



Board of Directors

September 2, 2015

NUEVO PUDAHUEL

Content

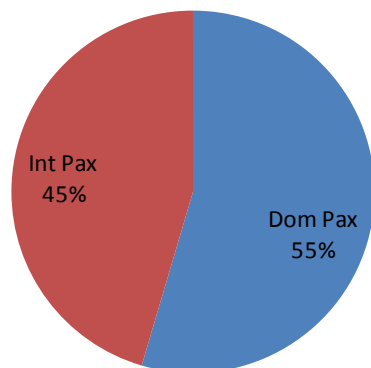
- **Traffic update**
- **Staffing progress**
- **SCL employees and service agreement**
- **Contracts transfer – Rates increases**
- **SITA**
- **BHS**
- **Equity call**
- **Budget and business plan**
- **Design review**
- **Design changes**
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- **Existing terminal improvements**
- **Communication plan for transition**
- **AOB**
- **Meeting with the Contractor**

TRAFIC UPDATE

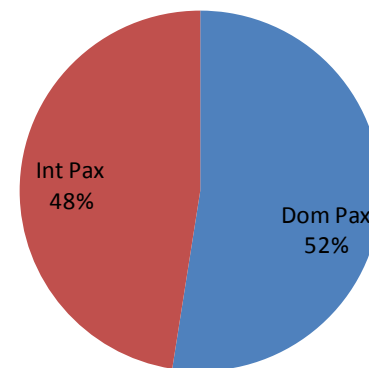
TOTAL PAX			
	S1 2014	S1 2015	%
Dom Pax	4 311 515	4 375 355	1,5%
Int Pax	3 590 394	3 961 654	10,3%
Total	7 901 909	8 337 009	5,5%

TOTAL PAX PAYING PASSENGER TAX			
	S1 2014	S1 2015	%
Dom Pax	2 174 680	2 202 765	1,3%
Int Pax	1 543 983	1 693 132	9,7%
Total	3 718 663	3 895 897	4,8%

S1 2014



S1 2015



July Traffic

- Domestic Departure Passengers: +6,0%
- International Departure Passengers: +15,2%

YTD July Total Traffic Departure Pax : +5,5%

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Staffing progress

- **IR & Quality manager** - Gerente: SCL CFO declined proposal. Recruitment process started in August
- **Communication Manager** – Subgerente
 - Concluded / part of the team since August 10
- **IT&T Manager** – Subgerente
 - Recruitment process in August – Integrate the team in September
- **BIM Manager** – Subgerente or Officer
 - Recruitment process in September– Integrate the team in October
- **Purchase Manager** – Subgerente
 - Recruitment process completed in August– Integrate the team Mid September
- **Route development Manager** – Subgerente
 - Recruitment process completed in August– Integrate the team on September 14
- **BHS + Water + Sewage supervisors**
 - Recruitment need being assessed
- **CTO team** – on going process from September to December
- **CTO local support – Advisor:** first contact done for design review / to be confirmed as technical advisor depending on performance during design review.

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SCL EMPLOYEES

- 5 SCL people haven't accepted NP offer
- 2 have accepted the offer but may not join the NP (2 maintenance staff – electromechanical)
- On August 14, labor contracts were sent to all SCL employees who had accepted the offer to continue with NP
- On August 25th, 98 / 107 employees have signed their contracts
- Some employees have raised the point of the exclusivity clause of the contract – will be assessed depending on the number of employees.
- Regarding the managers, 2 contracts have been signed from the 4 who accepted to continue with NP

SCL service agreement

- **Service agreement has been concