, health and safety laws, maintain our brand image and leading position in the market, and increase our profit margin. By implementing the environmental management system and occupational health and safety management system, Norton Lilly International intends to increase market share by entering into the new markets and new countries, developing new services, reducing risk by optimized use of our resources, establishing environmental best practices and complying with applicable legal requirements and stated and implied needs and expectations of customers. All these intentions are given as Quantifiable Objectives in this manual, as documented information. Norton Lilly International has listed internal and external issues as below as a key part of implementing the environmental management system and occupational health and safety management system.

##### Internal and external issues

Description of issue	Type of issue
• Highly skilled, experienced, competent and knowledgeable staff	Internal
• Low employee turnover	Internal
• Loss of customer due to downturn	Internal / External
• High turnover of the employees can lead to delay in arranging training; or many training courses need to be arranged.	Internal
• Current tariff situation are not favorable for Norton Lilly International.	External
• Our relationships with customers are well managed	External
• Environmental requirements are becoming stricter and requiring more oversight.	External
• Good relationships with regulatory agencies	External
• Employees health and safety	Internal
• Management of Change process is risk based and efficient.	Internal
• PPE is provided to all concerned employees on regular interval, and they use the PPE without reminders during day-to-day work.	Internal
• Changes and trends having impact on the environmental, health and safety objectives of the organization	Internal
• Customers are becoming more focused on ISO45001 requirements.	External

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• Compliance of legal requirements	External
• Natural disasters like pandemic, hurricane, fire, flood, etc.	External

**The above is the list of some internal and external issues and the HSEQ & Continuous Improvement Manager is updating this list and will discuss details of list and associated risks in management review meetings.**

#### **4.2 Understanding the needs and expectations of workers and other interested parties**

The organization has determined interested parties that are relevant to the environmental management system and occupational health and safety management system. All such interested parties are identified and listed as below:

1. Clients/Customers
2. Regulatory and Govt. organizations and Inspectors
3. Board of Directors, Employees, Workers
4. Suppliers
5. Neighboring factories
6. Shareholders and stakeholders
7. NLI Ports/Terminals
8. Insurers
9. Sub-Contractors


The requirements of all these interested parties relevant to HS&E are identified by various ways, as listed below:

1. Customer visits our plant or initial customer communication for their requirements regarding environment and occupational health and safety issues.
2. Auditing of processes and locations by Quality, HS&E as needed.
3. Legal requirements and ensuring updates are monitored/implemented
4. Other requirements identified by NLI and/or Customers
5. Customer satisfaction survey.
6. Contract review of customer to understand specific HS&E requirements.

**HSEQ & Continuous Improvement Manager** summarizes all these needs and expectation and prepares register of regulations for identified requirements necessary for Norton Lilly International to comply. Their requirements and information are reviewed and monitored by Functional Leads in their areas and if any specific requirements are identified then informed to HSEQ & Continuous Improvement Manager to take further actions.

#### **4.3 Determining the scope of the environmental management system and occupational health & safety management system**

**4.4** We have determined the boundaries and applicability of the environmental management system and occupational health and safety management system, and the scope is documented as below.

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**Documented Information for Scope:**

Administrative and Operational facilities and locations involved in the provision of port agency and customs brokerage services.

This scope is applicable for these boundaries of operations as well as in the scope of work performed on or at Customer/Client locations/worksites.

All the requirements of ISO 14001:2015 and BS ISO 45001:2018 are applicable for our activities and scope covered as above and documented in this system manual.

When determining documented information on scope, consideration is given on:

- a) The external and internal issues as listed in Para 4.1;
- b) The requirements of relevant interested parties as listed in Para 4.2;
- c) Organizational units, functions and physical boundaries as referred in the chapter 1 of this manual;
- d) Products and services provided by Norton Lilly International;
- e) Authority and ability to exercise control and influence;

All the requirements of ISO 14001:2015 and BS ISO 45001:2018 are applicable for our activities and scope covered as above and documented in this system manual.

#### **4.5 Environmental management system and occupational health and safety management system**


4.4.1 Norton Lilly International has established, implemented and maintained an environmental management system and occupational health & safety management system, and will continually improve on HS&E, including the processes needed and their interaction in accordance with the requirements of ISO 14001:2015 and BS ISO 45001:2018.

Norton Lilly International has:

- Determined the processes needed for the management system and their applications throughout Norton Lilly International,
- Determined in the process flow chart, the inputs required, and the outputs expected from these inputs,
- Determined the sequence and interaction of these processes,
- Determined and applied the criteria and methods (including monitoring, measurements and related performance indicators) needed to ensure the effective operation and control of these processes,
- Determined the resources needed for these processes and ensured their availability,
- Assigned the responsibilities and authorities for these processes,
- Addressed the risks and opportunities as determined in accordance with the defined requirements,
- Evaluated these processes and implemented changes needed to ensure that these processes achieve their intended results,
- Continually improve the processes within the management system.

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The organization has established the HS&E system as described in this manual. It is implemented and maintained and continually improved in accordance with the requirements of ISO 14001:2015 and BS ISO 45001:2018.

The organization has defined various HS&E procedures and SOPs for environmental management system and occupational health & safety management system. Their application throughout the organization is documented and it includes processes required and their interaction to implement and exhibit compliance to ISO 14001:2015 and BS ISO 45001:2018 requirements.


Organization evaluates these processes based on the feedback from Functional Leads and discussion in management review meeting, and implements the changes, if any, at least once in a year to achieve their intended result. The criteria and method to evaluate all the processes are defined in department-wise functional objectives and monitored with the help of objective monitoring sheet to improve the processes and the HS&E. Necessary resources are provided for the processes and job descriptions are prepared to assign responsibility and authority.

4.4.2 Considering the requirements based on the necessity, Norton Lilly International:

- a) Maintains documented information to support the operation and its processes, and
- b) Retains documented information to have confidence that the processes are being carried out as per planned arrangements.

The list of documented information retained are covered under the master list of documents and records.

Also, the knowledge gained through context, issues and risk are considered while establishing and maintaining the environmental, health and safety management system.

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## 5.0 Leadership and Workers' Participation

### 5.1 Leadership and Commitment


5.1.1 Top Management ensures resources are available in support of and to show evidence of its commitment for the development and implementation of HS&E Management System, and for continually improving its effectiveness. Top management demonstrates the commitment and leadership as given below:

- a) Taking accountability for the effectiveness of HS&E and reviewing Norton Lilly International's objectives and targets (KPI's);
- b) Establishing the HS&E Policy and Objectives in support of the strategic direction and the context of the organization; these are kept as documented information in this HS&E manual and provided for ready reference to all employees and interested parties.
- c) Integrating HS&E requirements into business processes and preparing all documented information, including this HS&E manual, procedures, SOPs, and forms;
- d) Preparing a high-level risk with mitigation plan(s) that is monitored for effectiveness and continuous improvement.
- e) Ensuring that the resources needed for HS&E are available and discussed in formal / informal meetings;
- f) Communicating the importance of effective environmental management and of conforming to HS&E requirements during internal meetings and management review meetings;
- g) Ensuring that the HS&E system achieves its intended results and verifying the same with the help of internal audits and objective reviews;
- h) Engaging, directing and supporting persons to contribute to the effectiveness of the environmental management system and occupational health and safety management system;
- i) Promoting continual improvement;
- j) Supporting other relevant management roles to demonstrate leadership as it applies to their areas of responsibility as identified in job description of Top Management.
- k) Attending management review meeting, **at a minimum of annually**.
- l) Protecting workers from reprisals or repercussions when reporting incidents, hazards, risks and opportunities;
- m) Establishing and implementing a process for consultation and participation of workers in organization;
- n) Supporting the establishment and functioning of health and safety committees.

Norton Lilly International has identified resource requirements and provided adequate in-house resources in terms of qualified personnel, test equipment, facility for operation and testing, environmental control equipment, and PPE for the health and safety of employees. Top Management is responsible for providing appropriate resources and training to personnel for effective implementation of the environmental management system and occupational health and safety management system in their respective areas. HSEQ & Continuous Improvement Manager reports to the Top Management for any need of resources.

### 5.2 Policy

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### 5.2.1 Establishing HS&E Policy

We have defined a HS&E policy as given below in terms of the characteristics of the business, the organization, our location, and technology. It is appropriate for the purpose and context of the organization and provides framework to set HS&E objectives (documented in 6.2 of Chapter 6 of this manual).

It is Norton Lilly International Inc.'s policy is to prevent injury to persons, damage to property, negative impact to the environment, as well as to protect the interest of its personnel and that of our customers.

Norton Lilly International Inc. recognize that the key to safety rests with the vision and leadership of top management, supervisory responsibility, and full employee commitment and participation.

Simply put, this means that management at all levels is responsible for safety and security for all persons, equipment, methods, and property under its control.

Each employee has a personal interest and responsibility in their own safety for their own protection, the protection of others, and for the protection of Norton Lilly International Inc. property from loss or damage. In doing so, every employee must follow all safety regulations and the instructions set forth in this manual. Each employee must cooperate with their fellow workers and with management in doing all that is possible to identify and correct unsafe conditions, eliminate unsafe practices, and to prevent loss, whatever the source.

We have defined HS&E Policy as mentioned above in terms of the purpose and context of the organization, such as nature, scale, and environmental aspects and impact as well as OHS hazards and risks of our activities, products, and services. It includes a commitment to the protection of the environment and protection from OHS hazards and provides a framework for setting HS&E objectives. The HS&E objectives are documented in 6.2 of Chapter 6 of this manual.

### 5.2.2 Communicating the HS&E Policy


HS&E Policy is communicated to all the employees. They are familiarized with the HS&E Policy through training upon joining Norton Lilly International, as well as made aware of it immediately after changes to any part of the HS&E Management System are approved. HSEQ & Continuous Improvement Manager ensures that the respective employees understand the HS&E Policy and comply with the environmental management system and occupational health and safety management system documented information. HS&E Policy is displayed at prime location and kept in this manual in Para 5.2 as documented information. The HS&E Policy is kept on company's website and reception, as appropriate, as well as given to customers and all the interested parties like employees, external providers, distributors, etc. The HS&E Policy is reviewed in management review meeting for continual improvement of the effectiveness of the environmental management system and occupational health and safety management system.

### 5.3 Organizational roles, responsibilities and authorities

Top Management has assigned responsibilities and authorities for relevant roles, as given in the organization structure. For all levels of employees, job descriptions are prepared

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with the responsibilities and authorities. The job descriptions are communicated to all concerned and understood by all levels of employees.

Top Management has assigned responsibility and authority for:

- a) Ensuring that the environmental management system and occupational health and safety management system conform to the requirements of ISO 14001:2015 and BS ISO 45001:2018,
- b) Ensuring that the processes are delivering their intended outputs,
- c) Reporting the performance of the environmental management system and occupational health and safety management system and opportunities for improvement in particular to the Top Management,
- d) Ensuring the promotion of customer focus throughout the organization,
- e) Ensuring that the integrity of the management system is maintained when changes to the environmental management system and occupational health and safety management system are planned and implemented,

Top Management has defined responsibilities, authorities and their interrelation for all the persons and communicated within the organization. All staff members are responsible for maintaining HS&E of their own work and for informing their Respective Leads for any conditions which are adverse to the environment and health and safety of the workers or adverse to the protection of environment, OHS hazards, etc. A detailed organization structure is prepared and supported in Annexure–IV to this manual.


#### 5.4 Consultation and participation of workers

Processes for consultation and participation of workers at all applicable levels and functions are established, implemented and maintained in organization by regular training, safety meeting, and daily on-floor meeting.

In organization development, planning, implementation, performance evaluation and actions for improvement of the environmental and OH&S management systems is done through:

- (a.) Providing mechanisms, time, training and resources necessary for consultation and participation;
- (b.) Providing timely access to clear, understandable and relevant information about the environmental and OH&S management systems;
- (c.) Determining and removing obstacles or barriers to participation, and minimizing it if cannot be removed;
- (d.) Emphasizing on the consultation of non-managerial workers for:
  - Determining the needs and expectations of interested parties;
  - Establishing the HS&E policy;
  - Assigning organizational roles, responsibilities and authorities;
  - Determining how to fulfill legal requirements and other requirements;
  - Establishing environmental and OH&S objectives and planning to achieve them;

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- Determining applicable controls for outsourcing, procurement and contractors;
- Determining what needs to be monitored, measured and evaluated;
- Planning, establishing, implementing and maintaining an audit program;
- Continual improvement;

(e.) Emphasizing on the participation of non-managerial workers for:

- Determining the mechanisms for their consultation and participation;
- Identifying hazards and assessing risks and opportunities;
- Determining actions to eliminate hazards and reduce OH&S risks;
- Determining competence requirements, training needs, training and evaluating training;
- Determining what needs to be communicated and how this will be done;
- Determining control measures and their effective implementation and use;
- Investigating incidents and nonconformities and determining corrective actions.

## 6.0 Planning

### 6.1 Actions to address risks and opportunities


#### 6.1.1 General

During planning of the Environmental management system and Occupational health and safety management system, consideration is given to the issues referred to in 4.1 and the requirements referred to in 4.2 (see chapter 4), and the risks and opportunities are determined to:

- Address environmental aspects and its impact, HS&E hazards and risks;
- Address compliance obligations;
- Give assurance that the environmental management system and occupational health and safety management system can achieve intended outcomes;
- Enhance desirable effects;
- Prevent and reduce undesired effects, including the potential for external environmental conditions to affect the organization as well as prevention of HS&E Hazards;
- Achieve continual improvement;
- Prepare risk analysis sheet, environmental aspects and their impact, HS&E hazards and risks register for overall major risk with identified mitigation plan.
- Identify and document minor process-wise risk and opportunity in process-wise process flow exhibit.

Potential emergency situations are determined, including those that can have an environmental impact and HS&E hazards within the scope of HS&E.

The documented information is maintained in environmental aspects and their impact, HS&E hazards and risks register and the risk identified is listed in environmental, health and safety management plan for:

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- Risks and opportunities that need to be addressed;
- Processes needed to the extent necessary to have confidence that environmental aspects and their impact, HS&E hazards and risks assessment is done, and necessary planning is followed.

The environment-related risk is identified for highly significant environmental aspects and HS&E hazards; and to reduce their impact or eliminate it, Norton Lilly International has identified environmental and health and safety management plan and implemented the same. In the Risk analysis sheet / Environmental aspects and their impact, HS&E hazards and risks register and process flow chart, risk mitigation actions are identified and documented. The system is identified for multiplication factor of risk occurrence and severity, and legal as well as customer concern is taken into account. Accordingly, risk is divided into high, medium, and low as a part of planning. If any risk reaches to high level then actions are initiated as per risk plan given in the Risk analysis sheet / Environmental aspect and its impact, HS&E hazards and risks register. The effectiveness of action taken is reviewed on monthly basis by HSEQ & Continuous Improvement Manager for risk, and for process-related risk by Functional Leads. Necessary action against such risk is to reduce the risk, retain the risk or to create opportunities by adding new products, new market, new customers, new technology, or new partnership, etc.

#### 6.1.2 Environmental aspects and their impact, HS&E hazards and risks

Norton Lilly International has planned:


- a) Actions to address the risks and opportunities as mentioned above, and
- b) How to:
  1. Integrate and implement the actions into its environmental management system and occupational health and safety management system processes, and
  2. Evaluate the effectiveness of these actions.

Actions taken to address the risks and opportunities are proportionate to the potential impact on the conformity of product, environment, health and safety of employees and services.

##### 6.1.2.1 Hazard / Aspect identification

The identification of environmental aspect and its impact, HS&E hazards and risks is an ongoing process that determines the past, current and potential impacts; risks of the activities, products, and services covering routine and non-routine activities; all activities covering job contractor work; and all facilities at workplace. A procedure (documented information) has been established to identify the environmental aspects and their impacts, HS&E hazards and risks, products and services, which can be controlled and over which an influence is expected. Procedure for evaluation has also been established to determine those environmental aspects and their impacts, HS&E hazards and risks, which have or can have significant impacts on the HS&E. The impact assessment is used to set the HS&E objectives.

HSEQ & Continuous Improvement Manager and Functional Leads determine the environmental aspects and their impacts, HS&E hazards and risks of activities, products and services that can be controlled and that can be influenced, and their associated environmental aspects and HS&E hazards, considering a life cycle. They take into account:


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- a.) Change, including planned or new developments, and new or modified activities, products and services;
- b.) Abnormal conditions and emergency situations;
- c.) Hazards related to:
  - How work is organized, social factors (including workload, work hours, victimization, harassment and bullying), leadership and the culture in the organization;
  - Routine and non-routine activities and situations, including hazards arising from:
    - Infrastructure, equipment, materials, substances and the physical conditions of the workplace;
    - Product and service design, research, development, testing, production, assembly, construction, service delivery, maintenance and disposal;
    - Human factors;
    - How the work is performed;
  - Past relevant incidents, internal or external to the organization, including emergencies, and their causes;
  - Potential emergency situations;
  - Activities of all persons having access to the workplaces (including contractors, workers and visitor, who are supposed to be affected by the identified work);
  - People in the vicinity of the workplace who can be affected by the activities of the organization;
  - Workers at a location not under the direct control of the organization;
  - The design of work areas, processes, installations, machinery/equipment, operating procedures and work organization, including their adaptation to human capabilities;
  - Situations occurring in the vicinity of the workplace caused by work-related activities under the control of the organization;
  - Situations not controlled by the organization and occurring in the vicinity of the workplace that can cause injury and ill health to persons in the workplace;
  - Actual or proposed changes in organization, operations, processes, activities and OH&S management system;
  - Changes in knowledge of, and information about, hazards.

#### **6.1.2.2 Assessment of HS&E risks and other risks to the HS&E management system**

The methodology for assessment of environmental aspects and their impact, and HS&E hazards and risks and their impact is defined as proactive steps for classification of risks and identifications of objectives and HS&E objectives and described in the procedure. It is consistent with operating experience and the capabilities of risk control measures employed. It provides us input into the determination of facility requirements, training needs and / or development of operational controls. It helps us in monitoring of required actions to ensure both the effectiveness and timeliness of the implementations.

A register of environmental aspects and their impacts, HS&E hazards and risks and their impact has been made on the basis of review undertaken by Norton Lilly International with the assistance of an external agency, to establish the current position with regard to the environment and safety, using evaluation criteria provided. This information is kept up to date.

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Also, the significant environmental aspects and their impact, HS&E hazards and risks are taken into account in establishing, implementing, and maintaining environmental management system and occupational health and safety management system.

The HS&E aspects and hazards that have or can have a significant environmental impact and HS&E hazards, i.e. significant environmental aspects and their impact, HS&E hazards and risks, are determined by using established criteria given in the procedure.

Our significant environmental aspects and their impacts, HS&E hazards and risks are communicated to various levels of employees.

Documented information is maintained for:

- Environmental aspects and their impact, HS&E hazards and risks and associated environmental aspects;
- Criteria used to determine significant environmental aspects and their impact, HS&E hazards and risks;
- Significant environmental aspects and their impact, HS&E hazards and risks.

Significant environmental aspects and their impacts, HS&E hazards and risks can result in risks and opportunities.

#### 6.1.3 **Determination of legal requirements and other requirements / Compliance Obligations**

Norton Lilly International has established a process and procedure to:

- a) Determine and have access to the compliance obligations related to environmental aspects and their impacts, HS&E hazards and risks;
- b) Determine how these legal requirements and other requirements apply to the organization and what needs to be communicated;
- c) Take legal requirements and other requirements into account when establishing, implementing, maintaining and continually improving the HS&E.

Documented information of compliance obligations is maintained.

Compliance obligations can result in risks and opportunities to Norton Lilly International.

Documented information of all legal and other requirements is maintained and kept up to date.

The information of legal requirements is updated as well as communication is done for the relevant information on legal and other requirements to the employees and relevant interested parties.


A register of "Environmental Legislation" has been established and is maintained as documented information.

#### 6.1.4 **Planning Action**

Top Management reviews the environment health and safety management plan at an interval of once annually at a minimum and determines the need for any changes to the HS&E management system.

The changes in HS&E system are done in a planned manner.



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The HSEQ & Continuous Improvement Manager ensures that:

- a.) Environment, health and safety management plan is prepared to take actions to address:
- Significant environmental aspects and their impacts, HS&E hazards and risks;
  - Compliance obligations;
  - Risks and opportunities identified in 6.1.1;

Technological options and financial, operational, and business requirements are considered during planning of these actions.

## **6.2 Environmental, health and safety objectives and planning to achieve them**

### **6.2.1 Environmental, health and safety objectives**

Based on HS&E Policy, quantifiable environmental and health and safety objectives are established at relevant functions, levels, and processes needed for Environmental management system and Occupational health and safety management system, and for enhancement of business objectives like customer satisfaction. The quantifiable criteria are dynamic and reviewed in management review meeting for our commitment to continual improvement.

Environmental and health and safety (HS&E) objectives are:


- Consistent with the HS&E Policy;
- Measurable;
- According to applicable requirements;
- Relevant to conformity of products and services and enhancement of customer satisfaction;
- Monitored;
- Communicated;
- Updated as appropriate.

All such objectives and targets are made measurable and are consistent with the HS&E Policy. They take into account the commitments for prevention of pollution, protection from HS&E hazards, and compliance with the applicable legal requirements, which are the basis for continual improvement.

While preparing and reviewing the objectives and targets, it is ensured that they are consistent with the HS&E Policy, legal and other requirements and environmental aspects and their impacts, HS&E hazards and risks. The technological options, financial, operational and business requirements, including the views of interested parties, are also considered.

Environment, health and safety management program is prepared, implemented, and maintained to ensure achievement of defined objectives and targets. The environment, health and safety management program is prepared having reference of:

- Responsibility for achieving objectives and targets at relevant functions and levels of employees / organization;
- Methods / modes and timeframe for achieving objectives and targets.

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The HS&E Policy is reviewed at regular intervals in the management review meeting and amended in line with new development, modification, and expansion of existing activities.

- From Norton Lilly International level objectives, the functional objectives are prepared, and Functional Leads monitor the status of objectives on monthly basis. The objectives are communicated to all concerned personnel
- The quantifiable criteria are dynamic and reviewed in management review meeting for our commitment to continual improvement.

### 6.2.2 Planning actions to achieve environmental, health and safety objectives

When planning how to achieve environmental, health and safety objectives, the objective plans are made for:

- What will be done;
- What resources will be required;
- Who will be responsible;
- When it will be completed;
- How the results will be evaluated, including indicators for monitoring progress toward achievement of measurable HS&E objectives.

How actions to achieve the HS&E objectives can be integrated into the organization's business processes is also considered.

Following documented information of HS&E is established and maintained for achieving the objectives:


- Responsibility and authority for achieving at relevant level
- Means and time scale to be achieved (Plan)
- Review at regular and planned interval
- Update based on progress.

### 6.3 Planning of changes

Top Management reviews the HS&E management plan at regular frequency and determines the need for changes to HS&E management system. The changes in HS&E management system are carried out in planned way.

When the changes are identified in the HS&E management system, organization takes into consideration:

- Purpose of changes and their potential consequences
- Integrity of the HS&E management system is maintained
- Availability of resources, and
- Allocation or reallocation of the authorities and responsibilities, and the job descriptions are revised accordingly.

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## 7.0 Support

### 7.1 General

**Norton Lilly International, Inc** has identified resource requirements and provided timely resources in terms of qualified personnel, test equipment, plant and machinery, facility for production and testing for continual improvement of environmental management system and occupational health and safety management system. The resources for implementation and maintenance of environmental management system and OH&S management system as well as for improving their effectiveness are provided. The adequate resources to enhance customer satisfaction by meeting customer requirements are identified and provided at **Norton Lilly International**

Adequacies of these resources are reviewed, for example, during:

- Management Review
- Contract Review
- Internal Audit Results
- Interested Party's Feedback/Concern/Complaint Review

HSEQ & Continuous Improvement Manager considers:

- a) The capabilities of, and constraints on, existing internal resources;
- b) What needs to be provided by external providers;


In case in-house resources are limited, then services of external providers are utilized as needed.

### 7.2 Competence

HSEQ & Continuous Improvement Manager identifies competency of employees performing activities affecting conformity of product requirement based on performance review and provides necessary training and on-the-job training for the employees for upgrading their knowledge and achieve the necessary competency. The skill matrix and competency matrix and training records are prepared as documented information. Also, during routine work, due to change in area of work or any other reason, the training needs are identified, and training is provided. HSEQ & Continuous Improvement Manager:

- a.) Determines the necessary competence of person(s) doing work under NLI's control that affects the performance and effectiveness of management system and its environmental performance and ability to fulfill its compliance obligations;
- b.) Ensures that these persons are competent on the basis of appropriate education, training or experience;
- c.) Determines training needs associated with environmental aspects, OHS hazards and Environmental management system and OH&S management system.
- d.) Where applicable, takes actions to acquire the necessary competence, and evaluates the effectiveness of the actions taken.
- e.) Retains appropriate documented information as an evidence of competence.

He/She also ensures that the necessary competence has been achieved and appropriate records for the education, experience, training, and qualification are maintained in competency matrix.

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The new employees are trained properly in the identified area as per documented information. The effectiveness of the training provided, and action taken is evaluated as per established documented information. The competence and training are also evaluated and provided for contracted employees

### 7.3 Awareness

Functional Leads ensure that persons doing work under their control are aware of the requirements of Environmental management system and OH&S management system, including;

- a) HS&E Policy of the organization;
- b) Relevant HS&E objectives,
- c) Significant environmental aspects and HS&E hazards and related actual or potential environmental impacts and HS&E risks associated with their work;
- d) Their contribution to the effectiveness of the Environmental management system and OH&S management system, and the benefits of enhanced environmental and HS&E performance;
- e) The implications of not conforming with the Environmental management system and OH&S management system requirements, including not fulfilling the organization's compliance obligations.

HSEQ & Continuous Improvement Manager / Functional Leads ensure that the employees are aware of all the above requirements, including emergency preparedness, and how the activities affect environment and what care needs to be taken for day-to-day implementation.

Suitable Environmental management system and OH&S management system awareness programs are arranged for all the persons to ensure that the requirements are well understood at all level.

### 7.4 Communication

#### 7.4.1 General


The organization ensures internal and external communication between Functional Leads and various levels of employees regarding the processes of the Environmental management system and OH&S management system and their effectiveness. Such communication related to HS&E considers the following:

- a) On what it will communicate;
- b) When to communicate;
- c) With whom to communicate;
- d) How to communicate;

Communication process is established and implemented to:

- Take into account its compliance obligations;
- Ensure that the information communicated is consistent with information generated within the Environmental management system and OH&S management system, and is reliable.

#### 7.4.2 Internal communication

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Method for internal communication is established and HSEQ & Continuous Improvement Manager / Functional Leads:

- a) Internally communicate information relevant to the Environmental management system and OH&S management system among the various levels and functions of the organization, including changes to the Environmental management system and OH&S management system, as appropriate;
- b) Ensure that the communication process (es) enable(s) persons doing work under the organization's control to contribute to continual improvement.

It is ensured that the communication process is open and environment is created to bring the ideas for improvement in HS&E.

### 7.4.3 External communication

Information relevant to the HS&E is externally communicated as per compliance obligation or concern(s) of interested parties. Such channel of communication is established for communicating to the government authority as well as to submit various obligation reports to the external interested parties as per legal and statutory requirements.

## 7.5 Documented Information

### 7.5.1 General

**Norton Lilly International, Inc** has established, documented, implemented, and maintained Environmental management system and OH&S management system and continually improved its effectiveness in accordance with the requirements of ISO 14001:2015 and BS ISO 45001:2018. The HS&E Management System includes:

- a) Documented information required by these International Standards;
- b) Documented information determined by Norton Lilly International as being necessary for the effectiveness of Environmental management system and OH&S management system. The documented information are established considering the following:
  - The size of company and type of activities, processes, product and services;
  - The need to demonstrate fulfillment of its compliance obligations;
  - The complexity of processes and their interactions;
  - The competence of persons doing work under the organization's control.


Company has determined the critical processes needed for the HS&E and their application throughout the organization and listed them in the process flow in Annexure-III

Macro-level HS&E is documented in this System Manual against how ISO 14001:2015 and BS ISO 45001:2018 are implemented. This manual is also known as the HS&E Manual, which outlines the scope, structure and general principles of the operation of Environmental management system and OH&S management system and serves as a declaration of the intentions of the Top Management to satisfy various clauses of ISO 14001:2015 and BS ISO 45001:2018.

The standard operating procedures and exhibits are documented as good manufacturing practices.

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Formats are prepared and filled up to retain documented information.

The list of forms and exhibits are given in Annexure-I.

### 7.5.2 Creating and updating

The documented information is created and implemented in Norton Lilly International and it is updated periodically. The following information is included, as minimum, in the documented information:

- Identification and description (e.g. title of document, date of implementation, author i.e. prepared by, and approved by, along with the document number and its revision status);
- Format (e.g. language, software version, graphics) and media (e.g. paper, electronic);
- Review of document at least once in a year and approval for suitability and adequacy by the identified authority as per the details given on the next page.

The written documents are prepared in Norton Lilly International as per list given below, considering the size of organization, type of activities, the complexity of processes, and their interactions and the competence of personnel.

- Documented statement of HS&E Policy, Environmental, Health and safety objectives
- System Manual
- Standard Operating Procedures and Exhibits
- Records (few records are also maintained in the electronic media).

All of the documented information is identified by date, revision number, approved by, title of document, and some identification number as per document identification and codification. All of the documented information is kept in English and it is used in soft copy or hard copy in paper form.

All of the documented information is reviewed and approved for suitability and adequacy by authorized person as listed below.

Table – 1		Responsibility Matrix for Documents	
Type of Document		Responsibility	
		Document Review Modification and Approval	Maintaining document Master list and issuing as per distribution
1. HS&E Manual		Top Management	HSEQ & Continuous Improvement Manager
2. Standard Operating Procedures/Work Instructions		HSEQ & Continuous Improvement Manager / Functional Leads	HSEQ & Continuous Improvement Manager
3. Applicable standards / customer specification, and documents of external origin (external)		HSEQ & Continuous Improvement Manager For Follow-up	HSEQ & Continuous Improvement Manager


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Table – 1		Responsibility Matrix for Documents	
Type of Document	Responsibility		
	Document Review Modification and Approval	Maintaining document Master list and issuing as per distribution	
4. Forms	HSEQ & Continuous Improvement Manager / Functional Leads	HSEQ & Continuous Improvement Manager	
<b>Note:</b> – Master copy of all the documents are kept with HSEQ & Continuous Improvement Manager, who is authorized to issue and distribute the same.			


### 7.5.3 Control of documented information

All the documented information relating to the Environmental management system and HS&E management system requirements is controlled as per details given below.

- They are reviewed for adequacy and are approved by authorized persons as per Table–1.
- The documents are updated as necessary, reviewed and re-approved by the same authority. Copies of superseded documents are identified and retained, as necessary, to maintain specified / required traceability.
- The current revision status of the document is identified by revision number. Also, the latest changes are identified by suitable marking. Each document or data has its revision status by revision number or revised date as applicable. Such changes are distributed to the authorized Copy Holders of the document. Any revision is affected by changing revision number of particular page for HS&E Manual / revision number of document for all other documented information
- The respective HSEQ & Continuous Improvement Manager / Functional Leads are responsible for ensuring that the latest relevant versions of applicable documents are available at the point of use, where and when it is needed. They also ensure that documents remain legible, readily identifiable, and retrievable. Such documented information is also protected from loss of confidentiality, improper use or loss of integrity.
- All the controlled documents have been identified, and system of preparation, issue, distribution and maintenance of documented information is established.
- The HSEQ & Continuous Improvement Manager ensures that all external documents those needed for use in the HS&E are identified and proper control is established. Similar controls apply to the external documents necessary for the planning and operation of the Environmental management system and OH&S management system. The external documents are identified, and their distribution is controlled. External documents referred to are those needed for use in the HS&E.
- Master list with current revision of documents (latest revision number) and distribution list of all the documents are maintained for all the documented information to prevent unintended use of obsolete documents. If any obsolete documents are kept for future reference, then stamp of obsolete document is put on the document.

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Company has established a system to define the control needed for identification, storage, protection, retrieval, retention, and disposition of documented information (records).

They are kept legible, retrievable, and readily identifiable. The system is described as below:


1. For all the retained documented information, master list of records is prepared. The access, retrieval, and user details are given in master list of records.
2. Proper control is established for storage and preservation of documented information to ensure that such information is available when it is needed. The hard copy of documented information is stored in cupboard or safe places with Functional Leads / Authorized person; it is ensured that records are legible and properly preserved during storage. The soft copy is kept with authorized access control by password, and backup is taken weekly.
3. Control of changes (e.g. version control) is established with the help of change note and revision number is changed to identify the latest copy of documented information.
4. Retention and disposition: The retention period for documented information is identified, and after retention period it is torn or burned for disposal of hard copy of documented information. The soft copy is deleted.

Documented information of external origin determined by the organization to be necessary for the planning and operation of the Environmental management system and OH&S management system is identified as appropriate, and listed in master list of documents. The latest copy of such documented information is collected and distributed to concerned person.

Documented information retained as evidence of conformity is protected from unintended alterations by password protection or by keeping in cupboard with lock.

The system is applicable for hard copy of records as well as records maintained in electronic media. All the formats used as HS&E Records are properly identified and controlled.



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## 8.0 Operation

### 8.1 Operational planning and control

#### 8.1.1 General

Organization has established, implemented, controlled and maintained the processes needed to meet Environmental Management System and Occupational health and safety management system requirements, and to implement the actions identified in actions to address risks and opportunities and Environmental, health and safety objectives and planning to achieve them by:

- a) Determining the requirements for the products and services,
- b) Establishing criteria for the
  1. Processes,
  2. Acceptance criteria (specifications) for the products and services,
- c) Determining the resources needed to achieve conformity to the product and service requirements,
- d) Implementing control of the processes in accordance with the criteria,
- e) Determining, maintaining, and retaining documented information to the extent necessary,
  1. To have confidence that the processes have been carried out as planned,
  2. To demonstrate the conformity of the products and services to their requirements,
- f) Establishing operating criteria for the processes; and
- g) Implementing control of the processes, in accordance with the identified operating criteria.


Company controls planned changes and reviews the consequences of unintended changes, taking action to mitigate any adverse effects, as necessary.

Company ensures that outsourced process is controlled or influenced. The type and extent of control or influence needs to be applied to the processes are defined within the Environmental management system and Occupational health and safety management system.

Consistent with a life cycle perspective, Norton Lilly International has:

- a) Established control, as appropriate, to ensure that its environmental, health and safety requirements are addressed in the design and development process for the product or service, considering each stage of its life cycle;
- b) Determined its environmental, health and safety requirements for the procurement of products and services, as appropriate;
- c) Communicated its relevant environmental, health and safety requirements to external providers, including contractors;
- d) Considered the need to provide information about potential significant environmental impacts and HS&E Risks associated with the transportation or delivery, use, end-of-life treatment and final disposal of its products and services.

The organization has established operational control data for operations and activities that are associated with the identified significant environmental aspects, consistent

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with the HS&E policy, objectives and targets, to ensure that the same are carried out under specified condition by:

- Follow-up of operational control data to control the situations, where their absence could lead to deviation from the HS&E policy, objectives and targets,
- Defining and follow-up of operational criteria in the operational control plan and standard operating procedures.
- Implementing operation control criteria for effluent treatment plant. For highly significant environmental aspects and HS&E hazards, either engineering control or follow-up of SOP or awareness of employees, etc., is identified and written in environmental aspects and their impacts and HS&E hazards and risk register and related documented information.
- For any new product development stages or process modification, the Design Lead evaluates impact or risks of such development on environment throughout the life cycle stages and takes necessary actions.
- Follow-up of operational control data for the identified significant environmental aspects as well as risk identified for highly significant environmental aspects and HS&E hazards and communicating the requirements of the documented information to the concerned persons.

Appropriate planning for operational control and maintenance activity is done in order to ensure that operational activities are carried out under specified conditions as per established documented information.

HSEQ & Continuous Improvement Manager/ Functional Leads control planned changes and review the consequences of unintended changes, taking action to mitigate any adverse effects, as necessary. Also, contingency plans are prepared and implemented for wastewater treatment as well as for solid waste disposal.

The organization has ensured that outsourced processes are controlled. Proper control is established at section and evaluation stage to ensure that they are committed to implement related environment actions as defined in our system. Also, in our purchase document and contracts, necessary care is taken by us to clearly communicate the necessary environmental, health and safety requirements.


The information about potential significant environmental impacts and HS&E risks and HS&E risks associated with transportation, delivery, use and final disposal is identified and communicated as part of product MSDS.

The outsourced process is controlled as per established system and as per controls identified by Functional Leads. The documented information for process monitoring, purchase orders, evaluation of contractors, MSDS, related SOPs and control plans, and contracts are maintained.

### 8.1.2 Eliminating hazards and reducing OH&S risks (ISO 45001:2018)

Results of the assessment are kept up to date with the existing controls, proposed controls (objectives and programs) for the elimination of hazards, and reduction of OH&S risks, considering the following hierarchy:

- Elimination,
- Substitution,
- Engineering control, signage / warnings

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- Administrative controls, including training, and
- Personal protective equipment.

All the above controls are identified and documented in the Significant OH&S Hazards list and it is made available to all employees.

A register of OH&S hazards and associated risks have been established on the basis of a review undertaken by Norton Lilly International with the assistance of an external agency to establish the current position with regard to the occupational, health and safety, using evaluation criteria provided. This information is kept up to date. Also, for implementation of the management of change, OH&S hazards and risks associated with the proposed changes are identified and documented.

The significant OH&S hazards are taken into account in establishing, implementing and maintaining Occupational health and safety management system.

### 8.1.3 Management of change

HSEQ & Continuous Improvement Manager and Functional Leads control planned changes, review the consequences of unintended changes that impact OH&S performance, and take action to mitigate any adverse effects, as necessary.

The following points are considered at the time of control of planned temporary and permanent changes that impact OH&S performance:

a) New products, services and processes, or changes to existing products, services and processes, including but not limited too:

- Workplace locations and surroundings;
- Work organization;
- Working conditions;
- Equipment;
- Work force;

b) Changes in legal and other requirements;

c) Developments in knowledge and technology.

### 8.1.4 Procurement


#### 8.1.4.1 General

The control for procurement of products and services is done as per established system and as per controls identified by functional leads. The documented information for process monitoring, purchase orders, evaluation of contractors, related SOPs and control plans, and contracts are maintained to conform to OH&S management system.

#### 8.1.4.2 Contractors

Organization coordinates its procurement processes with contractors, in order to identify hazards and to assess and control the OH&S risks, arising from the:

- Contractors' activities and operations that impact the organization;
- Organization's activities and operations that impact the contractors' workers;

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c) Contractors' activities and operations that impact other interested parties in the workplace.

Company ensures that the requirements of its OH&S management system are met by contractors and their workers.

OH&S criteria for the selection of contractors are defined and documented by the Director of Purchasing.

#### 8.1.4.3 Outsourcing

The organization has ensured that outsourced processes are controlled. Proper control is established at section and evaluation stage to ensure that they are committed to implement related OH&S actions as defined in our OH&S. In NLI purchasing documentation and contracts, necessary care is taken by NLI to clearly communicate the necessary OH&S requirements and other requirements.

The information about potential significant OH&S risk associated with transportation, delivery, use and final disposal, and any emergency during transportation is identified and communicated as part of transport emergency card.

### 8.2 Emergency preparedness and response


The organization has established emergency preparedness plan to ensure appropriate responses to potential emergency situations and potential incidents to the environment as well as health and safety of employees, and mechanism for responding to such situation. Emergency preparedness plan and the processes needed to prepare for and respond to potential emergency situations are established, implemented, and maintained.

Company is:

- Prepared to respond by planned actions to prevent or mitigate adverse environmental impacts and OHS Risks from emergency situations;
- Ready to respond actual emergency situations;
- Ready to take action to prevent or mitigate the consequences of emergency situations, appropriate to the magnitude of the emergency and the potential environmental impacts and OHS Risks;
- Reviewing emergency preparedness plan **once in a year** to test the planned response actions, where practicable;
- Reviewing and revising periodically the emergency preparedness plan and planned response actions, in particular after the occurrence of emergency situations or tests (mock drill);
- Providing relevant information and training related to emergency preparedness and response, as appropriate, to relevant interested parties, including persons working under its control.

Documented information has been established for preventing and mitigating the impacts of such emergency situation, which can cause illness, injury, pollution to the environment, adverse environmental impacts and OHS risks, etc.

Mock drill is conducted **once in a year** for testing / verification of such emergency preparedness as per documented information and the documented information is retained for evaluation of results.

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## 9.0 Performance evaluation

### 9.1 Monitoring, measurement, analysis and performance evaluation

#### 9.1.1 General

Documented information is documented and implemented for monitoring and measurement of actual performance against the HS&E performance requirements on regular basis. Documented process provides quantitative as well as qualitative measures to meet company's need as well as monitor the key characteristics of operations, which have impact on significant environmental impacts and HS&E risks, and achievement of HS&E objectives and operational process and the activities. The documented information also includes the information of monitoring performance, operational control points, and conformity to the objectives and targets.

Company has determined:

- Parameters that need to be monitored and measured (Operational Control Plan), and other processes;
- The methods for monitoring, measurement, analysis and evaluation, as applicable, to ensure valid results;
- The criteria (Objectives and targets and Operational Control Plan) against which Norton Lilly International evaluates its HS&E performance, and appropriate indicators;
- Frequency of monitoring and measuring to be performed;
- Frequency of monitoring and measurement of results and its analysis and evaluation.

Company evaluates the performance and the effectiveness of the Environmental management system and OH&S management system.

Company retains appropriate documented information as evidence of the results of output of monitoring and measurement.


This includes evaluation of compliance with relevant HS&E legislation and regulations as well as customer requirements as per documented information. The proactive measures are taken to monitor compliance with the Environmental, health and safety management program and operational criteria. Reactive measures are taken to monitor environmental aspects and HS&E hazards and their impacts as well as HS&E hazards and risks, accidents, incident and near-miss and other historical evidence of deficient HS&E performance.

Equipment used for monitoring and measuring are periodically calibrated / verified to ensure accuracy / required precision as per the documented information and retain the calibration reports and calibration status reports for the same.

Company evaluates its HS&E performance and the effectiveness of Environmental management system and OH&S management system.

Company communicates relevant HS&E performance information both internally and externally, as per communication process and as required by compliance obligations.

Company retains appropriate documented information as evidence of the monitoring, measurement, analysis and evaluation results.

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Results of analysis are recorded to track performance, relevant operational controls and conformance with the HS&E objectives and targets.

Periodic preventive maintenance is done for all of the equipment to ensure their fitness. Also, breakdown history records are maintained.

### 9.1.2 Evaluation of compliance

Documented information in terms of register of regulation is maintained and implemented for periodic evaluation of compliance with the applicable legal requirements (compliance obligation). In the register of regulations, all the applicable laws are listed, and details of their implementation are given. Company ensures commitment towards compliance with all such legal requirements consistently. Retain documented information of such periodic evaluation are maintained in the Register of Rules and Regulation. Norton Lilly International:

- a) Determines the frequency of evaluation of compliance;
- b) Evaluates compliance and takes action if needed;
- c) Maintains knowledge and understanding of its compliance status.

Also, evaluation of other requirements is done as per the legal compliance register and documented information is maintained in terms of control plans and SOP. The evidences of necessary compliance records are retained as documented information for periodic evaluation and maintained in legal records and register of regulatory compliances.

## 9.2 Internal audit

### 9.2.1 General


Internal audit of Environmental management system and OH&S management system is carried out **at least once every 12 Months** to:

- a.) Determine whether Environmental management system and OH&S management system:
  - 1. conform to the planned arrangements for Environmental management system and OH&S management system as per details given in relevant documented information, including aspect-impact registers, SOPs and documented exhibits, various plans and formats.
  - 2. are implemented and maintained in accordance with the requirements of ISO 14001:2015–Environmental Management System and BS ISO 45001:2018–OH&S management system.
- b.) Provide information on the results of audits to the Top Management for effective implementation of Environmental management system and OH&S management system.

### 9.2.2 Internal audit program

HSEQ & Continuous Improvement Manager establishes, implements and maintains an internal audit program, with the detail of frequency, methods, responsibilities, planning requirements and reporting of internal audits findings.

While programming the audit of the particular function, consideration is given to the environmental importance of the process concerned, changes affecting Norton Lilly

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International and results of previous audit. Trained auditor, independent of area being audited, is used for internal audits.

HSEQ & Continuous Improvement Manager:

- a) Defines the audit criteria and scope for each audit;
- b) Selects auditors and conducts audits to ensure objectivity and the impartiality of the audit process;
- c) Ensures that the results of the audits are reported to top management.
- d) Takes appropriate correction and corrective actions without undue delay;
- e) Retains documented information as evidence of the implementation of the audit program and the audit results.

Documented audit plan defines scope, schedule, and details of auditor. The trained auditors interview the people, verify the workplace and processes and the documented information; and after audit they report the results as internal audit nonconformity reports. Documented information addresses the following:

- Responsibilities and requirements for planning and conducting audits, reporting results and retaining associated records.

All the audit findings and verification of audit results are reported to the top management for review and evaluation of the system and also discussed in the management review meetings. The audit plan / schedule, audit nonconformity reports, and clause-wise audit checklist are maintained as an evidence of the implementation of audit program and audit results. Documented information is retained for each audit cycle.


### 9.3 Management review

The Environmental management system and OH&S management system are established and systematically reviewed for their continuous suitability and effectiveness in conforming to the requirements of ISO 14001:2015 and BS ISO 45001:2018 in Norton Lilly International

Top Management or delegated personnel review the organization's Environmental management system and OH&S management system, **at least once in Twelve Months**, to ensure their continuing suitability, adequacy, and effectiveness.

Management review (**Review input**) includes consideration of:

- a) The status of actions from previous management reviews;
- b) Changes in:
  - 1) External and internal issues that are relevant to the Environmental management system and OH&S management system;
  - 2) The needs and expectations of customers, interested parties, including compliance obligations;
  - 3) Significant environmental aspects and HS&E Hazards;
  - 4) Risks and opportunities;

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- c) Information on the organization's performance and effectiveness of the Environmental management system and OH&S management system, including trends in:
- 1) Incidents, nonconformities and corrective actions;
  - 2) Monitoring and measurement results;
  - 3) Fulfillment of compliance obligations;
  - 4) Audit results;
  - 5) Consultation and participation of workers;
  - 6) Customer satisfaction and feedback from relevant interested parties;
  - 7) The extent to which environmental, health and safety objectives have been met;
  - 8) Process performance and conformity of products and services;
  - 9) The performance of external providers;
- d) Adequacy of resources;
- e) The effectiveness of actions taken to address risks and opportunities,
- f) Relevant communication(s) from interested parties, including complaints;
- g) Opportunities for continual improvement.

The outputs **(Review output)** of the management review include:

- Conclusions on the continuing suitability, adequacy and effectiveness of the Environmental management system and OH&S management system;
- Decisions related to continual improvement opportunities and opportunities for improvement;
- Decisions related to any need for changes to the Environmental management system and OH&S management system, including resources;
- Actions, if needed, when Environmental, health and safety objectives have not been achieved;
- Opportunities to improve integration of the Environmental management system and OH&S management system with other business processes, if needed;
- Any implications for the strategic direction of the organization, and
- Resource needs.

*HSEQ & Continuous Improvement Manager* retains documented information as evidence of the results of management reviews in terms of minutes of management review meeting. The review output also includes the details of action decided, person responsible to complete the action and target completion period. HSEQ & Continuous Improvement Manager monitors the same and ensures timely completion of all those actions.


## 10.0 Improvement

### 10.1 General

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HSEQ & Continuous Improvement Manager / Functional Leads determine and select opportunities for improvement and implement necessary actions to achieve the intended outcomes of Environmental management system and Occupational health and safety management system, as well as implement any necessary actions to meet customer requirements and enhance customer satisfaction.

**These include:**

- a) Improving processes and products to meet requirements as well as to address future needs and expectations to meet HS&E objectives;
- b) Correcting, preventing or reducing undesired effects;
- c) Improving the performance and effectiveness of the Environmental management system and Occupational health and safety management system.

**Examples of measures by which improvements are made in Norton Lilly International:**

- Correction,
- Corrective action,
- Continual improvement,
- Breakthrough change,
- Innovation and reorganization.

## **10.2 Incident, nonconformity and corrective action**


10.2.1 Norton Lilly International has established a system for identification, reporting, investigating and taking action to determine and manage incidents and nonconformities, including audit results and complaints from interested parties for Environmental and health and safety issues. The concerned persons are informed for disposal of nonconformity.

When an incident or nonconformity occurs the concerned Functional Lead:

- a) Reacts to the incident or nonconformity and, as applicable:
  - 1) Takes action to control and correct it;
  - 2) Deals with the consequences, including mitigating adverse environmental impacts / OH&S risk;
- b) Evaluates, with the participation of workers and the involvement of other relevant interested parties, the need for action to eliminate the root cause of the incident or nonconformity, in order that it does not recur or occur elsewhere, by:
  - 1) Investigating the incident or reviewing the nonconformity;
  - 2) Determining the cause of the incident or nonconformity;
  - 3) Determining if similar incidents have occurred, nonconformities exist, or could potentially occur;
- c) Reviews existing assessments of OH&S risks and other risks;
- d) Implements any action needed;
- e) Assesses OH&S risks that relate to new or changed hazards, prior to taking action;
- f) Reviews the effectiveness of any corrective action taken;
- g) Updates risks and opportunities determined during planning, if necessary

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- h) Makes changes to the Environmental management system and Occupational health and safety management system, if necessary.

### Corrective action

The corrective action planning includes evaluation of the significance of problems affecting Environmental management system and Occupational health and safety management system. The major or repetitive nonconformities are identified for taking corrective action in the areas as defined.

- The Functional Leads review nonconformities (including customer complaints) identified in their areas and analyze it.
- They take action to control and correct them.
- The root cause of nonconformity is identified in the areas like man, machine, material, management (system), money (resources).
- Considering the evaluation and aspects like costs of nonconformance vs. action taken, random failure, customer satisfaction etc., need for action is evaluated to ensure that nonconformities do not recur. For nonconformity of minor nature or random failure it is recorded in HS&E Objectives form and no CAR is raised.

After analysis of the nonconformities or deficiencies for major or repetitive problems, the corrective action is taken.

- Based on root cause analysis, corrective action is initiated and implemented. If it is applicable for other department then CAR Form is forwarded to the concerned Functional Lead. Necessary corrective action is implemented.
- The results of action taken is recorded in CAR Form and compared for results in nonconformity v/s results after action was taken. If it is found not satisfactory, then the whole process is repeated.


After completion of corrective action, CAR form is forwarded to HSEQ & Continuous Improvement Manager for reviewing the corrective action taken. He reviews effectiveness of the corrective action and the adequacy of such measures. The summary of effectiveness of corrective action is discussed and reviewed in management review meeting.

Functional Leads retain the documented information on nonconformity identified and subsequent action taken in nonconformity record. HSEQ & Continuous Improvement Manager / Functional Leads take corrective action and maintain records of corrective action taken in Corrective action reports, including result of corrective action taken. Based on such nonconformity and corrective actions taken, the HSEQ & Continuous Improvement Manager updates the risk and opportunity register, as appropriate.

## 10.3 Continual improvement

The process is laid down for follow-up of process for continual improvement of the Environmental management system and Occupational health and safety management system. HSEQ & Continuous Improvement Manager / Functional Leads take necessary action for continually improving the suitability, adequacy, and effectiveness of the HS&E system.

The continual improvement of HS&E system is facilitated through the use of HS&E policy, objectives, and audit results, analysis of data, corrective action and output of

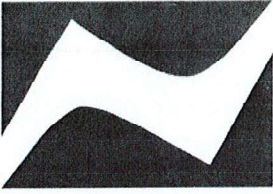
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management review to determine need and identify opportunities as a part of continual improvement.

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Norton Lilly International

## **Policies and Procedures Manual**

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## INTRODUCTION

This document will serve as the NLI Employee Handbook (Handbook. Contained in this Handbook are the employee policies that govern how we work at Norton Lilly International, Inc. (hereafter referred to as NLI). The handbook is provided to each employee by was of the NLI online intranet site or issued to an employee by the Human Resources Department. Each employee is required to read and understand the contents of this manual and acknowledge receipt of the Handbook. The employee handbook acknowledgement is attached to the back of this Handbook.

### I. Who We Are

#### OUR HISTORY

**NORTON LILLY INTERNATIONAL** was founded by John Norton in 1841 in the burgeoning international shipping center of New York Harbor and has a long-standing reputation for meeting and exceeding the shipping needs of clients around the world. In the spring of 1994, Norton Lilly International announced an agreement to form Nortec, a strong new agency so serve the very important Canadian trade. Nortec soon became one of the largest shipping agency networks in Canada. Also in 1994, Norton Lilly International acquired Kerr Steamship and formed Kerr Norton Marine, one of the most trusted independent maritime agencies in the world.

Meanwhile in 1886, Captains Frank Garden Strachan and George P. Walker founded **STRACHAN SHIPPING COMPANY**. By accompanying the centuries-old occupation of stevedoring with the task of specializing as agents for its ship owners, these two young men began their continuous endeavor or finding new and innovative solutions for an ever-expanding industry.

In 1999, J. Schley Rutherford and H. W. Thurber, III acquired **Strachan Shipping Agency** from Strachan Shipping Company, with the intention of expanding and improving the services and service area offered by that company. By combining the traditions of the past and the dedication to meet the growing demands of the future, Norton Lilly International offers a reliable alternative general agency in the United States.

In the spring of 2002, Messrs. Rutherford and Thurber purchased **NORTON LILLY INTERNATIONAL, NORTEC, and KERR NORTON MARINE** and renamed the Full Cargo, Tramp and Tanker division, **NORTON LILLY INTERNATIONAL**. This union brought together three of the most well-established and respected companies in the shipping industry and made Norton Lilly International one of the largest providers of agency services in North America. By combining our experienced and dedicated staffs, we have enhanced the level of service, and our commitment to serving our Principals needs is stronger than ever.

In July of 2003 Norton Lilly International launched a strategic expansion in the bustling trade zone of the Middle East, establishing offices in Umm Qaser, Baghdad, Basra, Iraq, and representative offices in Dubai, United Arab Emirates and Amman, Jordan. Operations began when we assumed the facility and staff of the largest protective agency operating in Iraq. Norton Lilly Iraq delivers full agency services and logistics services to our Principals. These offices can handle container logistics,

documentation and commercial representation. Norton Lilly Iraq also presently handles the agency services of two major feeder operators, and responds to inquiries from our various worldwide tramp, tanker and liner Principals.

In October 2004, Norton Lilly International became one of the shareholders in a new global shipping agency company, S5 Agency World Ltd. Based in London, S5 has regional hub centers in the US, North Europe, Southern Europe, Middle East, South Africa, Asia Pacific and Australia. It will provide major operators, ship owners, charterers and managers with worldwide agency coverage whilst maintaining strong local contact points. S5 will offer principals seeking international hub agencies: an international agency company with a strong investment base, flexible trans-regional products tailored to the client's specific needs, complete operational and financial transparency, world class integrated systems, and a management team experienced in managing international partnerships. The stakeholders in S5 are Norton Lilly International in the Americas (working with Agunsa in South America), Royal Burger Group in North Europe, Euroshipping in South Europe and North and West Africa, Kanoo Group in the Middle East, Sturrock Shipping in South and East Africa, Jardine Shipping Services in Asia Pacific and McArthur Shipping In Australia.

Norton Lilly International's growth continued with the expansion of our operation in Hawaii where we formed an alliance with Waldron International Shipping, Waldron Norton Lilly, in early 2005. Later that same year, NLI established a new logistics and cargo services company, Norton Lilly Cargo Services (NLCS). NLCS acquired the RioGroup Companies and is headquartered in our New Orleans, LA office.

Norton Lilly Barbados Ltd., a joint venture company owned by Norton Lilly International of Mobile, AL and Sea Freight Agencies Barbados opened for operations on February 20, 2006 in Bridgetown, Barbados. Norton Lilly Barbados Ltd. Is a full general agency company representing a major global container carrier, as well as tramp and tanker operations for Norton Lilly's regional and global principals. This venture continues NLI's growth into the Caribbean.

Norton Lilly International's expertise in handling various types of shipping; Tankers, Bulk, Reefer, Container and Passenger, assures ship owners and operators the widest range of representation, along with the highest level of service. Geographically, Norton Lilly International has offices throughout North America and Panama with an experienced and dedicated staff to handle the major functional areas of husbandry, documentation, accounting and systems.

Our customized state-of-the-art Tramp and Tanker Accounting System offers our Principals the highest quality accounting information available today. Our system provides for timely and accurate disbursement production through work scheduling, on-line D/A review, and tracking of invoices received against services ordered. Expense data covering a range of vessel calls across multiple time periods is available for cost analysis and budgeting purposes.

## **OUR BUSINESS**

NLI is an integrated and diversified service provider within shipping, logistics and marine services in the United States, Canada, Panama, and Caribbean ports, handling all types of vessels from sophisticated gas and chemical carriers to dry bulk carriers and cruise vessels, as well as more specialized products such as break-bulk and heavy lift.

Our in-depth local knowledge of operating conditions, and strong relationships with all local and government bodies ensures your best interests are maintained at all times.

## **OUR EMPLOYEES**

NLI is dedicated to locating, hiring, and retaining the best talent in the shipping, logistics, and maritime services. We have a long term commitment to employing the best qualified people available to meet and exceed our customer's expectations. We are the largest maritime shipping agency in North America because our employees are dedicated to the philosophies of NLI and believe in our commitment to the customer as well as each other. NLI is a team of terrifically talented people who love this industry and believe in each other.



## **Our Vision and Philosophy**

### **WELCOME**

Welcome to our team where the future is waiting for you to meet your career goals therefore enabling the company to meet its business goals. We are genuinely excited to have you as a member of the NLI team.

### **VISION**

NLI shall be the leading shipping group in all North and Central American Ports dedicated to excellent through quality services achieved by creating a motivated and dedicated work place.

### **PHILOSOPHY**

It is the philosophy of NLI to provide our customers with the highest quality services available in the industry. NLI is committed to excellence and strives to provide a productive work environment where employees are committed to helping us attain that goal.

### **EQUAL OPPORTUNITY POLICY**

NLI is proud to be an equal opportunity employer. The company is committed to this philosophy in all of its actions toward our employees and customers. Further, we will not tolerate any discriminatory practices by or toward our employees or customers and commit to undertaking appropriate investigation and action regarding specific complaints of discrimination and harassment.

J. Schley Rutherford  
Chairman

H.W. Thurber, III  
President and CEO

## **II. This Handbook and You**

This Handbook serves as the resource guide to our employees so as to ensure fair and equitable implementation of company policies governing the work place at NLI. It does not constitute, nor should it be construed to constitute, an agreement or contract of employment of any type or duration, express or implied, or as a promise of treatment in any particular manner in any given situation.

NLI reserves the right, at any time and at its sole discretion, to modify or amend the policies and procedures outlined in this manual, except for the policy of employment at will, which can be modified only in a writing signed by the President/Chief Executive Officer or Chairman of NLI, and the employee.

The contents of this Handbook are guidelines only and supersede any prior personnel policies, procedures manual, or employee handbooks. This Handbook nor any other company guidelines, policies or practices creates an employment contract.

No one is authorized to provide any employee with an employment contract or special arrangement concerning terms or conditions of employment unless the contract or arrangement is in writing and signed by the President/Chief Executive Officer or Chairman of NLI at any time with or without cause or notice.

This notice applies to all employees regardless of date of hire.

### **THE POLICY COMMITMENT TO OUR EMPLOYEES**

NLI complies with all applicable federal, state, and local laws and ordinances. It is the policy of NLI that all persons are entitled to equal employment opportunities. NLI will not discriminate against its employees or applicants for employment because of sex, race, color, religious opinions or affiliations, national origin, age, disability, veteran status, sexual orientation, gender identity, marital status, medical conditions as defined under state law, pregnancy, childbirth and related medical conditions or any other classification protected by federal, state, and local laws and ordinances. We are committed to ensuring the fulfillment of this policy with respect to hiring, placement, promotion, transfer, demotion, layoff, termination, recruitment advertising, pay and other forms of compensation, training, and general treatment during employment. When necessary, we will reasonably accommodate employees and applicants with disabilities and with religious requirements necessitating accommodation. In addition, NLI is in accordance with the guidelines set forth in the Family Medical Leave Act and/or other applicable state laws.

### III. The Employee Handbook Policies

#### A. Employment

All candidates for employment with NLI will undergo a thorough selection process that includes interviewing and successful completion of a background screen. Once a candidate has been selected for employment with NLI then he/she completes the online application form located at [www.nortonlilly.com](http://www.nortonlilly.com) and a background release authorization that allows NLI to undertake a criminal, employment, and motor vehicle records screening, if required. All information collected is confidential and records maintained outside the official employee files. If adverse action is discovered during this process then the job candidate has the opportunity to explain differences. Discovery of adverse information does not necessarily disqualify a job candidate from employment with NLI. The company reserves the right, based on the signed release authorization form, to undertake additional background screens once an employee has joined NLI.

Once the candidate's background screen has been cleared, then the NLI Human Resources Department will issue a written job offer letter to the candidate. While this offer letter outlines specific aspects of the offer it does not constitute an employment contract of any special arrangement concerning the terms or conditions of employment. This written offer of employment must be signed by the job candidate and a member of the Human Resources Department. Any written specific written contract of employment or special employment arrangement with NLI must be in writing and signed by both the President/CEO and Chairman of NLI. The employee or NLI may terminate employment with NLI at any time with or without cause or notice.

#### EMPLOYEE CLASSIFICATION

Employees of NLI are classified as **EXEMPT** or **NON-EXEMPT** as defined by federal and state laws. In general, exempt employees are exempt from the overtime provisions of the Fair Labor Standards Act and applicable state wage and hour laws, including applicable federal and state minimum wage laws.

Non-exempt employees are eligible for overtime pay and NLI administers payment as required by applicable federal and state laws. All salaries at NLI are based on a 40-hour week and nonexempt employees are eligible for overtime pay at the rate of one and one-half times their hourly rate for actual hours worked in excess of 40 hours. In states where more restrictive laws are in force, NLI complies with those requirements. Employees are further classified into one of the following categories:

**Regular Full-time Employees** – are defined as employees who have completed the three-month introductory period and are regularly scheduled to work at least forty (40) hours per week. Regular full-time employees are eligible for all Company benefits.

**Regular Part-time Employees** – are defined as employees regularly scheduled to work less than thirty-five (35) hours per week. Part-time employees are not eligible for benefits, except those required by federal or state laws; however, they may elect to participate in NLI 401k retirement plan.

**Temporary Employees** – are defined as employees hired for a specific period of time for a specific job. Temporary employees are not eligible for Company benefits.

**Independent Contractors** – are defined as individuals who are used routinely by NLI to perform a specific task for the company. Typically, the individual provides his/her own equipment and maintains control of the hours he/she works. Contractors are not paid from the NLI payroll and submit invoices to Corporate Accounting for payment.

**Note:** An employee's classification may change only upon written notification by NLI.

### INTRODUCTORY PERIOD

Employees hired by NLI are subject to an Introductory Period (IP) of ninety (90) days of continuous active service. After completion of this period, the employee may become a regular employee. NLI reserves the right to terminate employment at any time, regardless of employment status, with or without cause. During the IP, employees will not have the benefit of the Progressive Discipline Policy, the right to appeal, paid leave except observed holidays, or severance pay as stated in this manual. Employees who are promoted or transferred will have a new IP. This period relates only to job performance.

1. The HR Department will maintain an official employment file on all employees and will notify the appropriate Senior Level Executive or Manager and Vice President of Human Resources of changes in employee status.
2. The employee completing the IP will be evaluated by his/her Manager/Supervisor and the Manager/Supervisor will complete the 90-Day Evaluation Form and recommend regular employment for the employee. The manager/Supervisor may terminate the employment of the individual at any time during the IP as well as extending the IP further evaluation.
3. The supervisor will notify the HR office when the IP has ended.

Completion of the introductory period signifies our belief that an employee will be capable of functioning fully in his/her position. Completion of the introductory period is not, nor should it be seen as, unqualified acceptance by NLI of an employee's performance or an assurance of continued employment. The IP does not constitute, nor should it be construed to constitute, an agreement or contract of employment of any type or duration, expressed or implied, or as a promise of treatment in any particular manner in any given situation. The employee or NLI may terminate employment with NLI at any time with or without notice.

## JOB DUTIES

Employees who accept employment at NLI as outlined to them during the recruiting and job offer phase of employment agree to accept this position as outlined by their Manager/Supervisor and to the guidelines of the *NLI Employee Handbook*. Each employee agrees that he/she have been provided with information related to the duties of their position and further understand that job qualifications and duties may be modified at any time to meet the organizational needs of the company. Transfers may be made from one location to another, but such transfers will have no impact on job description, salary or benefits and will be based on the organization's commitment to provide the highest quality of service to our customers. All changes will be discussed with the employee and required documents provided to the employee and appropriate Manager/Supervisor. If the employee does not agree with the change, the employee may make an appointment with his/her Manager/Supervisor and the VP of Human Resources for resolution. NLI may review and revise job descriptions at any time.

NLI has a fully operational performance management system available to employees as well as Managers/Supervisors. The forms will be used to facilitate an employee—Supervisor meeting where previous year's performance is evaluated and goals are set for the next calendar performance year. These documents are available in the HR Department.

Signature on the Performance Appraisal (PA) Form by the employee does not necessarily imply agreement, with the contents but rather indicates that it has been reviewed with him/her. Each Manager/Supervisor and members of the HR Department will ensure accurate pay information and guidance for other departments on proper job descriptions in the work place.

## PAYROLL

Payroll is processed on a semi-monthly basis **on the 15<sup>th</sup>** and the last day of the month. If either of these days falls on a weekend or holiday, payment will be made on the preceding workday whenever possible. For payroll purposes, the workweek begins at 12:01 a.m. on Sunday, and ends at 12:00 a.m. the following Saturday.

It is necessary to keep accurate and complete records of your time. Time should be recorded for all absences as outlined in the "Attendance" and "Leave of Absence" policies in this manual.

Applicable federal, state, and local income taxes, as well as federal Social Security taxes, are withheld from each paycheck. NLI complies with all laws that pertain to payroll, including garnishments and tax levies requiring mandatory deductions from employee pay. In addition, there may be voluntary deductions for products offered through the cafeteria plan.

Questions regarding your paycheck should be addressed to the Payroll Department. Payroll information is confidential; therefore, written authorization will be required before a supervisor will release a paycheck to anyone other than the person named on the check.

## **OVERTIME**

The nature of our business sometimes requires employees to work overtime. Supervisors and Managers will make every effort to provide advance notice when overtime is required of them but NLI expects and appreciates the employee's cooperation when overtime is required. Non-exempt employees will be paid in accordance with the terms outlined in the Fair Labor Standards Act and any applicable state laws.

Overtime is not allowed unless the employee's supervisor has authorized it, in advance. Authorization is obtained by having the supervisor initial the recorded time on the timesheet. Overtime is paid for actual hours worked over 40 per week. In states with more restrictive statutes, NLI complies with state regulations.

Casual overtime is defined as working through lunch or break periods or at the end of a normal work shift without the approval of Supervisor/Manager. This overtime is not allowed.

## **BREAKS AND MEAL PERIODS**

Employees are permitted a 15 minute break during each half of the work day and a 60-minute lunch period, of which 30 minutes is unpaid. The schedule for lunch and break periods is set by the department Supervisor/Manager in a manner which allows business operations to continue uninterrupted during the day. The Supervisor/Manager will advise employees of the schedule for lunch and breaks in their department so fellow employees are expected to observe the limits set for the break and lunch periods. Employees who return late from lunch or breaks are subject to disciplinary action. The company will abide by any and all federal, state, and local laws governing breaks and meal periods. Working through your lunch and break periods is not allowed unless approved by your Supervisor/Manager and paid as work time.

## **OUTSIDE EMPLOYMENT**

Employees agree that employment with NLI is their primary employment. The opportunity to engage in paid work activities outside of employment with NLI requires approval of an employee's Supervisor/Manager and the VP of HR. Failure to notify your management team of outside employment will result in employee disciplinary action including termination of employment. Vice President and Senior Level Executives must obtain approval for outside employment from President/CEO and the Chairman.

Outside work, once approved must be done after regular hours of employment and cannot interfere or conflict with the purpose or vision of NLI, and the efficient and effective operation of our organization. The employee must make the request in writing to his/her supervisor and the VP of HR. An approval copy of the request and response will be placed in the employee's personnel file. At no time during this primary employment with NLI may an employee work with an organization that is a direct or indirect competitor with NLI.

## **NEPOTISM**

It is the policy of NLI to exercise care in the evaluation, selection and placement of candidates for employment and/or transfer, who are relatives of employees to ensure that family ties do not interfere with the efficient operation and prudent financial controls, checks and balances of NLI. Employees are not subjected to unfair or preferential treatment as a result of their relationship to other company employees.

The purpose of this policy is to establish the requirements and restrictions that govern the employment of relatives of employees.

- Relatives of employees must be screened and selected for position openings by the same standard as all other applicants.
- Employees must not be placed or transferred into any position that would place the employee under the supervision or direction of a member of their family.
- Employees must not be placed or transferred into any position where the employee would exercise supervision or direction over a member of their family.

Employees must not be placed or transferred into any position that would place relatives within a department where both relatives have direct or indirect control and/or influence over the financial activities and/or internal financial control of NLI.

## **ACCESS TO EMPLOYEE RECORDS**

The Human Resources Department will maintain official employee files for each employee. The official file will contain the employee's original application and all official documents related to employment during the employee's service. Health records and I-9 Forms will be maintained separately. The file will be filed as inactive upon termination of employment.

An employee may request to see his or her personnel file by contacting the Human Resources Department. An appointment will be scheduled at a mutually convenient time. Personnel files may not be removed from the Human Resources Department. If an employee works at a location where there is no Human Resources Department on site, arrangements will be made to send a copy of the employee's personnel file to the employee's supervisor. In such instances, the personnel file may not be removed from the worksite.

Other staff will have access to individual personnel files on a "need to know" basis only. These staff includes:

Employee's immediate supervisor	Employee's Manger
Human Resources Department	Corporate Secretary
Respective Vice President	Company appointed Attorney
President/CEO	Chairman of the Board

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Strict confidentiality will be maintained at all times.

The home address and phone number of any current or former employee shall not be released without prior authorization or as required by law, except to the Department and the Immediate Supervisor. Requests for information from prospective employers regarding current or former employees is limited to the following:

- Initial Date of Employment
- Last Date of Employment (if applicable)
- Job Title

It is the employee's responsibility to notify the Human Resources Department of any changes in name, address, telephone number, marital status, number of dependents or emergency contact numbers.

### **EMERGENCY MEDICAL INFORMATION**

Each employee of NLI will be requested to complete an emergency medical information form at the time of hire containing the following information:

1. Emergency contact person(s) and phone number (required information)
2. Private physician (optional)
3. Preferred hospital (optional)

This form will be filed in the employee's personnel file in the Human Resources Office and will be used on in the event of an emergency. The employee will be responsible for updating the information as necessary and will be used only in the even of an emergency.

### **CONTINUOUS SERVICE**

"Continuous Service" means the length of time during which you have continuously worked for NLI. Except as required by the Family Medical Leave Act (FMLA) or other federal, state or local laws, or where otherwise indicated, continuous service shall be deemed to have been broken for any period of time an employee is not on NLI's payroll: e.g., when on a personal leave of absence not covered by a federal, state or local law. NLI may recognize prior service credit for employees who rejoin NLI within six months of voluntary termination or layoff.

An interruption of continuous service can affect group insurance and other benefit plan participation. Check your benefit booklets for details.



## **TERMINATION OF EMPLOYMENT**

Employment with NLI may be involuntarily or voluntarily terminated for any reason, with or without notice or cause. Examples of reasons for involuntary termination may include reorganization, reduction of force, or NLI's determination that an employee is unable or unwilling to perform the responsibilities of the position for which he/she is employed.

An employee may be suspended with or without pay for a period of time not to exceed ten (10) days, pending investigation of a violation of company policy. During a suspension, the employee will be afforded medical, dental and life insurance pending the outcome of the manager's investigation. Vacation and sick leave do not accrue when an employee is on suspension. In cases where circumstances dictate the employee's immediate termination, the employee will be notified of the termination and the effective date of action.

### **Resignation**

Exempt employees are requested to give notice in writing of at least fifteen (15) working days, excluding vacation days. Clerical and non-exempt employees should give notice in writing of not less than ten (10) working days, excluding vacation. When resigning full-time employees conform to the above requirements for notice, up to 15 days of accrued vacation leave will be paid, unless otherwise required by state law, based on any accrued and unused vacation based on the date of employee's resignation of employment from the company. As always, payments will be made to employees in accordance with state law requirements. If less notice is given, the employee shall forfeit accrued vacation pay of one day for each day the notice is short of the requirement, unless otherwise required by state law.

### **Exit Interview**

Full-time employees who resign from NLI may be asked to complete an Exit Interview Form.

## **B. WORK PLACE POLICIES**

### **UNLAWFUL HARASSMENT POLICY**

NLI does not tolerate harassment of our job applicants or employees by another employee, supervisor, or any vendor or customer. NLI is committed to providing a working environment for all of its employees, clients, customers and vendors that is free from any form of harassment based upon race, color, religion, sex, national origin, age, disability, marital status, sexual preference, medical condition or status in any group protected by federal, state or local law. Such harassment is expressly prohibited and will be treated as a disciplinary matter.

### **Harassment Defined**

Harassment is unwelcome verbal, visual or physical conduct creating an intimidating, offensive, or hostile work environment that interferes with work performance. Examples of harassment include verbal (including slurs, jokes, insults, epithets, gestures or teasing), graphic (including offensive posters, symbols, cartoons, drawings, computer displays, or e-mails) or physical conduct (including

physically threatening another, blocking someone's way, etc.) that denigrates or shows hostility or aversion towards an individual because of any protected characteristic. Such conduct constitutes harassment when: (1) it has the purpose or effect of creating an intimidating, hostile, or offensive working environment; or (2) it has the purpose or effect of unreasonably interfering with an individual's work performance; or (3) it otherwise adversely affects an individual's employment opportunities.

## **SEXUAL HARASSMENT**

Since the most frequently occurring claims for unlawful harassment are claims for sexual harassment, NLI has adopted the following policy:

Sexual harassment is unlawful. Sexual Harassment refers to behavior that is objectively and subjectively offensive, and unwelcome, or that debilitates morale or interferes with an individual's work performance, or that creates an intimidating, hostile or offensive work environment. It does not matter whether the victim or the offender is male or female. Sexual harassment includes unwelcome sexual advances, requests for sexual favors, and other physical, verbal, or visual contact based upon sex when:

- Submission to the conduct is made either explicitly or implicitly a term or condition of an individual's employment; or
- Submission to or rejection of the conduct is used as a basis for employment decisions; or
- The conduct has the purpose or effect of substantially interfering with an individual's work performance or creating an intimidating, hostile or offensive working environment.

Conduct, language or objects in the work place which may constitute sexual harassment include, but are not limited to: sexually explicit language, off-color jokes, displaying cartoons or pictures of a sexual nature, unwelcome touching, such as patting, pinching or brushing against another's body, sexual propositions or innuendoes, questions of a sexual nature or about sexual details, suggestive comments or lewd suggestions about body parts, and obscene language or gestures.

### **Individuals Covered**

This policy covers all employees and contractors, including, but not limited to, officers, directors, managers, supervisors, office clerks, secretaries, and support staff. This policy covers both part-time and full-time employees as well as all leased or temporary employees. NLI will not tolerate, condone or allow harassment, whether engaged in by fellow employees, supervisors, officers, or by clients, customers or other third parties who conduct business with NLI.

### **Complaint Procedure**

Any employee who believes that they have been subjected to harassment or who observes it in the work place, should report the conduct to NLI immediately pursuant to the procedures set forth below:

### **Notification of appropriate staff individuals**

Employees should report any form of unlawful harassment to the Human Resource Department in the Mobile office at (877) 654-4747. If an employee is unsure whom to raise an issue of harassment, or if an employee has not received a satisfactory response within five (5) business days after reporting any incident, which the employee perceives to be harassment, please immediately contact the Chief Executive Officer or Chairman. If the alleged harasser is the immediate supervisor or manager, the harassment should be reported to the next level of supervision or management above the alleged harasser, or directly to the Human Resource Department. Upon the filing of any complaint, NLI will promptly investigate every report and take the necessary corrective action to remedy the situation as quickly as possible. (NLI will advise the complainant and the alleged harasser of the results of the investigation).

### **Description of misconduct**

An accurate record of the objectionable behavior or misconduct is needed to resolve a formal complaint of harassment. Verbal reports of harassment must be reduced to writing by either the complainant or the individuals designated to receive complaints. A note should be made of the date, time, place, nature of the complaint, and the names of the involved parties and witnesses, if any, for each allegation.

### **Time for reporting a complaint**

NLI encourages prompt and immediate reporting of complaints of harassment so that a rapid response and appropriate action may be taken. Late reporting of complaints will not in and of itself preclude NLI from taking remedial action, but prompt reporting is encouraged and recommended.

### **The Investigation**

Every report of harassment will be investigated thoroughly and promptly. NLI will attempt to keep the investigation confidential to the extent possible. During the investigation NLI will generally:

- interview the complainant and the alleged harasser
- conduct further interviews as necessary
- document NLI's findings regarding the complaint
- document recommended follow-up actions and remedies if warranted
- inform the complainant of NLI's findings and, where appropriate, of the remedial action that will be taken.

Every supervisor who learns of any employee's concern about harassment, whether in a formal complaint or informally, must immediately report the issues raised to senior management or to Human Resources.

### **Protection against retaliation**

NLI will not in any way retaliate against any individual who makes a report of discrimination, harassment, or retaliation, nor permit any employee to do so. Witnesses are also protected from retaliation. NLI considers retaliation a serious violation of this policy, which should be reported immediately in the same manner as a sexual harassment complaint. Any person found to have retaliated against another individual for reporting discrimination, harassment, or retaliation or providing information to NLI will be subject to disciplinary action.

### **False and frivolous complaints**

False or frivolous charges refer to cases where the accuser uses a harassment, discrimination, or retaliation complaint to accomplish some result other than stopping the conduct. It does not refer to charges made in good faith that cannot be proven. If, after investigating any complaint of unlawful discrimination, harassment or retaliation, NLI determines that the complaint was not made in good faith or that the employee provided false information regarding the complaint, disciplinary action may be taken against the individual who filed the complaint or who gave the false information.

### **Confidentiality**

To the fullest extent possible, NLI will keep complaints, investigations, and any resulting disciplinary action confidential. However, NLI cannot guarantee confidentiality.

### **Penalties**

Any employee behavior that fits within the definition of discrimination, harassment, or retaliation is considered as "employee misconduct" and will result in disciplinary action, including, but not limited to, dismissal.

While employees are encouraged to report claims internally, if an employee believes that he or she has been subjected to harassment, he or she may file a formal complaint with either the Human Resources Department or the Business Unit Vice President.

### **Conclusion**

NLI has developed this policy to ensure that all of its employees can work in an environment that is free from unlawful harassment. NLI's policy on harassment is part of our overall effort to prohibit discrimination based upon age, race, color, religion, national origin, disability, gender, marital status, sexual preference, and all other classification protected by federal, state, and local laws and ordinances. Each employee has a responsibility to refrain from harassment in the work place, and no employee should be subject to unsolicited or unwelcome conduct, or a hostile work environment. All employees are expected to become familiar with the contents of this policy and abide by its requirements. Failure of any employee to abide by this policy subjects NLI and the individual to civil liability and will not be tolerated. NLI will make every effort to ensure that all employees are familiar with the policy and know that any complaint received will be thoroughly investigated and appropriately resolved.

## **EMPLOYEE COMPLAINT/DISPUTE RESOLUTION PROCEDURE**

An employee who has a complaint about a recent disciplinary action or conduct at the work place can appeal a decision in a formal complaint procedure. The employee must then follow the steps below to resolve the complaint or dispute. The decision in Step Four (4) is final.

- Step 1 Employees must try to resolve the complaint or dispute with their Immediate Supervisor first. If this is not possible then proceed to step two.
- Step 2 Discuss the complaint or dispute with the immediate supervisor's next level manager. If the employee is not satisfied with the decision of the next level manager then proceed to step three.
- Step 3 Request a formal complaint/dispute review by submitting a written appeal to the VP of Human Resources of the decision reached in "Step 2" above. The VP Human Resources has five (5) working days to schedule an on-site meeting or telephone conference with the employee and Business Unit/Corporate Vice President to review the issues. At this meeting, the employee may have an active, current employee present to observe the proceedings and take notes if necessary. At no time throughout this process or in this meeting are outside/third parties allowed to be present at or participate in the complaint procedure.
- Step 4 The Business Unit/Corporate Office Vice President reviews the information from the meeting and in the complaint filed by the employee and renders a decision. All parties are advised of this decision in writing no later than five (5) working days after meeting. All decisions at this step are final.

## **PROGRESSIVE DISCIPLINE**

It is the policy of NLI to use, whenever practical, a system of progressive discipline, except in cases where NLI determines immediate dismissal of the employee is required. The purpose of this policy is to establish progressive steps in the disciplinary process, which will provide consistency and fairness of all employees. Pursuant to NLI's at-will employment policy, NLI reserves the right to impose whatever form of discipline it chooses, or none at all, in a particular instance. NLI will deal with each case individually and nothing in this Manual should be construed as a promise of specific treatment in a given situation.

## **SOLICITATION AND DISTRIBUTION**

We believe that employees should not be disturbed or disrupted in the performance of their job duties. For this reason solicitation of any kind by an employee of another employee is prohibited while either person is on working time. Solicitation by non-employees on Company premises is prohibited at all times.

Distribution of advertising material, handbills, or printed or written literature of any kind in working areas of our Company is prohibited at any time. Distribution of literature by non-employees on Company premises is prohibited at all times.

## **DRUG & ALCOHOL FREE WORK PLACE**

Drug or substance abuse/use at the workplace are a subject of immediate concern in our society. These problems are extremely complex and there are no easy solutions. From a safety perspective, the users of drugs may impair the well being of employees, the public at large, and result in damage to company property. All employees must comply with NLI's Drug Free Workplace Policy as a condition of employment. It is the policy of NLI that the unlawful manufacture, distribution; dispensation, possession or use of illegal drugs or unlawful or unauthorized controlled substances in the workplace is prohibited. The purpose of this policy is to ensure that all employees are both physically and emotionally capable (drug-free) of functioning in their assigned jobs through vigorous education and employment screening when required. Any employees violating this policy will be subject to discipline up to and including termination.

NLI does not differentiate between drug users and drug pushers or sellers. Any employee who gives or in any way transfers an illegal drug or controlled substance to another person, or who uses, sells or manufactures an illegal drug or controlled substance while on the job or on company premises will be subject to disciplinary action up to and including termination. The terms "illegal drug" and "controlled substance" mean any drug listed in 21 U.S.C. Sect. 812 and other federal or state statutes and regulations. Generally these are drugs that have a high potential for abuse. Such drugs include, but are not limited to, heroin, marijuana, cocaine, PCP and crack. They also include "legal drugs" which are not prescribed by a licensed physician.

NLI has established a drug-free awareness program, which includes the following elements:

1. Employees have been informed of the dangers of drug abuse in the workplace.
2. Employees have been informed of available employee assistance programs.
3. Employees have been informed of NLI's policy of maintaining a drug-free workplace and the penalties that may be imposed upon them for drug abuse violations occurring in the workplace.

An employee is required to inform NLI within five (5) days after he/she is convicted for violation of any federal/state criminal drug statute when such violation occurred on NLI's premises. A conviction means a finding of guilt (including a plea of nolo contendere) or the imposition of a sentence by a judge or jury in any federal/state court. NLI must notify the appropriate government agency within ten (10) days after receiving notice of such a conviction. If an employee is convicted of violating any criminal drug statute while at the workplace, he/she will be subject to discipline up to and including termination. As a condition of continued employment, NLI may require the employee to attend and successfully complete a drug abuse program sponsored by an approved private/governmental

institution. Refusal to attend and complete said program would be grounds for immediate termination.

### **REHABILITATION LEAVE**

Our company is committed to providing assistance to our employees to overcome substance abuse problems. Our Company will reasonably accommodate any employee who wishes to voluntarily enter and participate in an alcohol or drug rehabilitation program. This accommodation may include time off without pay or an adjusted work schedule, provided the accommodation does not impose an undue hardship on NLI. You may also use accumulated sick leave for this purpose.

You should notify Human Resources if you need such accommodation. NLI will take reasonable steps to safeguard your privacy with respect to the fact that you are enrolled in an alcohol or drug rehabilitation program.

### **CODE OF ETHICS**

NLI's reputation for honesty and integrity is the sum total of the personal and professional reputations of individual staff members throughout the world. In the interest of protecting our good reputation, assuring uniformity in standards of conduct and complying with all applicable federal, state, local and International laws, standards of work and behavior have been established and should be adhered to. Employees with knowledge of an illegal or immoral act that affects NLI should report such information to an Officer of NLI immediately.

### **CONFIDENTIALITY**

Employee's of NLI may learn of or be entrusted with sensitive information of a confidential nature. During employment, any proprietary information, including but not limited to sales figures or projections, estimates, customer lists, tax records, or accounting procedures, shall be considered and kept as the private and privileged records of NLI, and must not be divulged to any firm, individual or institution without the direct written authorization of an Officer of NLI. Employees are prohibited from gaining access to confidential employee personnel files and may be subject to discipline, up to and including termination, for violating this rule. Failure to honor this confidentiality requirement may result in disciplinary action up to and including termination of employment.

Individuals terminating employment with NLI for any reason agree to continue to treat as private, privileged, and confidential, any sensitive information to which the employee had access. The release of any such sensitive information to another person, firm, or institution without the express written approval of an Officer of NLI is forbidden. NLI may pursue legal action for unauthorized disclosure of sensitive, confidential information.

## **INTELLECTUAL PROPERTY (IP)**

Confidential information and creation of process, services, or related work product made during the course of employment as part of an employee's normal course of job duties belongs to Norton Lilly International (NLI). This confidential information or creation cannot be used in direct competition with the interests of NLI and its affiliated companies.

## **PERSONAL BELONGINGS**

NLI will not be responsible or liable for any personal property of an individual that is lost, stolen, or damaged. The responsibility for safeguarding, replacing or repairing personal property lost, stolen, or damaged while on Company premises or in a Company-owned vehicle is that of the employee. Consequently, we encourage employees not to bring personal property to work

## **PERSONAL APPEARANCE**

Because of our relations with customers and the nature of our business, neatness and cleanliness within our office settings are absolutely necessary at all times. Employees should consider each day's activities when determining what to wear to work or when hosting or attending meetings with clients, vendors, or employees from another company or office.

We understand that employees want to work in comfort during the business day but it is very important to understand that employees should use good judgment and follow the guidelines below in determining appropriate dress and grooming:

- **Acceptable attire.** For purposes of this policy, casual business attire is clothing that allows employees to feel comfortable at work, yet is appropriate for an office environment. Casual business attire includes but is not limited to: slacks, khakis, sports shirts, skirts, dresses, turtlenecks, sweaters, dress shoes or loafers. For Friday only, employees are allowed to wear any type or color denim jeans but they must be without tears or holes, tennis shoes and sandals. Clothing must be neat and clean at all times.
- **Unacceptable attire.** Unacceptable clothing includes, but is not limited to: T-shirts; sweat pants, sweat shirts or workout attire; cutoffs; beach attire; halter or tank tops; dresses, skirts, or shorts that are excessively short or tight-fitting; sheer clothing or clothing that otherwise is revealing, distracting, or provocative; and flip-flops.
- **Grooming.** Hairstyles, makeup, and the grooming of beards and mustaches are left to the discretion of employees. However, employees' personal grooming should contribute to a clean and neat appearance.

If you have any questions about proper attire in your department, ask your supervisor. Managers/Supervisors are responsible for interpreting and enforcing the dress and grooming policy. Managers and supervisors counsel employees whose appearance is inappropriate. Disciplinary

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action is appropriate for attire that is offensive, excessively distracting, or in direct conflict with this policy. If employees or managers have questions regarding proper dress attire then contact the Human Resources Department for clarification of the rules.

## **EXPENSE REPORTING**

Many employees of NLI may be called upon to entertain or travel on Company business. Entertainment of customers and clients is to be only for the specific promotion of our Principals and NLI. Staff members whom are authorized by an Officer of NLI may only incur entertainment expenses. Entertainment must be directed at securing or maintaining business for our Principals, or enabling NLI to operate more efficiently. Entertainment should at all times be moderate, effective, and totally justifiable. An allowance will be provided for authorized sales and corporate entertainment.

### **Expense Reports**

All expense reports must be submitted on a weekly basis. All expense reports must be properly completed, signed, dated, and accompanied by receipts. A receipt is not required when the expenditure does not exceed \$25.00. Each report should be submitted within one month of expenditure.

### **Airline Travel**

Your supervisor must approve all domestic travel and an Officer of NLI must approve international travel. The accepted class of travel, both domestic and international, is coach. The President of NLI must authorize all exceptions. First class or business class travel is not permitted unless authorized by an Officer of NLI under special circumstances.

All travel is to be booked through NLI's nationwide travel agent.

### **Hotel Accommodations**

When making travel reservations, requests must be made for moderate, single rates.

### **Personal Automobile**

Employees will be reimbursed by the company when they use their personal automobile for company purposes. To be reimbursed for these business expenditures, the employee must obtain the required approvals from their manager then submit the approved expense report, with appropriate records and receipts, to the Corporate Accounting Department for payment.

The per diem rate for this mileage reimbursement will be established annually by the Corporate Executive Committee and announced to employees in January of each year.

### **Entertainment**

The names of persons entertained, their company affiliation, and the name of the entertainment establishment must be clearly indicated on the receipt. NLI does not permit employees to entertain other employees at NLI expense. All entertainment must be receipted, preferable on a credit card. A receipt must accompany all expenses over \$25.

Gifts, sporting events, and theater tickets will not be reimbursed without prior written approval from an officer of NLI.

#### **Alcohol During Corporate Entertainment**

It is NLI's policy to prohibit excessive or other than moderate consumption of alcohol by Company employees, customers, or other people being entertained. However, at Company sponsored entertainment functions, such as holiday parties or Company picnics, absolutely NO alcohol is to be served or brought by any employee.

NLI realizes that each individual is affected differently by varying amounts of alcohol and that the same amount of alcohol may affect that same individual differently on various occasions. Nevertheless, when entertaining or being entertained employees are expected at all times to exercise good judgment. As a general rule, during office hours, NLI prohibits consumption of alcohol.

In cases when employees have consumed alcohol at Company sponsored functions or during corporate entertainment, employees should not drive automobiles and should either take taxis or seek alternate means of transportation. Similarly, employees are encouraged to avoid being driven by another employee or a guest who has been drinking alcoholic beverages and to actively persuade such individuals not to drive.

### **PERSONAL BENEFITS, FEES AND COMMISSIONS**

Staff members may accept only gifts of nominal value (not to exceed \$50.00) such as "give-away" or promotional items from customers either for themselves or for members of their family. Employees may not accept personal fees or commissions in conjunction with any transactions on behalf of NLI.

### **ANTI-REBATING POLICY**

It is re-emphasized to all employees that the payment, solicitation or receipt of any rebate directly or indirectly by any employee of NLI is unlawful under the provisions of the Shipping Act of 1916 and The Shipping Act of 1984, and is prohibited as a matter of Company policy. Any employee found to have been engaged in such practices will be subject to immediate dismissal.

### **CHILDREN IN THE WORKPLACE**

To safeguard against injury to minor children or other harm to come to them, and because of the general disruption which can occur as a result of their presence, NLI employees are prohibited from bringing minor children to the office before, during, or after working hours.

Minor children will be permitted to visit the office for short periods of time, but only as visitors. Minor children should be closely supervised whenever they are visiting NLI offices. The company does not accept any liability for injuries to children who are on site in violation of this policy.

## **VISITORS, TELEPHONE CALLS AND MAIL**

For reasons such as the safety and security of our facilities, our employees, and the technical and confidential aspects of our business, visitors are not permitted to enter certain areas of NLI's facilities without authorization or escort.

If you see a person who may not have proper authorization to enter the restricted areas of the building, please notify your supervisor. Should friends or members of the family want to pay you a visit for some essential reason; they must wait in the public area until your supervisor has been notified. Visitors are required to sign in at the main desk visitor log at each location.

Likewise, personal telephone calls are discouraged. They should be kept to a minimum and always be of short duration. Long distance personal phone calls are not allowed.

## **INQUIRIES FROM MEDIA/PRESS REPRESENTATIVES**

There may be occasions when you are approached by individuals who indicate they represent the media/press and want to ask questions regarding NLI or activity related to our organization. While NLI understands the need to provide information when requested, it is critical that the information released be accurate and consistent. In order to accomplish this goal, direct all inquiries from the media/press to the President/CEO at the Corporate Office in Mobile. No other employee, unless specifically directed by the President/CEO, is authorized to respond to media/press inquiries. Employees who fail to follow this guideline are subject to disciplinary action, including termination of employment.

## **ACTING AS A WITNESS**

You may be required by law to appear in court as a witness. NLI provides unpaid time off for this purpose. However, exempt employees will be paid their full salary for any workweek where they are required to testify as a witness. We ask that you give your supervisor as much advance notice of when you will be absent as possible.

time for voting and the least time off from work. An employee will be allowed a maximum of two hours of voting leave on Election Day without loss of pay. Where possible, the supervisor should be notified of the need for leave at least three working days prior to the Election Day.

## **LACTATION ACCOMMODATION**

NLI will provide a reasonable amount of break time to accommodate an employee desiring to express breast milk for the employee's infant child. The break time, if possible, must run concurrently with rest and meal periods already provided to the employee. If the break time cannot run concurrently with rest periods already provided to the employee, the break time will be unpaid.

NLI will make reasonable efforts to provide employees with the use of a room or location other than a toilet stall, for the employee to express milk in private. This location may be the employee's private office, if applicable. NLI may not be able to provide additional break time if doing so would seriously disrupt NLI's operations. Please speak to the Human Resources Department for more information.

### **OFF DUTY ACCESS**

Employees are not permitted to enter the interior or any other work area of the areas of our facilities that are not open to the general public at any time when they are not scheduled to work.

### **WORKPLACE VIOLENCE**

We are strongly committed to providing a safe workplace. The purpose of this policy is to minimize the risk of personal injury to employees and damage to Company property. We specifically discourage you from engaging in any physical confrontation with a violent or potentially violent individual. However, we do expect and encourage you to exercise reasonable judgment in identifying potentially dangerous situations and informing management accordingly.

#### **Prohibited Conduct**

Threats, threatening language, or any other acts of aggression or violence made toward or by any Company employee WILL NOT BE TOLERATED. For purposes of this policy, a threat includes any verbal or physical harassment or abuse, attempts to intimidate or to instill fear in others, menacing gestures, bringing weapons to the workplace, stalking, or any other hostile, aggressive, injurious and/or destructive actions undertaken for the purpose of domination or intimidation.

#### **Procedures for Reporting a Threat**

All potentially dangerous situations including threats by co-workers should be reported immediately to the Vice President of Human Resources, or to any other member of management with whom you feel comfortable. Reports of threats may be made anonymously. All threats will be promptly investigated. No employee will be subject to retaliation, intimidation or discipline as a result of reporting a threat in good faith under this policy.

If an investigation confirms that threat of a violent act or violence itself has occurred, NLI will take appropriate corrective action with regard to the offending employee.

If you are the recipient of a threat made by an outside party, please follow the steps detailed in this section. It is important for us to be aware of any potential danger in our workplace. Indeed, we want to take every precaution to protect everyone from the threat of a violent act by an employee or anyone else.

If you have any questions about this policy, please speak with Human Resources.

## **C. EMPLOYEE FRINGE BENEFIT PLANS**

Employees of NLI are eligible for benefits on the first day of the month following date of employment. NLI offers a competitive benefits package to all Regular Full-Time Employees. These benefits are beyond the salaries and wages paid to employees. In the administration of protection benefits, NLI complies with all applicable federal and state laws. Subject to change upon notice to employees, NLI presently offers benefits to all eligible Regular Full-Time Employees: group medical, dental, vision, term-life, short and long-term disability and a 401K retirement plan.

In addition to the aforementioned protection benefits, NLI offers the following service benefits: vacation and sick leave, holidays, bereavement, and jury duty, military, and personal leave.

Service benefits are “fringe” benefits, which are underwritten by the employer. As such, they will be administered in accordance with the policies and procedures outlined in this manual, as they may be interpreted in management’s discretion.

Termination of protection benefits is on the last day of the month following separation from employment. Employees separating from service may be eligible for continuation of Health and Dental benefits pursuant to the terms of COBRA or applicable state law. Employees will receive additional information about COBRA or other benefit continuation laws upon enrollment in NLI’s Group Health plans and upon separation from employment.

## **D. TIME OFF PLANS**

### **ATTENDANCE AND PUNCTUALITY**

The success of NLI depends on the cooperation and commitment of each member of our team. Attendance and punctuality are vital to a productive work environment. As such, all employees are expected to report to work regularly and on time.

When employees are absent, others must perform their share of the work. In most instances, absent employees are paid for time not worked if employees are eligible for paid sick leave or vacation or another form of paid time off. In addition, co-workers must work longer hours that result in the payment of overtime. No additional work is accomplished for these added costs; therefore, lost time must be controlled.

#### **Definition of Absence**

An employee is absent when he/she fails to report for and remain at work as scheduled. Tardiness is a short absence at the beginning of the workday or return from breaks or lunch periods. Leaving early, even with permission, before the scheduled workday ends is also an absence. Absence includes all time lost from a normal, routine work schedule, whether avoidable or unavoidable, voluntary or involuntary.

Employees have a responsibility to plan absences in advance with their supervisor. When an absence is unplanned, due to illness, and emergency, or some similar cause, employees must report the absence to their supervisor by 10:00 a.m. on the first day of the absence. In the case of a long-term absence of indefinite duration, they must report their status to their supervisor at least once every three working days.

Notification from another employee or relative is not acceptable, except under emergency conditions. An Excused Absence may include personal or family illness, jury duty, bereavement, leave protected under applicable law, or other reasons that would require an employee to miss all or part of a scheduled workday. Employees should be prepared to substantiate the reason for the absence if asked. If absenteeism is frequent, employees will be required to furnish documents, including medical statements from their doctor. They may also be asked to submit a "fitness for duty" certificate to return from an absence.

Failure to give proper notification of an absence, or submission of an excuse deemed unacceptable by the supervisor will result in the employee being charged with an unexcused absence. Unless otherwise required by law, failure to notify the supervisor of an absence that will last three (3) or more days will be viewed as a voluntary termination of employment.

Failure to report an absence properly or excessive absenteeism may result in employee disciplinary action up to and including termination of employment.

### **ATTENDANCE RECORDS (TIME SHEETS)**

Employees will receive a timesheet at the beginning of each pay period from their supervisor and are required to record daily starting, lunch periods, and quitting time. Nonexempt employees must present an accurate record of the hours worked because wages and overtime are based on the time recorded on the timesheet. Timesheets must be signed by the employee before submitting to the supervisor for final approval. Timesheets should remain with the supervisor in an area designated for this purpose but copies are submitted to HR for payroll processing.

Errors on the timesheet should be brought to the immediate attention of the supervisor. The supervisor has the responsibility of initialing all strikeouts, erasures, or other corrections to a timesheet. Employees may record starting and quitting time on their own timesheets only. Entering time worked for other employees may lead to employee disciplinary action up to and including termination of employment. No time sheet will be processed for payroll without the signature of the employee's supervisor.

### **HOLIDAYS**

All regular, full-time employees of NLI will be granted holidays authorized by the Chief Executive Officer and the Chairman of the Board of Directors. A calendar of holidays will be posted and provided to each employee at the beginning of each calendar year. To be eligible for holiday pay, the employee must work his/her regularly scheduled shift the day before and the day after the holiday.

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In some instances, the employee must work the holiday, if required (unless the holiday ends or precedes his/her scheduled vacation). Compensation for employees required to work on a holiday will be at their regular rate of pay unless a non-exempt employee exceeds 40 hours for the workweek. If an employee is on leave without pay (LWOP), he/she will not be eligible to receive holiday pay. If an employee terminates employment with NLI on or before the first day after a holiday, he/she will forfeit holiday pay.

The following days currently are recognized as holidays by NLI:

New Year's Day	Thanksgiving Day
Martin Luther King Jr.	Day after Thanksgiving
Good Friday	Christmas Eve - ½ day
Memorial Day	Christmas Day
Independence Day	New Year's Eve – ½ day
Labor Day	Personal Day
Port Holiday	

The 12<sup>th</sup> Holiday will be a floating day and used as a Port Holiday where the entire office will be closed (i.e. Mardi Gras in Mobile and New Orleans). Local management will decide this holiday and post at the beginning of each year. The schedule of Holidays is determined annually, approved by the Chairman and President/CEO then posted on the NLI intranet. Holidays that fall on Saturday will be observed on the previous Friday and those on Sunday will be observed the following Monday.

## **VACATION**

NLI recognizes the importance of uninterrupted periods of rest and relaxation for all our employees. Therefore, we provide a vacation plan to all regular full-time employees. Eligible employees earn paid vacation time as follows:

### **Length of Continuous Service**

### **Vacation Benefit**

Nonexempt Employees with less than  
5 years of continuous service

10 days (3.33 hours accrued per pay period)

Exempt Employees with less than  
5 years of continuous service

15 days (5.00 hours accrued per pay period)

All Exempt Employees and Nonexempt Employees  
with more than 5 years but less than 10 years of  
continuous service

15 days (5.00 hours accrued per pay period)

All Employees with more than 10 years of  
Continuous service

20 days (6.67 hours accrued per pay period)

### **Calculation**

Although employees begin accruing vacation pay from their date of hire, they are not eligible to take time off or use vacation pay until they have completed at least six months of continuous service with NLI. After this waiting period has been completed, vacation time can be scheduled as set forth below.

### **Maximum Accrual**

Employees accrue vacation time up to a maximum of 1½ times their annual accrual as outlined above. After accruing this balance of days, an employee does not accrue additional vacation days until they use sufficient vacation days to fall below the maximum of permissible accrued vacation days. The maximum accrued vacation is the following:

<b><u>Benefit</u></b>	<b><u>Maximum Accrual</u></b>
10 days	15.0 days
15 days	22.5 days
20 days	30.0 days

### **Scheduling**

Management reserves the right to approve requests for vacation, but will attempt to accommodate all requests. As long as vacation absences do not interfere with the efficient operation of the department, employees may schedule vacation for any time during the current period by mutual agreement with their supervisor. Vacation requests must be submitted in advance of time required to be off from work.

In scheduling vacations, consideration will be given to the employees with the longest continuous service in the department, although other factors may influence the final decision.

### **Vacations and Holiday**

If a Company recognized holiday falls within a scheduled vacation, the holiday time off will not be charged against the employee's earned vacation time.

### **Vacation Pay**

Vacation pay shall be computed on the basis of the employee's regular straight-time salary at the time vacation is taken. Exempt employees are required to take vacation in full eight (8) hour increments. No partial days are allowed by the company.

## **PERSONAL LEAVE**

Except as required by federal, state or local law, it is not a Company policy to grant leaves of absence for other than medical reasons. Leaves provided for by the Family Medical Leave Act (FMLA) or other federal, state and local laws will be provided as required by each law. Occasionally, due to compelling personal reasons, a non-medical leave of absence may be granted if approved by the local manager and Human Resources.



Personal leaves of absence for extended periods that are not provided for under federal, state or local law are discouraged and all employees returning from a leave of absence that is not covered by federal, state or local law, return subject to job availability. Ordinarily, a request for a personal leave exceeding three (3) months will not be granted.

Except as otherwise required by federal, state and local law, a written request for a personal leave of absence must be presented to your supervisor at least thirty (30) days before the leave is to begin. Your request will be considered on a basis of any applicable law, the reason given, our business requirements and your total performance records.

During a personal leave, the employee must pay a portion of the costs of participation in NLI's benefit plans unless otherwise prohibited by federal, state or local law. Employees who do not continue their coverage during a leave of absence may have to submit a health statement when they return.

If you have been granted a personal leave of absence, you may not accept other work during such leave without prior written approval of the Human Resources Department.

All personal leave time will be counted against your Family Medical Leave Policy leave entitlement if eligible for such leave. If personal leave is taken pursuant to the Family Medical Leave Policy, then you will be required to use any unused paid vacation, paid sick days as part of your twelve-week leave entitlement.

### **PAID SICK DAYS**

The sick leave privilege is granted for the purpose of providing employees with a reasonable degree of protection from financial loss resulting from time lost due to illness. Sick leave may only be used for this purpose. The use of sick leave for any reason other than the employee's own illness or injury or the illness or injury of a member of the employee's immediate family is an act of dishonesty and may result in disciplinary action up to and including termination. Immediate family is defined as an employee's parent, child, spouse, common law spouse where applicable, domestic partner or domestic partner's child as formally recognized under state law, parent-in-law and grandparent.

All regular full-time employees will be eligible for 5 days paid sick leave per year after completion of their introductory period. Eligible employees will receive payment for sick time at their normal base rate of pay. Sick leave does not carry over each year and NLI will not pay employees for unused sick leave upon termination of employment.

Continuous absence in excess of three (3) days requires the employee to furnish a physician's statement verifying the duration and nature of the illness for Company records upon return to work. For illnesses lasting longer than one (1) week, employees must file a disability claim or request leave with the Human Resource department.

## SHORT-TERM LEAVE OF ABSENCE

### **Medical Appointments**

Medical appointments should be made, except in emergency situations, in the early morning or late afternoon to minimize inconvenience to fellow employees.

You will be granted time off without loss of pay for up to two (2) doctor's visits per month at two (2) hours each time. This does not mean that an employee can have one 4-hour visit per month, nor does it mean that an employee can go several months without a visit and schedule 6 visits during one month. If it is necessary to have more than two (2) visits during a specific month, the employee must either use available sick time or take the time as unpaid, and furnish an excuse from a physician. However, you must notify your supervisor at least two (2) days prior to the appointment. If you schedule an emergency appointment, inform your supervisor when the appointment is confirmed. NLI will administer this policy consistent with state and federal leave laws.

### **Small Necessities**

In addition to leave set forth under NLI's policies, employees who have successfully completed their Introductory Period (IP) are entitled to twenty four hours of leave during a rolling twelve month period for the purpose of meeting certain family obligations. Those obligations must be one of the following:

- Participation in school activities directly related to the educational advancement of a child, such as parent teacher conferences or interviewing for a new school;
- Accompanying a child to routine medical or dental appointments; or
- Accompanying an elderly relative to routine medical or dental appointments or appointments for other professional services related to that elder's care.

### **Definitions**

**Relative** – an individual who is related by blood or marriage to you.

**School** – a private or public elementary or secondary school; a Head Start program; and a licensed children's day care facility.

**Child** – a son or daughter, whether biological, adopted, foster or legal ward, or a child of a person standing in loco parentis, who is under the age of eighteen or incapable of self-care because of mental or physical disability.

### **Procedure**

**Initiating the Leave** – when the need for a leave is foreseeable, employees must tell their supervisor at least seven (7) days before the day the leave is to begin. Otherwise, employees must notify their supervisor as soon as you are aware of the need for the leave.

**Leave Time** – if an employee is entitled to any paid leave under NLI's employment policies, that leave must be used before any unpaid leave under this policy will be granted.

**Scheduling** – the requested leave must be taken in minimum increments of no less than one (1) hour.

**Certification** – NLI may request that the leave be supported by an appropriate certification.

### **Emergency Absence**

NLI recognizes that emergency personal situations occasionally may arise which requires an employee's absence from scheduled work. With the approval of the supervisor and Human Resources, time off may be granted with pay.

Factors considered in authorizing time off include the reasons for the request, state and federal leave laws, the effect on the department and Company operations, employee performance and attendance, length of service, and previous leaves.

### **SCHOOL CHILDREN**

Parents, guardians or grandparents having custody of school children from kindergarten through Grade 12 or who attend licensed child day care facilities are provided unpaid time off to participate in school or day care activities. NLI may require proof that the employee participated in the school activities. Employees may use accrued vacation time or take unpaid time off for this purpose. Reasonable notice must be given to the supervisor or manager before taking any time off for school children. Parents or guardians of school children who have been suspended are also allowed to take unpaid time off to appear in the school of the pupil pursuant to a request from the school.

### **DOMESTIC VIOLENCE**

Victims of domestic violence may take time off work to obtain help from a court, seek medical attention, obtain services from an appropriate shelter, program or crisis center, obtain psychological counseling, or participate in safety planning, such as permanent or temporary relocation. NLI may require proof of your participation in these activities. When possible, reasonable notice must be given to your supervisor or manager before taking any time off for these activities. You may use any accrued vacation or sick leave for this purpose. Leave for this purpose does not extend the time allowable under the Family and Medical Leave or Pregnancy Disability Leave of Absence policies contained in this Handbook.

### **BEREAVEMENT**

In the event of death in the immediate family of an employee, the employee will be given up to three (3) days off without loss of pay to prepare for and attend the funeral if the absence is necessary on regularly scheduled workdays. This allocation of paid days off is an addition to an employee's regular paid days off accrual. For purposes outlined in this policy, immediate family consists of spouse, child(ren), parent(s), parent(s)-in-law, siblings, grandparent(s), and grandchild(ren). In emergency situations, employees may be granted two (2) additional day but only after approval by the VP of Human Resources and another member of Executive Management. If requested, employees may be required to provide evidence of requirement for bereavement leave.

## **SEVERE WEATHER**

NLI will make every effort to maintain normal work hours even during inclement weather. Prior to normal starting time when it is announced that public schools will be closed due to inclement weather, the affected NLI office will be closed. Office closings will be posted on the intranet and/or announcements will be available at 877-654-4747.

All full-time employees will be paid for time off should the company declare that a Severe Weather condition exists for their area. Part-time employees will only be paid if normally scheduled to work that day and only for those hours which the employee would normally work.

When the public schools remain open, the NLI affected office will be open and all employees will be expected to make reasonable efforts to get to work. Employees unable to arrive for work on any such day will be charged one (1) day of vacation for each day of absence. If no vacation time is available, the nonexempt employee will not be paid for the day.

All employees who are unable to report to work should call their department supervisor and report their absence 90 minutes prior to the start of their work day, if they are able to reach a phone, or it may be considered an unexcused absence.

On days when weather conditions worsen as the day progresses, the company may decide to close early. In such cases, a decision and an announcement will be made. Employees will be expected to remain at work until the appointed closing time, unless their day ends prior to that time, or unless they receive permission from their department head to do otherwise.

## **VOTING**

In the event an employee does not have sufficient time outside of working hours to vote in a statewide election, the employee may take off enough working time to vote. This time should be taken at the beginning or end of the regular work schedule, whichever allows the most free time for voting and the least time off from work. An employee will be allowed a maximum of two hours of voting leave on Election Day without loss of pay. Where possible, the supervisor should be notified of the need for leave at least three working days prior to the Election Day.

## **FAMILY CARE AND MEDICAL LEAVE**

### **The Leave Policy**

Employees may be eligible for family and medical leave under the Federal Family Medical Leave Act, and/or, depending on the state in which the employee works, the California Family Rights Act, the Hawaii Family Leave Act, the New Jersey Family Leave Act, the Massachusetts Family Leave Act, or the Oregon Family and Medical Leave Laws. Unless otherwise indicated, benefits and rights under each of these laws are the same, and leave provided under one law may or may not run concurrent with leave provided under any other law.

### **Eligibility**

Employees are eligible to apply for and take Family Medical Leave after completion of twelve months active, continuous service with NLI and worked at least 1,250 hours in the past twelve months beginning on your date of hire. You are eligible to take up to twelve (12) weeks of unpaid family/medical leave within any twelve (12) month period and be restored to the same or a comparable position upon your return from leave. Each twelve-month period begins on your date of hire anniversary date.

### **Reasons for Leave**

You may be qualified take family/medical leave for any of the following reasons:

- 1) The birth of a child, and to care for such child;
- 2) The placement of a child with you for adoption or foster care and in order to care for the newly placed child;
- 3) To care for a spouse, child, or parent ("covered relation") with a serious health condition; or
- 4) Because of your own serious health condition which renders you unable to perform an essential function of your position;
- 5) Because of any qualifying exigency arising out of the fact that the spouse, son, daughter, or parent of the employee is on active duty, or has been notified of an impending call to active duty status;
- 6) An employee who is the spouse, son, daughter, parent, or next of kin of a covered service member who is recovering from a serious illness or injury sustained in the line of duty on active.

Leave because of reasons 1, 2, 5, and 6 must be completed within the twelve (12) month period beginning on the date of birth or placement. In addition, spouses employed by NLI who request leave because of reasons 1, 2, 5, and 6 may only take a combined total of twelve (12) weeks leave during any twelve (12) month period.

### **Notice of Leave**

If your need for family/medical leave is foreseeable, you must give NLI at least thirty (30) days prior notice, preferable written. If this is not possible, you must at least give notice as soon as practicable (generally within 1 to 2 business days of learning of your need for leave). Failure to provide such notice may be grounds for delay of leave.

Additionally, if you are planning a medical treatment, you must consult with NLI first regarding the dates of such treatment.

### **Medical Certification**

If you are requesting leave because of your own or a covered relation's serious health condition, you must provide appropriate medical certification from the relevant doctor or health care provider within fifteen (15) calendar days after you request leave, if practicable. You may obtain Medical Certification Forms from the Human Resources Department. If you provide at least thirty (30) days notice of medical leave, you should provide the medical certification before leave begins. Failure to provide

requested medical certification in a timely manner might be grounds for delay of leave or loss of FMLA protection.

NLI, at its expense, may require an examination by a second health care provider designated by NLI, if it reasonably doubts the medical certification you initially provide (in California, a second opinion may be required if NLI reasonably doubts the medical certification you initially provide for your own serious health condition.) If the second health care provider's opinion conflicts with the original medical certification, NLI, at its expense may require a third, mutually agreeable, health care provider to conduct an examination and provide a final and binding opinion.

NLI may require subsequent medical re-certification in certain situations. Failure to provide requested re-certification within fifteen (15) days, if such is practicable may result in delay of further leave until it is provided.

### **Reporting While on Leave**

If you take leave because of your own serious health condition or to care for a covered relation, you must contact NLI on the first and third Tuesday of each month regarding the status of the condition and your intention to return to work. In addition, you must give notice as soon as practicable, within two (2) business days if feasible, if the dates of leave change or are extended or initially were unknown.

### **Leave is Unpaid**

Family/medical leave is unpaid leave although you may be eligible for short or long-term disability payments. Those plans are described in the brochures in your new hire packet. If you request leave because of your own serious health condition, including any pregnancy-related disabilities, you are required to substitute any accrued sick leave for unpaid family/medical leave. The substitution of paid leave time does not extend the twelve (12) week leave period. However, in any family/medical leave situation, you may substitute available vacation time as well. Further, in no case can the substitution of paid leave time for unpaid leave time result in your receiving more than 100% of your salary.

### **Medical and Other Benefits**

During an approved family/medical leave, NLI will maintain your health benefits as if you continued to be actively employed. If paid leave is substituted for unpaid family/medical leave, NLI will deduct any benefits-related premium as a regular payroll deduction. If your leave is unpaid, you must pay your portion of the premium on the 15<sup>th</sup> and last day of each month while on leave. These payments should be mailed directly to Human Resources. Your coverage will cease if your premium is more than thirty (30) days late. If your payment is more than thirty (30) days late, we will send you a letter to this effect. If we do not receive your payment within fifteen (15) days of the letter, your coverage may cease. If you elect not to return to work, for at least thirty (30) calendar days at the end of the leave period, you will be required to reimburse NLI for the cost of the health benefit premiums paid by NLI for maintaining coverage during your unpaid leave, unless you cannot return to work because of a serious health condition or other circumstances beyond your control. All other Company benefits will continue while on leave, except that sick and vacation time will not be earned during the leave period.

### **Exemption for Highly Compensated Employees**

Highly compensated employees (i.e., highest paid 10% of employees at a work site or within seventy-five (75) miles of that work site) may not be returned to their former or equivalent position following a leave if restoration of employment will cause substantial and grievous economic injury to NLI. This fact-specific determination will be made by NLI on a case-by-case basis. NLI will notify you if you qualify as a "highly compensated" employee, if NLI intends to deny reinstatement, and of your rights in such instances.

### **Intermittent and Reduced Schedule Leave**

Leave because of a serious health condition, including pregnancy-related disabilities, may be taken intermittently (in separate blocks of time due to a single health condition) or on a reduced leave schedule (reducing the usual number of hours you work per workweek or workday) if medically necessary. Employees may also be eligible of intermittent leave for birth or placement of a child.

If leave is unpaid, NLI will reduce your salary based on the amount of time actually worked. In addition, while you are on an intermittent or reduced schedule leave, NLI may temporarily transfer you to an available alternative position that better accommodates your recurring leave and which has equivalent pay and benefits.

### **Returning from Leave**

If you take leave because of your own serious health condition (except if you are taking intermittent leave), you are required to provide medical certification that you are fit to resume work. Employees failing to provide medical certification will not be permitted to resume work until it is provided.

You will be notified by the HR Department of the end date of your FMLA Leave. Should you fail to respond to this correspondence or return to work by the return date indicated on the leave request, NLI will consider that you have abandoned or voluntarily resigned your job with the company.

### **Extended Leave for Serious Health Conditions**

Leave taken because of your own serious health condition may be extended on a month-to-month basis for a maximum of six (6) months in total upon:

- 1) Written request to NLI;
- 2) Proof that the serious health condition has continued; and
- 3) Approval by NLI, which is subject to its business needs.

If you do not return to work on the originally scheduled return date or do not request in advance an extension of the agreed-upon leave with appropriate documentation, you will be deemed to have voluntarily terminated your employment with NLI. If you request an extension of your leave beyond the initial twelve (12) week period, you must submit medical certification of your continued serious health condition in advance for each month that the leave is extended. Reinstatement is not guaranteed on an extended leave and will depend on Company needs.

### **No Work While on Leave**

The taking of another job while on family/medical leave or any other authorized leave of absence is grounds for immediate termination.

## **MILITARY FAMILY LEAVE**

An eligible employee who is a spouse, son, daughter, parent, or next of kind of a covered service member with a serious injury or illness that occurred in the line of active duty that renders the service member medically unfit to perform her/his duties may be granted 26 workweeks of unpaid leave during a single twelve month period to care for the injured or ill service member.

NLI will grant FMLA leave of twelve (12) weeks unpaid leave to employees that are the spouse, son, daughter, or parent of a service member who has been called or is in the process of impending call of order to active duty from the National Guard or Reserves in support of a contingency operation.

### **State Laws**

Individual states' laws may allow family or medical leave on terms different from this policy. NLI will provide leave in accordance with state laws that grant greater benefits than this policy.

### **Definitions**

For the purpose of this policy, the following definitions apply:

"Parent" includes biological parents and individuals who acted as your parents.

"Son" or "Daughter" includes biological, adopted, foster children, stepchildren, legal wards, and other persons for whom you act in the capacity of a parent and who are incapable of caring for themselves.

"Spouse" means a husband or wife under state law for a purpose of marriage, including common-law marriages in states where common-law is recognized.

"Serious health condition" means a physical or mental condition requiring in-patient care or continuing treatment by a health care provider.

### **Spouses employed by NLI**

Where both husband and wife are employed by NLI, they are entitled to a combined total of up to twelve (12) weeks of leave:

- 1) For birth, adoption, or foster care; or
- 2) In order to care for a parent with a serious health condition.

Where both husband and wife are employed by NLI, each individual is entitled to up to twelve (12) weeks of leave because of their own serious health condition or to care for their child, without counting leave time taken by the other spouse.

## **MILITARY LEAVE**

Employees in the military are eligible for an unpaid military leave of absence. Employees are required to present their manager and HR department with a copy of his/her military orders as soon as they receive them, but no later than two (2) weeks before their scheduled leave.



During their absence, continuous service accumulates and, upon application within ninety (90) days from date of discharge from military service, they will receive their then-current rate of pay and their then-current benefits.

Employees who are required to attend yearly Reserve or National Guard duty can apply for an unpaid temporary military leave of absence not to exceed seventeen (17) days (including travel). If preferred, employees may use their earned vacation time for this purpose. Employees should give their supervisor as much advance notice as possible so that proper coverage may be maintained in their absence.

NLI fully complies with the Uniformed Services Employment and Reemployment Rights Act (USERRA). If you leave your job to perform military service, you have the right to be reemployed in your civilian job if you leave the job to perform service in the uniformed services of the United States. You may elect to continue your health plan coverage, if enrolled, for you and your dependents for up to 24 months while in the military. NLI does not discriminate or retaliate against employees who desire to exercise their rights on USERRA.

## **JURY DUTY**

NLI encourages employees to honor their civic duty to serve on a jury panel. For this reason, employees are granted time if called for jury duty. Regular full time employees who have completed their introductory period will be paid the difference between regular straight-time pay and the jury pay for each day of work missed due to jury duty up to a maximum of thirty (30) days in any calendar year. Where state or local laws provide for greater paid benefits, NLI will follow those laws.

Employees must present a copy of the jury summons to their supervisor as soon as they receive it. Of course, employees are expected to report for work during hours or days that their presence is not required on the jury panel. An employee who does not report to work when available will not receive pay for the day. Exempt employees will be paid their full salary for any workweek interrupted by jury service.

## **ILLNESS AND INJURY**

If an employee cannot perform the duties of his/her job as outlined in his/her job description due to illness, injury, or physical or mental disability, the HR department and the appropriate manager will evaluate a course of action that may include light or restricted duty, time off under the Family Care and Medical Leave or Disability Leave policies, or other reasonable accommodation, provided it does not cause an undue hardship to NLI or pose a direct threat to the health or safety of the employee or other employees.

NLI will continue NLI contribution to an employee's benefits cost for 90 days, or 12 workweeks for absences under the Family and Medical Leave policy, for any absences due to a personal or work related injury or illness. After 90 days or 12 workweeks, the employee will be responsible for 100% of

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the cost of the benefits they have selected. Voluntary elections through the cafeteria plan must be paid prior to the 10<sup>th</sup> of the month or they will be cancelled.

**NOTE:** Any actions taken in this area must have the approval of the VP of Human Resources along with the recommendation of the appropriate business unit executive.

## **E. COMMUNICATIONS & COMPUTER EQUIPMENT**

### **OFFICE EQUIPMENT**

NLI has a multi-faceted communications network designed to allow efficient communication with all offices and throughout the world on a cost-efficient basis. The main components of this network are:

1. **Telephone**

The telephone system is fully automatic with many special features designed to facilitate efficient telephone usage. Consult your supervisor for instructions on the use of the telephone system.

Employees have access to the NLI long distance phone service for the purpose of work related telephone use. Using this long distance service for personal reasons is strictly prohibited without the permission of your immediate supervisor. Employees who violate this policy are subject to disciplinary action, including termination of employment plus repayment of all expenses incurred by the employee using the service.

2. **E-Mail and Fax**

E-Mail and Fax are the most frequently used forms of written communication. All correspondence should be answered the same day it is received. If this is not possible, receipt of the message should be acknowledged and the sender informed when the information will be available. All correspondence must be sent by NLI, and signed with the sender's last name.

In regard to the e-mail system, it is employer provided and is considered Company property. The purpose of e-mail primarily is to facilitate transmittal of business related information. Accordingly, e-mail should be used for matters of concern to NLI business. All passwords must be disclosed to NLI. Employees shall not retrieve e-mail messages for which they have not been authorized to access. NLI reserves the right to access, search, copy, and delete and monitor all e-mail systems without advance notice. The reasons such actions will be taken include, but are not limited to, maintenance, investigation theft, disclosure of confidential business or proprietary information, personal abuse of the system, and monitoring and ensuing work flow and productivity.

3. **Courier Service**

Courier services should be used only when necessary or more economical than other methods. An alternate method to courier service is to send mail via company port mail. NLI sends a courier package to each port twice weekly. You may individually package and

address mail to include with semi-weekly port mail service. This is a convenient and economical method used to send packages to other NLI offices.

4. **Correspondence**

The appearance and content of written correspondence reflects upon NLI as well as the individual. Therefore, all outgoing correspondence should be neat, precise, and follow accepted business format. NLI stationery should be used for all business letters. The style should be block from with no indentation. Unless a letter is "personal" or "confidential," it should not be written in the form of the first person. NLI stationery is for commercial use pertaining to NLI business matters only.

## **COMPUTER USE POLICY**

**Purpose**

- A. To remain competitive, better serve our customers and provide our employees with the best tools to do their jobs, NLI makes available to our workforce access to one or more forms of electronic media and services, including computers, e-mail, telephones, voicemail, fax machines, external electronic bulletin boards, wire services, online services, intranet, Internet and the World Wide Web.
- B. NLI encourages the use of these media and associated services because they can make communication more efficient and effective and because they are valuable sources of information about vendors, customers, technology, and new products and services. However, all employees and everyone connected with the organization should remember that electronic media and services provided by NLI are company property and their purpose is to facilitate and support company business. All computer users have the responsibility to use these resources in a professional, ethical, and lawful manner.
- C. To ensure that all employees are responsible, the following guidelines have been established for using computers, e-mail, and the Internet. No policy can lay down rules to cover every possible situation. Instead, it is designed to express NLI philosophy and set forth general principles when using electronic media and services.

**Prohibited Communications**

Electronic media shall not be used for knowingly transmitting, retrieving, or storing any communication that is:

- 1. Discriminatory or harassing;
- 2. Derogatory to any customer or vendor;
- 3. Obscene, sexually explicit or pornographic;
- 4. Defamatory or threatening;
- 5. In violation of any license governing the use of software; or
- 6. Engaged in for any purpose that is in violation of any applicable law, that may subject NLI to civil or criminal liability, or that is contrary to NLI's policy or business interests.

### **Personal Use**

NLI provides computers, electronic media, and services for business use to assist employees in the performance of their jobs. Limited, occasional, or incidental use of electronic media (sending or receiving) for personal, non-business purposes is understandable and generally acceptable, and all such use should be done in a manner that does not negatively affect the systems' use for their business purposes. However, employees are expected to demonstrate a sense of responsibility and not abuse this privilege. NLI reserves the right to limit or revoke this privilege, at its discretion, on an individual or company-wide basis if such personal use is found to be detrimental to the interests of NLI.

### **Access to Employee Communications**

- A. NLI reserves the right, at its discretion, to review any employee's electronic file and messages to the extent necessary to ensure that computers, electronic media and services are being used in compliance with applicable laws, this policy, and other applicable company policies.
- B. Employees should not assume electronic communications are completely private. Accordingly, if they have sensitive information to transmit, they should use other means.

### **Software**

- A. Employees shall not install computer software or hardware on NLI computers without prior express authorization from the system administrator.
- B. Employees shall not knowingly or carelessly violate software licensing and copyrights that may expose NLI to legal liability.
- C. To prevent computer viruses from being transmitted through NLI's computer system, unauthorized downloading of any unauthorized software is strictly prohibited. Only software registered through NLI may be downloaded. Employees should contact the system administrator if they have any questions.

### **Security / Appropriate Use**

- A. Employees must respect the confidentiality of other individuals' electronic communications. Except in case in which explicit authorization has been granted by company management, employees are prohibited from engaging in, or attempting to engage in:
  - 1. Monitoring or intercepting the files or electronic communications of other employees or third parties;
  - 2. Hacking or obtaining unauthorized access to systems or accounts;
  - 3. Using other people's log-ins or passwords; and
  - 4. Breaching, testing, or monitoring computer or network security measures.
- B. No e-mail or other electronic communications can be sent that attempt to hide the identity of the sender or represent the sender as someone else.
- C. Electronic media and services should not be used in a manner that is likely to cause network congestion or significantly hamper the ability of other people to access and use the system.

- D. Anyone obtaining electronic access to other companies' or individuals' materials must respect all copyrights and cannot copy, retrieve, modify or forward copyrighted materials except as permitted by the copyright owner.
- E. Computer viruses are a serious threat to NLI's information technology resources and result in unnecessary expense and loss of productivity. To reduce the damages associated with computer viruses, employees shall diligently safeguard computer equipment under their control from infection by computer viruses.
1. Employees shall keep their anti-virus software current and update the virus definitions on a weekly basis.
  2. The system administrator will attempt to notify employees of prevalent viruses that pose a threat to NLI's computer systems. Employees shall immediately read and comply with these virus warnings to avoid contamination.
  3. If an employee's computer becomes infected with a virus, that employee shall immediately notify the system administrator and take appropriate action to prevent the spread of the virus to other computer systems.

### **Encryption**

Employees can use encryption software supplied to them by the systems administrator for purposes of safeguarding sensitive or confidential business information. Employees who use encryption on files stored on a company computer must provide their supervisor with a sealed hard copy record (to be retained in a secure location) of all of the passwords and/or encryption keys necessary to access the files.

### **Participation in Online Forums**

- A. Employees should remember that any messages or information sent on company-provided facilities to one or more individuals via an electronic network – for example, Internet mailing lists, bulletin boards, and online services – are statements identifiable and attributable to NLI. Any transmissions inconsistent with the interests of NLI are strictly prohibited.
- B. NLI recognizes that participation in some forums might be important to the performance of an employee's job. For instance, an employee might find the answer to a technical problem by consulting members of a news group devoted to the technical area.

### **Violations**

Any violation of this computer-use policy may be subject to disciplinary action, at NLI's discretion, including, but not limited to, loss of computer privileges, termination of employment and legal action.

## **F. NLI SAFETY POLICY**

### **WORK PLACE SAFETY**

Your safety, and that of those who work with you, is one of our greatest concerns. With an alert safety attitude, you can help eliminate painful and costly accidents. You can help by:

- Keeping work areas clean and clear.

- Reporting hazards or unsafe conditions to your supervisor.
- Smoking ONLY in designated areas.
- Reporting all injuries, however minor, to your supervisor immediately.
- Walking and not running in all buildings.
- Never performing a job that you feel is unsafe. Report it to your supervisor immediately.
- Using only ladders to climb on.

Your supervisor will inform you of any additional safety rules that apply to your particular job or work location.

### **WORKER'S COMPENSATION**

Any accident that occurs on Company premises, whether it involves a visitor or an employee, should be reported immediately to your supervisor and Human Resources. For your own safety and the safety of our visitors, please do not attempt to give medical aid to any injured person. Seek the assistance of a supervisor. In addition, please remember that only an Officer of NLI can answer questions about NLI's liability to injured persons. Please direct those asking questions to an Officer.

If an employee is injured on the job, he or she will usually be entitled to workers' compensation benefits. NLI carries workers' compensation insurance and will assist employees in obtaining all benefits to which they are legally entitled. Please report all injuries to Human Resources within 24 hours, if at all possible.

Your own doctor for any job-related injury may treat you if you notify NLI in writing of the name of your personal physician before you are injured. Forms are available for this purpose. Your "personal physician" means a licensed physician or surgeon who has treated you in the past and who keeps your medical records. Otherwise, NLI will refer you to a local doctor if you need medical care. After 30 days from the date your injury is reported, you may see a doctor of your choice. At any time, you may request a one time change of physicians and NLI will honor that request 5 workdays after receiving it.

If your work-related injury requires a leave of absence, this leave may count toward your annual family medical and California Family Rights Act leave, if you qualify for leave under those programs. NLI provides leave in addition to the FMLA/CFRA and Disability leave for employees who have work-related injuries.

### **F. CLOSE**

This handbook is intended to give you a broad summary of the personnel policies and procedures of Norton Lilly International. Employees are encouraged to become familiar with the policies and procedures and to adhere to the practices set forth. Please do not hesitate to speak to your supervisor or the Human Resources Department if you have any questions.

## ACKNOWLEDGMENT

I have been advised that a copy of the Norton Lilly International (NLI) Employee Handbook is posted on the NLI Company Intranet. I am also aware that the Human Resources Department or my manager will provide a hard copy of the NLI Employee Handbook at my request. I agree to abide by the policies herein the NLI Employee Handbook. In accordance with the NLI Employee Handbook, I have been provided with information concerning NLI's policy with respect to unlawful harassment, including sexual harassment, and have completely read NLI's Unlawful Harassment Policy. I understand and agree to abide by NLI's Unlawful Harassment Policy, and I understand that any violation of the Unlawful Harassment Policy will be considered a material breach of employment and may result in immediate termination. I also understand that failure to comply with the policies and procedures contained in this Handbook may result in disciplinary action, including termination of employment with NLI.

I understand that neither this Employee Handbook nor any other communication by a management representative is intended to in any way create a contract of employment, either express or implied that limits our relationship of employment at will. Rather, I understand that NLI and I each have the right to end our employment relationship for any reason at any time, with or without cause or notice.

I also understand that any rules, policies and benefits described in the Employee Handbook may be modified or varied by NLI at any time, except for the rights of the parties to terminate employment at will, which may only be modified by an express written agreement signed by both parties.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Witness

\_\_\_\_\_  
Date



A vast majority of all cruise and cargo ships operating in U.S. ports are foreign flagged ships. As such, cruise and shipping companies employ mostly non-U.S. crew. When a non-U.S. crewmember is discharged from a ship (i.e., end of contract, termination, illness, etc.), their employer is required to provide transportation back to their native country. Macs Transportation and Security Services is contracted by cruise lines, shipping lines and shipping agents to take custody of these crewmembers from the time of their discharge from the ship to when the plane departs enroute to its destination.

Our Crew Safeguard Standard Operating Procedures (SOP) address U.S. Customs and Border Protection (CBP) requirements and are followed closely by every Safeguard Officer, on every safeguard job. Our Safeguard Officers are hand selected based on their background, experience, and customer service skills. They are well trained and held accountable for the execution of those procedures as set forth in our training and implementation plan.

### **Implementation / Transition Plan**

The team will begin the phase-in period immediately after contract award. We anticipate conducting individual site visits at each installation to gain familiarization with the posts, the personnel and staffing requirements, procedures, and the individual task orders. These important site visits enable us to gain firsthand knowledge of our client's expectations, post locations and procedures, training fulfillment and staffing shortages to begin the staffing phase requirements. Upon full completion of the tours, hiring, equipping, placing and training of our personnel, we will be at full performance at the completion of the phase-in period. It is imperative that we become thoroughly familiar with installation specific work requirements and procedures (task orders) to finalize the development of necessary post orders and work instructions. Doing so is vitally important to match our employee's skill sets to the demands of the job assignment. Schedules are prepared, with all the individual assignments and work hours detailed therein.





### **Incumbent Personnel Transition**

It is commonplace in the industry, with the selection of a new provider, to retain a number of employees from the existing contractor when their skills, dedication, and performance have proven invaluable to the customer's operation. We have experience in assuming security responsibility from other organizations, while maintaining the integrity of the client's security program as well as minimizing any disruption to the client's core business operation. Most clients describe our contractual transitions as "seamless", and we take great pride in providing a "turnkey" management role in relieving the worries and concerns of change. Our team will provide personnel for training in key operations, obtaining licenses and permits and certifications, all prior to posting our first officer. We recognize how integral and important the incumbent security officers assigned to our client are to mission readiness and facility security. To that end, we desire to transition all qualified individuals that our client recommends if the individual is interested in seeks continue deployment with our team. After consultation with our client and prior to the commencement of services, we carefully screen potential employees that we feel will be most beneficial for our client and us to retain. We hold ourselves to the highest ethical business practices and at no time will we actively solicit a competitor's employee. However, where we jointly discuss retaining a "key employee" and the employee elects to stay at the client's location, the following is the normal course of action. In the event a potential incumbent applicant does not meet either our or our client's requirements, we will notify our client that the individual is not suitable for continued employment.

### **Transition Scheduling/Timeline**

We manage our transition scheduling by the early identification of critical items that must be completed to ensure a successful contract start. Once we have identified these items when then determine what tasks must be completed to complete those items along with determining what order tasks must be completed due to pre-requisites. For example, the order of items for certifying a security officer follows an order of HR tasks to Training tasks to Uniform and Equipment Issuance, etc. This final list of items is what we deem the Critical Path. The Critical Path is the most scrutinized aspect of our transition plan. Our senior managers review the status of the Critical Path on a daily basis throughout the transition and, when necessary, redirect corporate resources to ensure completion of Critical Path items remain on schedule. The following two



sections represent our application of this methodology to the contract being procured.

**The process of hiring incumbent employees follows:**

- Incumbent employees must apply with us appropriately.  
meeting locations, on-site, or through  
our web site
- Candidates must be subjected to our interview,  
hiring practices, background investigation, and all  
pre-employment criteria
- We must verify incumbent's licenses, credentials.
- and documentation
- Verify compliance with the suitability requirements,  
medical, psychological, Physical Fitness  
and the Individual reliability program
- We will place the incumbent employee on the  
tentative work schedule at preferred shifts and  
times (when possible)
- Arrange for on-site hiring, benefit coordination,
- and orientation
- Measure for Uniforms and Equipment
- Await contract commencement.

**New Hire Personnel/Recruiting**

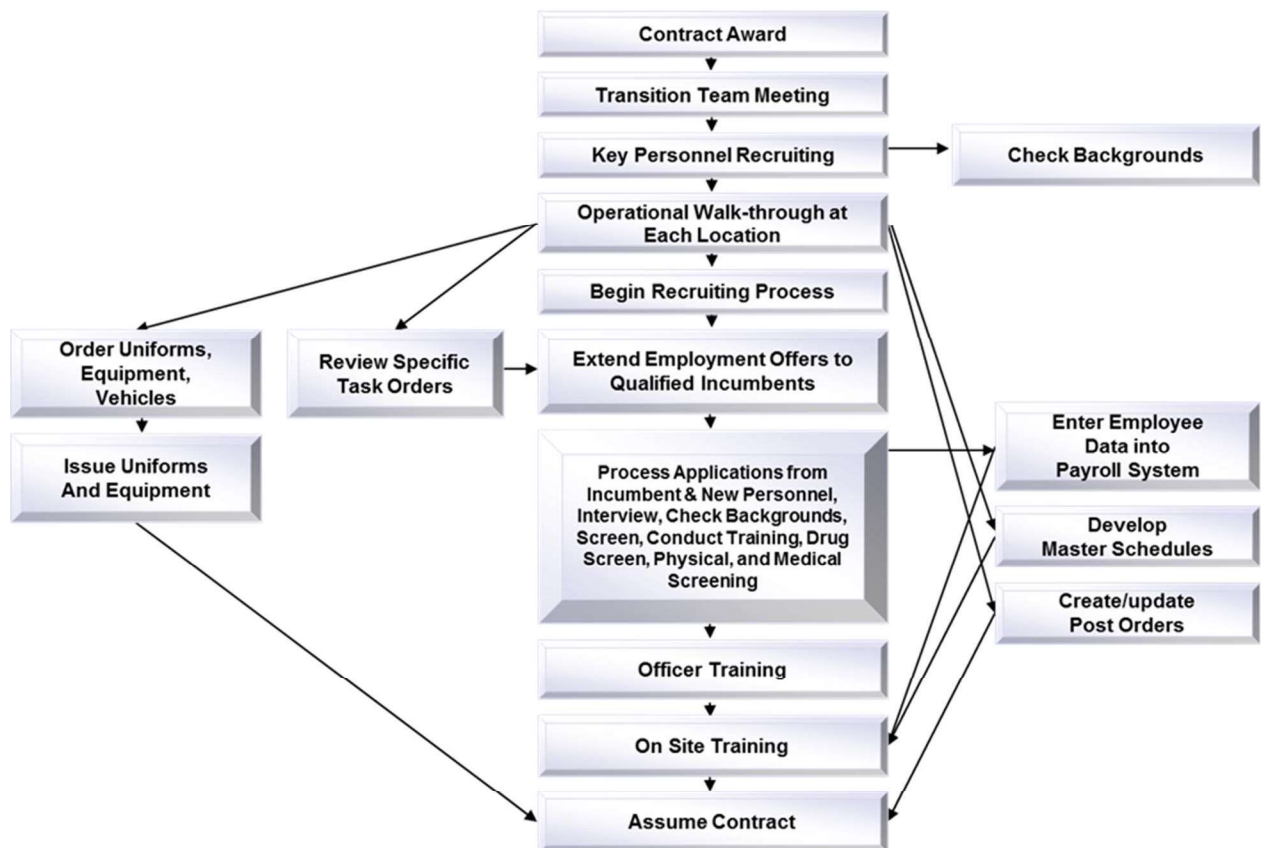
The primary focus in retaining incumbents is to fill the work schedule with as many trained and qualified employees possible. Should there remain voids in the work schedule, then we seek to hire new personnel meeting or exceeding the selection requirements outlined by our client. Traditional classified ads will run in the local and various outlying newspapers, as well as specialized websites, online applications, and non-traditional recruiting methods to attract highly skilled human resources. Our staffing agencies are expertly gifted in recruiting large numbers of people and subjecting them to the rigors of testing and background investigations. In order to recruit former State Law Enforcement officers, Federal Agents, and Former Military, we see these offices as an integral part of the success of an overall staging strategy.

It is our aspiration that only those candidates that pass all the pre-hire requirements, possess adequate credentials, and are qualified to work be allowed access to our client installation for further scrutiny, minimizing security issues.

Our orientation and training will be conducted in our local offices and/or on-site. When permitted for all personnel assigned to our client account. All of



the newly hire security personnel selected for our client account will receive an extensive background investigation. Prior to fulfilling their duties, we will use this time to conduct many of the training topics, not deemed as sensitive. Firearms training and qualification, CPR, First Aid and AED, and non-sensitive site-specific training can be accomplished awaiting and pending approval from our client's background investigation.



## Transitional Activities Timeline



Activity	Start Date (Unit is days following award)	End Date (Unit is days following award)
Human Resources Activities – Job Fairs, Reference Checks, Credit Checks, Background Checks, Medical/Physical Fitness Testing, Drug Testing, Psychological Testing	Day 1	Day 7
Uniform Sizing (Incumbents)	Day 1	Day 7
Suitability Clearances (new Hires)	Day 1	Day 14
Training (detailed training timeline provided in following section)	Day 7	Day 21
Ordering and Delivery of Weapons	Day 1	Day 25
Ordering of All Uniforms, Equipment and Vehicles	Day 7	Day 25
Distribution of Uniforms and other equipment	Day 25	Day 28

### **Schedule Management and Planning**

- a. Guards must be at their post in ample time to receive information from the previous shift.
- b. Guards shall not be assigned more than one watch period in a twenty-four (24) hour time period and shall not be assigned more than six (6) watches in a seven (7) day period. This shall include any other watch sites or assignments at other locations by the Vendor.
- c. Guards presented for training and duty must first be cleared by the client.
- d. The Vendor shall report attendance at all posts to the appropriate site to the client.
- e. The Vendor shall provide a copy of a guard's resume and State of Florida D license to the client.
- f. The Vendor will ensure that no guard is assigned to any post unless that guard has been:



1. Fully trained for that post
  2. Approved in writing by the client.
  3. Badged in accordance with the Facility Manager guidelines
- g. All guards at all locations shall remain in their assigned posts unless performing authorized duties as listed in the individual site post orders. Guards shall not leave until replaced by a subsequent shift's guard.
- h. In case of an emergency requiring a guard to leave while on duty, a trained back-up guard will be on post before the primary guard leaves.
1. Each Facility Manager shall be provided a list of at least three (3) trained back-up personnel, in addition to permanently assigned guards for each location displaying phone numbers, and a copy of each guard's driver license and State of Florida "D" license.
  2. This list must be kept current at all times.
  3. The trained back-up personnel must not be permanently assigned to any other location under this contract.
- i. Each guard will be required to use specific approved method of time keeping for hours worked. This includes time clocks, card access reports or written time sheets.
- j. Time sheets shall be reviewed on a weekly basis for punctuality and accuracy by a supervisor of the vendor.
- k. Original time sheets shall be made available on a monthly basis or within twenty-four (24) hours of being requested by the Agency representative.
- l. The time sheet information shall be compared to the monthly billing invoice and payment shall be made based on provided documents.
- m. The Agency shall not pay additional costs incurred due to security personnel signing in early or out late, unless requested by the Agency.

### **Holidays**

At the contractor's expense, all security officers working scheduled holidays shall be compensated at the overtime wage of one and one-half times their



normal rate. However, the contractor is only authorized to bill the governing organization at normal straight time pay wages.

The following is a listing of scheduled holidays for this contract:

1. New Year's Day
2. Martin Luther King Jr. Day
3. Presidents Day
4. Memorial Day
5. Independence Day
6. Labor Day
7. Veterans Day
8. Thanksgiving Day
9. Christmas Day.

- a. The contractor may provide additional paid holidays in excess of the minimum outlined.
- b. Based on the governing organization's post orders, at least one member of account management will be available, on-call twenty-four hours per day, seven days' week as an emergency contact. This requirement includes all traditional holiday periods.

### **Annual Leave**

Macs Transportation and Security Services. is responsible for all costs associated with providing annual leave to the security officers.

The following is the annual leave earnings schedule that must be provided to all security officers:

- 40 Hours – One to four years of service.
- 80 Hours – Five to nine years of service.
- 120 Hours – Ten or more years of service.

MACS Transportation and Security Services. may provide annual leave accrual in excess of the minimum hours outlined.



The start date for all security officers previously employed on the governing organization's contract will be their initial start date working on that particular account. However, this start date is not transferable between governing organizations covered under this contract.

### **Over-time Hours**

- a. All overtime costs for a security officer required to work more than 40 hours in a 7-day work week to fulfill scheduled hours/posts shall be borne by the contractor.
- b. The security officer shall be paid overtime wages time and one half the worker's regular hourly rate. However, the contractor is only authorized to bill the governing organization at normal straight time pay wages.
- c. In the event the governing organization requests additional hours, but does not provide advance notice of 48 hours, the security officer may be billed to governing organization at one-half times the regular hourly rate.
- d. Number of overtime hours paid to fulfill scheduled hours / posts broken down for each week during the prior month. To be turned into the contract manager by no later than the third business day of each month, the Account Manager shall submit to the Contract Manager a report noting same.

### **Work Schedule**

#### **Option 1**

#### **Option 2**

<b>Five (5) days per week, single shift</b>	<b>Four (4) days per week, single shift</b>
<b>Eight (8) hours per day. **</b>	<b>Ten (10) hours per day. **</b>

\*\*A Participating Agency may require the Company to base its schedule on an accelerated work schedule or multiple shifts.

### **Senior Officers**





Security officers may be promoted to position of Senior Officer after seven (7) years of contract service or successful completion of special training as required by the governing organization.

The start date for all security officers previously employed on the governing organization's contract will be their initial start date working on that particular account. However, this start date is not transferable between governing organizations covered under this contract.

This pay rate increase will be requested by the Account Manager after successful completion of the special Governing organization training or on the Security Officers seventh anniversary via electronic written request and changed upon written approval from the Contract Manager.

The pay rate increase for successful completion of special Governing organization training will not require seven years of contract service.

### **Officer Training and Threat Response Training**

#### **Security Training**

Macs Transportation and Security Services shall bear all costs related to development and scheduling of its own corporate orientation/training sessions.

MACS Transportation and Security Services. will track, and maintain, a record of all training courses and certifications completed by each security officer. The Contract Manager reserves the right to request a copy of this information at any time to validate proper compliance with training requirements. The contractor is responsible for ensuring all security officers maintain current training and certification requirements. This includes, but is not limited to, scheduling refresher/recertification courses in advance of the officer's expiration dates to ensure that the governing organization does not experience a lapse in service.

Macs Transportation and Security Services. will conduct cross-training of reserve personnel to ensure the availability of security officers for the governing organizations.

#### **Safety Training**





Macs Transportation and Security Services. shall bear all costs associated with the completion of all required safety training. All security officers, regardless of job position, must complete all mandatory safety training prior to being assigned to the governing organization's account. The following is a listing of the mandatory safety training courses and/or certifications:

- Basic First Aid
- Cardio-Pulmonary Resuscitation (CPR)/Automated External Defibrillators
- Blood Borne Pathogens
- Personal Protective Equipment (PPE) components as related to operational requirements of the governing organization.

Macs Transportation and Security Services. is required to ensure all security officers receive refresher safety training as required by the specific certifications require certification's fresher training shall not be conducted on governing organization's property unless approved by the Contract Manager.

### **Maritime Transportation Security Act Training**

This training is specific to officers assigned to the client accounts.

All individuals assigned to these posts must complete Maritime Transportation Security Act (MTSA) 33 CFR 105.210 training and achieve the requisite certification(s) by an approved authority. The Contract Manager shall provide Macs Transportation and Security Services. with a listing of authorities that are approved to conduct this training. The cost for required training shall be billed on a reimbursable basis. Macs Transportation and Security Services. is not authorized to markup the training expense and must provide supporting documentation of training cost. The training charge must be shown as a separate line item on the governing organization's invoice.



All MACS Transportation and Security Services employees complete:

**PORT SECURITY PERSONNEL (PERSONNEL WITH SECURITY DUTIES)  
TRAINING**

This 4-hour Security personnel training meets the professional training requirements for persons filling positions in seaport security outlined in current Coast Guard regulations.

**All sections of CFR 33 105.210 are covered during this training.**

**Facility personnel with security duties.**

Facility personnel responsible for security duties must maintain a TWIC, and must have knowledge, through training or equivalent job experience, in the following, as appropriate:

- (a) Knowledge of current security threats and patterns.
- (b) Recognition and detection of dangerous substances and devices.
- (c) Recognition of characteristics and behavioral patterns of persons who are likely to threaten security.
- (d) Techniques used to circumvent security measures.
- (e) Crowd management and control techniques.
- (f) Security related communications.
- (g) Knowledge of emergency procedures and contingency plans.
- (h) Operation of security equipment and systems.
- (i) Testing, calibration, and maintenance of security equipment and systems.
- (j) Inspection, control, and monitoring techniques.
- (k) Relevant provisions of the Facility Security Plan (FSP).



(l) Methods of physical screening of persons, personal effects, baggage, cargo, and vessel stores; and

(m) The meaning and the consequential requirements of the different MARSEC Levels.

(n) Familiar with all relevant aspects of the TWIC program and how to carry them out.

**§ CFR 33 105.215 Security training for all other facility personnel.**

All other facility personnel, including contractors, whether part-time, full-time, temporary, or permanent, must have knowledge of, through training or equivalent job experience, in the following, as appropriate:

(a) Relevant provisions of the Facility Security Plan (FSP);

(b) The meaning and the consequential requirements of the different MARSEC Levels as they apply to them, including emergency procedures and contingency plans;

(c) Recognition and detection of dangerous substances and devices.

(d) Recognition of characteristics and behavioral patterns of persons who are likely to threaten security; and

(e) Techniques used to circumvent security measures.

(f) Familiar with all relevant aspects of the TWIC program and how to carry them out.

Required In-Service Training



The governing organizations reserve the right to develop, and require, security officers successfully complete in-service training courses before being released for unsupervised assignment on the account.

The governing organization shall bear all costs, except overtime, related to development and scheduling of its own governing organization required in-service training. When a security officer is assigned to this training, the contractor will be authorized to bill the governing organization the overhead and burden charge identified for an unarmed security officer position. This rate will be used for all personnel regardless of current job position.

Based upon the requirements of the governing organization, the security officers may be allotted up to 24 hours of in-service training. This training will be performed by a designated, current, member of the account. For certain positions, security officers may be allotted an additional 16 hours of in-service training.

MACS Transportation and Security Services. is required to produce, and develop, a site-specific training site-specific will be used for the in-service training of all officers. This training must be submitted to the Contract Manager for review and approval. Any security officer that does not successfully complete this training shall not be assigned to the account. The following is a listing of minimum training topics that must be included in the program:

Post Orders

- Chain of Command
- Communications Procedures
- Report Writing
- Site Specific Systems and Applications
- Safety Procedures
- General Orders and Site-Specific Post Orders
- Access Control Procedures
- Forms and Logs
  
- Equipment Familiarization and Issuing
- Scheduling Security Awareness
  
- Patrol Techniques, Site Inspections and Responsibilities
- Traffic Control Techniques
- Investigation Techniques



- Emergency Procedures
- Escorting
- Vehicle, Personnel, and Bag Inspections

### **Threat Response Training**

**Incident Management Team (IMT)** – The Incident Management Team has overall responsibility for incident response and will monitor and direct official responses to situations throughout the event. The members of the Incident Management Team comprised of security and client personnel. This structure is adaptable and may be used in situations ranging from life-threatening emergencies to priority response maintenance issues. The team will arrange various in-service training opportunities such as.

- a. Fire and bomb threat evacuations
- b. Natural disaster preparation and responses (hurricane and floods)
- c. Major electrical failure
- d. Responsibilities of security officer regarding:
  1. Fire prevention
  2. Safeguarding of others
  3. Fire extinguishing
- e. procedures for controlling small fires.
- f. Fire extinguishing methods (cooling, smothering, and starving)
- g. Use of extinguishing agents:
  1. List of extinguishing agents
  2. Identification of extinguishers and relative markings
- h. Life safety issues, such as:
  1. Life safety plans



2. Fire detection, location, and intensity
3. Evacuation
4. Explain s. 877.15, Florida Statutes, failure to control or report a dangerous fire.

### **Terrorism Training**

- Definition and history of terrorism
  - National Threat Levels
  - Types of terrorist attacks
  - Role of Security Officer
  - Recognition and response to potential terrorist activities
  - Dynamics of a Terrorist Attack
  - Proactive Counterintelligence and Operational Security (OPSEC)
  - Physical Security and Access Control
  - Bomb Incident Response
  - Mail Screening
1. Biological/Chemical
  2. Explosive

### **Types of Attacks and Responses (BENICE)**

1. Biological
  2. Explosive
  3. Nuclear
  4. Incendiary
  5. Chemical
  6. Energetic
- Samples of Florida Incidents

### **Active Shooter Training**

- To identify active shooter and active killer threats.
- To understand one's direct role in an active shooter situation.
- To learn critical response tactics as a solo officer or team.



- To infiltrate the affected area as the responding officer.
- To implement limited penetration tactics to locate and eliminate the threat.
- To understand how to manage the scene after the threat is down; and
- To implement medical trauma training for officers.

### **Planned Staffing and Support Plan**

Mac's Transportation and Security Services. shall maintain appropriate security force member levels to account for planned turnover.

### **Staffing Hours**

Mac's Transportation and Security Services. shall provide security services twenty-four hours per day, seven days per week. Service hours will vary by individual site/post, and not all posts will require total coverage. Hours may be added, or deleted, with a minimum of 48 business hours' notice under normal circumstances. Under abnormal or emergency circumstances posts or additional hours may be added or deleted without notice, as deemed necessary by the individual governing organization.

Security force members shall not be permitted to work more than sixteen consecutive hours in any 24-hour period, nor more than twenty-four hours in any 48-hour period, and no more than 72 hours in any seven-day period. Exceptions may be made, with the written approval of Contract Managers, to support mobilization for mitigation, restoration, and recovery during and following disasters and other emergencies that affect the governing organization's ability to continue normal business functions.

### **Account Management**

MACS Transportation and Security Services. shall submit for approval by the Contract Manager all security officers that are proposed to assume an account management position. The Contract Manager reserves the right, at their sole



discretion, to approve or reject any personnel selected for account management by the contractor.

The governing organization shall identify Macs Transportation and Security Services. the specific contractor management personnel that will be required to be onsite at that organization's location for ensuring proper completion of the security services.

The primary goal is for account management personnel required to be onsite will be provided by each governing organization. The Account Manager, or Site Supervisor, shall be in charge of the office, which shall be sufficiently manned and equipped to support and administer all security force duties under this contract.

#### **Terminations or Resignations of Personnel**

MACS Transportation and Security Services. is required to communicate any change in security force member employment (termination, resignation, or termination for cause) for any of their personnel assigned to the account. This notification must be made to the Contract Manager and be issued no later than the end of the business day of the event. The contractor is required to retain proof of notification until the contract manager has confirmed the receipt of the communication. All terminations will take place at the contractor's local office. Contractor is prohibited from terminating or otherwise taking any disciplinary action considered severe in nature, against security force members while on governing organization premises.

MACS Transportation and Security Services. recognizes that the other party has incurred or will incur significant expenses in training its own employees and agrees that it will not pursue or hire, without the other party's consent, the other party's employees or the employees, or its subsidiaries for a period of two (2) years from the termination date of this agreement.

#### **Sample Billing Management Plan**

MACS Transportation and Security Services. shall submit all Invoices in accordance with the payment method agreed upon in these Contract Documents. Invoices for client shall be submitted to the following address:





Norton Lilly International DBA Macs Transportation and Security Services.

1007 N America Way # 503, Miami, FL 33132

Addresses for other Participating Agencies will be specified in the Contract with that Participating Agency.

Client will pay Macs Transportation and Security Services. the amount requested within thirty (30) calendar days after receipt of an Invoice from Macs Transportation and Security Services. subject to the provisions stated below.

If client rejects an Invoice, client will return the Invoice to Macs Transportation and Security Services. stating the reasons for rejection within 14 business days.

Upon receipt of an acceptable revised Invoice, the Participating Agency will pay Macs Transportation and Security Services. the revised amount within ten (10) days.

A Participating Agency may withhold payment if Macs Transportation and Security Services. is in violation of any conditions or terms of the Contract Documents.

In the case of early termination of the Contract, all payments made by a Participating Agency against the Contract Price prior to notice of termination shall be credited to the amount, if any, due Macs Transportation and Security Services. If the parties determine that the sum of all previous payments and credits exceeds the sum due Macs Transportation and Security Services. Macs Transportation and Security Services. shall refund the

excess amount to the Participating Agency within ten (10) days of determination or written notice.

The governing organization shall bear all costs, except overtime, related to development and scheduling of its own governing organization required in-service training. When a security officer is assigned to this training, the

contractor will be authorized to bill the governing organization the overhead and burden charge identified for an unarmed security officer position. This rate will be used for all personnel regardless of current job position.



### **Billing and Credits**

- MACS Transportation and Security Services. will use the tier pay schedule for all billing rates of positions employed under this contract.
- The Contract Manager reserves the right to add, or reduce, the number of hours/positions employed by the governing organization without incurring any change to the contractor's proposed billing rates.
- All billable hours are to be billed at the classification of that particular post wage rate. If the security officer volunteers to work a post at a lower pay rate, the security officer is to be paid at that pay wage and billed accordingly to the account. For example, a shift supervisor working in an armed officer post.
- In the event that the contractor requires a security officer to work at a lower pay rate position, Macs Transportation and Security Services. must pay that individual at their traditional pay rate with no increase applied to the governing organization.
- MACS Transportation and Security Services. will bill all training hours that are the responsibility of the governing organization on a separate line item of the invoice.
- At the start of the contract, the governing organization will identify Macs Transportation and Security Services. their required billing cycle and invoice delivery process. This billing cycle may be on a specific date or monthly/weekly based upon the organization.

### **PAYMENT METHOD – T&M**

Macs Transportation and Security Services. shall invoice the client upon successful completion of an individual service. The Participating Agency shall remit payment once it has verified that Macs Transportation and Security Services. has successfully completed the services for that client.

For all work that is performed on a time and materials basis, Macs Transportation and Security Services. shall provide evidence (receipts) of cost information and mark-ups applied to demonstrate compliance with the Unit Prices stated in the executed.



Contract. Failure to provide this evidence may result in invoice rejection and payment delays.

A Participating Agency may elect to make a partial payment or no payment if the Participating Agency determines, at its sole discretion, and after due consideration of relevant factors, that either all, or part of the Work being invoiced is not in accordance with the Contract Documents.

### **INVOICING**

A document seeking payment to Macs Transportation and Security Services. from a Participating Agency for all or a portion of the work, in accordance with the Contract Documents, and including at a minimum the following items: Macs Transportation and Security Services.,. A description of the product(s) or service(s) rendered, a valid Participating Agency PO number, the amount payable, the payee's name and address, any associated forms and any other supporting documentation required by the Contract Documents.

### **OFFSETS**

In case Macs Transportation and Security Services. is in violation of any requirement of the Contract, a Participating Agency may withhold payments that may be due to Macs Transportation and Security Services. And may offset existing balances with any client. Incurred costs against funds due to Macs Transportation and Security Services. under this and any other Company Contract with the client, as a result of the violation, or other damages as allowed by the Contract Documents and applicable law.

### **LABOR, EQUIPMENT, AND MATERIAL (L.E.M) UNIT PRICE**

A Participating Agency may, during the course of the Contract, assign additional Work or Services for which Unit Prices were not included in the original Bid Form or Bid Workbook. If such an instance arises, Macs Transportation and Security Services. will submit a Unit Price L.E.M. bid for

those units for the Participating Agency to review. Upon acceptance by the Participating Agency, the agreed upon prices(s) will become a L.E.M. Unit Price will be utilized in the contract in the specification for its duration. Note, L.E.M. Unit Prices shall only be considered for Work or Services that are similar in scope covered by the contract.



**Personnel Training Plans**

**Florida 40 Hour Class “D” Un-Armed Officer Training**

**Course “A” (24 Hours)**

<ul style="list-style-type: none"><li>• Chapter 493, Florida Statutes and Chapter 5N-1, Florida Administrative Code 2.0 hrs.</li></ul>	<ul style="list-style-type: none"><li>• Legal Issues; Liability 2.5 hrs.</li></ul>
<ul style="list-style-type: none"><li>• Basic Emergency First Aid 2.0 hrs.</li></ul>	<ul style="list-style-type: none"><li>• Emergency Procedures 1.5 hrs.</li></ul>
<ul style="list-style-type: none"><li>• Ethics and Professional Conduct 2.0 hrs.</li></ul>	<ul style="list-style-type: none"><li>• Access Control 1.0 hr.</li></ul>
<ul style="list-style-type: none"><li>• Patrol Techniques 1.5hrs.</li></ul>	<ul style="list-style-type: none"><li>• Observation Techniques and Report Writing 3.0 hrs.</li></ul>
<ul style="list-style-type: none"><li>• Interviewing Techniques 1.0 hr.</li></ul>	<ul style="list-style-type: none"><li>• Fire Detection, Suppression and Life Safety 1.5 hrs.</li></ul>
<ul style="list-style-type: none"><li>• Crime and Accident Prevention Techniques and Practices 2.0 hrs.</li></ul>	<ul style="list-style-type: none"><li>• Crime and Accident Scene Protection 1.0 hr.</li></ul>
<ul style="list-style-type: none"><li>• Terrorism Awareness 2.0 hrs.</li></ul>	

**EXAMINATION - Course A (24 Hours)**

Examination must consist of 100 questions, as follows, with a passing grade of 75 percent. No more than 50 percent of the questions for each core topic may be true or false.

**Course “B” 16 Hours**

<ul style="list-style-type: none"><li>• Public Relations 1.0 hr.</li></ul>	<ul style="list-style-type: none"><li>• Courtroom Procedures 1.0 hr.</li></ul>
<ul style="list-style-type: none"><li>• Fundamentals of Personal Security 2.0 hrs.</li></ul>	<ul style="list-style-type: none"><li>• Interpersonal Communications 2.0 hrs.</li></ul>



<ul style="list-style-type: none"><li>• <b>Special Problems for Security 4.0 hrs.</b></li></ul>	<ul style="list-style-type: none"><li>• <b>Terrorism Awareness 2.50 hrs.</b></li></ul>
<ul style="list-style-type: none"><li>• <b>Traffic Direction 1.0 hr.</b></li></ul>	<ul style="list-style-type: none"><li>• <b>Crowd Control 1.0 hr.</b></li></ul>
<ul style="list-style-type: none"><li>• <b>Professional Communication .5 hrs.</b></li></ul>	

### **Examination –Course “B”**

Examination must consist of 70 questions, as follows, with a passing grade of 75 percent. No more than 50 percent of the questions for each core topic may be true or false.

### **Uniforms and Equipment**

Mac's Transportation and Security Services. shall provide at no cost to the security officers all required uniforms in sufficient quantity to ensure a clean uniform is worn each day. Security officers shall maintain a positive professional image at all times while on the governing organization's property.

### **Uniform Requirements**

#### **Soft Uniform**

The contractor shall provide the following for all soft uniform positions:

Tan polo-style shirts, short or long sleeve, displaying the security contractor's logo embroidered on the upper left chest, company name and license # on right and left sleeve, with security in reflective lettering on the back. Dark blue cargo-style polyester trousers.

Soft uniform security officers are required to wear black leather shoes, in good condition, with no conspicuous branding or logos. However, all footwear must meet the safety requirements of the governing organization.

reflective letters not less than four inches in height and in black or white to clearly contrast the color of the jacket.



### **MACS Transportation and Security Services**

Offers companies a wide range of port and maritime security services including:

Vulnerability Assessment

Crime Analysis and Workplace Violence Reduction

Transportation Worker Identification Credential (TWIC) Compliance Support Services

Maritime Transportation Security Act (MTSA) Support Services

Emergency Security Services Coordinated with FEMA

National Incident Management System (NIMS) Training

Access Control

Facilities Protection

Security Guard, Armed and Unarmed

Patrol Services

Alarm Monitoring

Command Center Control & Monitoring

Emergency Response & Planning

Electronic Security Integration

Parking Security, Monitoring & Enforcement

Security of Equipment, Supplies & Controlled Substances

Personnel Training

The vast open spaces, large footprint and slow movement create complex challenges for port and maritime security. Fleets, cargos, and personnel must arrive safely at their intended destination. The volume of international trade moving through our navigable waterways creates a target for theft and physical attack. Macs is experienced with all elements of the Maritime Transport Security Act of 2002 (MTSA). Macs is capable of supporting and providing



Transportation Worker Identification Credential (TWIC) Compliance Support Services, FEMA Port Security Grant Services, Emergency Security Services Coordinated with FEMA, Port Security Operations Training and National Incident Management System (NIMS) Training.

**MACS Transportation and Security Services provides:**

Maritime and port security services for:

Ports

Port Authorities

Cargo Ships

Shipping Terminals

Ship Channels

Cruise Lines

Intermodal Port Facilities and Land bridges

## **CREW SAFEGUARD ESCORTS AND SECURITY GUARDS**

We are proud to provide our clients with crew safeguard escorts and security guards in ports across the state. Our crew safeguard escorts.

Security guards can provide secure transport for crewmembers that are under an order to detain (I-259) until their departure, crewmembers needing medical attention, or individuals that need to be transported to the airport.

In addition, we offer stowaway repatriation security, surveillance, and transportation. Our armed or unarmed guards provide services for a range of military and commercial clients and are fully compliant with the International Ship and Port Security Code (ISPS).



## **MACS CREW SAFEGUARD ESCORT SERVICES**

- Escort crewmembers under an order to detain (I-259) until the crew member departs the country.
- Check crew members upon arrival at the airport and provide confirmation of departure.
- Transport and escort crewmembers requiring medical treatment.
- Transport individuals to and from point of entry.
- Maintain overwatch if the crewmember or members need to stay in a motel/hotel during a layover.

## **UNARMED SECURITY GUARDS & OFF-DUTY POLICE OFFICERS**

- We provide quality service through our security guards and off-duty officers.
  - Our security guards work with agents, ship owners, charters, CBP, and USCG, to understand the unique goals and objectives for securing each vessel.
  - Our security guards operate to the ISPS Code Standards for Security
-





In conclusion, please review what is offered by MACS safeguard service's. Security is contracted by Cruise Lines, shipping lines and shipping agents to provide comprehensive transportation services for non-U.S. crew members discharged from ships in U.S. ports. This includes taking custody of the crew member from the time of their discharge until they board the plane enroute to their native country, as the vast majority of ships operating in U.S. ports are foreign flagged. Our Safeguard Officers are carefully chosen based on their experience, background, and customer service abilities, and are held to the highest standards of accountability in adhering to the U.S. Customs and Border Protection (CBP) requirements outlined in our Crew Safeguard Standard Operating Procedures (SOP). We ensure that our Officers are well-trained and that the SOP is followed closely on every safeguard job.

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**FLORIDA DEPARTMENT OF AGRICULTURE AND CONSUMER SERVICES**

**WILTON SIMPSON  
COMMISSIONER**

**DIVISION OF LICENSING**

**B 3200542**  
LICENSE NUMBER

**04/28/26**  
DATE OF EXPIRATION

**05/01/23**  
DATE ISSUED

**NORTON LILLY INTERNATIONAL, INC  
DBA MACS MARINE TRANSPORT**

2109 EAST PALM

SUITE 202

TAMPA, FL 33605

EBENSPERGER, ANDREAS, OTHER  
GARCIA LAGOS, PATRICIO A, OTHER  
ALLEN, RACHEL A, OTHER  
DAVID TOMIC-OBDRALJ, ALVARO, OTHER

THE SECURITY AGENCY NAMED ABOVE IS LICENSED AND REGULATED UNDER THE PROVISIONS OF  
CHAPTER 493, FLORIDA STATUTES.



**WILTON SIMPSON  
COMMISSIONER**



Mark R. Bluschke  
Security Operations Manager  
MACS Security Services

Mark Bluschke has over twenty years of experience in security management. Before Norton Lilly International, he was a security manager for 15 years in the Tampa Bay area. He was responsible for numerous offices, corporate and residential locations, and the security management of several vault locations. He started in the security field while in college (1984). He graduated with his associate degree in law enforcement. He finished his bachelor's degree in criminology in 2014 at the University of South Florida. In addition, he has experience in operations, sales, training, and recruiting. He has several professional licenses, including State of Florida Security Officer D and Armed Security G, United States Coast Guard Certified Facility Security Officer (FSO). He has been certified by the Federal Emergency Management Agency (FEMA), International Traffic in Arms Regulations (ITAR) by the US Department of State, and the Federal Law Enforcement Training Center in anti-terrorism. He is an active member of the American Society for Industrial Security (ASIS) and Alpha Phi Sigma Alumni.

**SECURITY OFFICER  
STATE OF FLORIDA**

**LICENSE NUMBER  
D 3006013**

**SCHWIEGERSHAUSEN, NILS W**

**BIRTH DATE 01/27/2002**

**SEX M**

**RACE W**

**EXPIRES 03/15/2024**

The above named individual is licensed by the Department of Agriculture and Consumer Services, Division of Licensing in accordance with Chapter 493, Florida Statutes.

*Nicole "Nikki" Fried*  
**NICOLE "NIKKI" FRIED  
COMMISSIONER**





**The .gov means it's official.**

Federal government websites often end in .gov or .mil. Before sharing sensitive information, make sure you're on a federal government site.



**The site is secure.**

The **https://** ensures that you are connecting to the official website and that any information you provide is encrypted and transmitted securely.



## Occupational Safety and Health Administration

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# Establishment Search

## Reflects inspection data through 09/01/2023

Use OSHA's Establishment search to search for OSHA enforcement inspections by the name of the Establishment. You can also search for a specified inspection or inspections within a specific industry using NAICS or SIC.

**Note:** Before using OSHA's Establishment search, please read important information below on how to interpret the results.

Search By:

**Your search did not return any results.**

Please enter an Establishment name, select an OSHA Office, or enter a Site Zip Code.

Establishment

Norton Lilly International, Inc.

(This field can also be used to search for a State Activity Number for the following states: NC, SC, KY, OR, WA, IN (before April 2022) and AZ (after June 2021))

State

All States



Fed & State



OSHA Office

All Offices



Site Zip Code

Case Status



All



Closed



Open

Violation Status



All



With Violations



Without Violations

Inspection Date

Start Date

September



6



2018



End Date

September



6



2023



**Can't find it?**

For Wildcard search, use %

[Establishment Search Help](#)

[Search Basics and Search Syntax Examples](#)

**NOTE TO USERS**

The Integrated Management Information System (IMIS) was designed as an information resource for in-house use by OSHA staff and management, and by state agencies which carry out federally-approved OSHA programs. Access to this OSHA work product is being afforded via the Internet for the use of members of the public who wish to track OSHA interventions at particular work sites or to perform statistical analyses of OSHA enforcement activity. It is critical that users of the data understand several aspects of the system in order to accurately use the information.

The source of the information in the IMIS is the local federal or state office in the geographical area where the activity occurred. Information is entered as events occur in the course of agency activities. Until cases are closed, IMIS entries concerning specific OSHA inspections are subject to continuing correction and updating, particularly with regard to citation items, which are subject to modification by amended citations, settlement agreements, or as a result of contest proceedings. THE USER SHOULD ALSO BE AWARE THAT DIFFERENT COMPANIES MAY HAVE SIMILAR NAMES AND CLOSE ATTENTION TO THE ADDRESS MAY BE NECESSARY TO AVOID MISINTERPRETATION.

The Integrated Management Information System (IMIS) is designed and administered as a management tool for OSHA to help it direct its resources. When IMIS is put to new or different uses, the data should be verified by reference to the case file and confirmed by the appropriate federal or state office. Employers or employees who believe a particular IMIS entry to be inaccurate, incomplete or out-of-date are encouraged to contact the OSHA field office or state plan agency which originated the entry.

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Occupational Safety and Health

Administration

200 Constitution Ave NW

Washington, DC 20210

☎ 1-800-321-OSHA

1-800-321-6742

[www.osha.gov](http://www.osha.gov)

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[Search Home](#) » Facilities Search Results

## Facilities Search Results

**Criteria selected:**

Facility Name = **Norton Lilly International, Inc.**

Searching For = Search all facilities

---

**For additional information, select the hyperlinks under "Data Links" where available.**

D - Provides a list of electronic documents associated with the facility.

F - Provides a facility summary report.

P - Provides facility-related permit information.

M - Provides a GIS map focused on the facility.

Q - Provides a contact for user questions and quality control.


---

Records on this page = **0 of 0**

**There are no facilities that meet your criteria.**

---

**Disclaimer:** The Florida Department of Environmental Protection (FDEP) has made a reasonable effort to ensure that the information provided is up-to-date and comprehensive but cannot guarantee the accuracy or completeness of the data. Any specific, missing information may be obtained through a public records request. For more information visit our [Public Records web site](#).

 *nexus-portal-webapp — 3.8.32.*  
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## ENVIROS

## Enforcement Action Advanced Search

  No information was found matching your selection criteria. Please try again.

Enforcement Action Number:

House Number:

To:

Street:

(All) ▼

(All) ▼

[Direction](#)[Street Name](#)[Street Type Suite](#)

City:

(All) ▼

▼

Zip:

(All) ▼

Section:

(All) ▼

Township:

(All) ▼

Range:

(All) ▼

Respondent:

[Norton Lilly International, Inc.](#)[Help on this page](#)  
Screen ID: 234

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## **Section Q - 4**

MACS Security upholds high standards for all equipment and follows maintenance programs regularly.

Our vans are inspected every quarter to ensure there are no leaks with exhaust for pollution and the oil is checked weekly to ensure there are no environmental pollutants.

## **Section R**

Norton Lilly Steamship Agency has multiple agreements in place with different Steam ship Lines in the Port. Objected is to service and assist our clients in all aspects of the port call.

Norton Lilly DBA MACS Security is one company planned to assist our customer base. The more services Norton Lilly DBA MACS Security can offer its clients the more the port can benefit from the revenue streams.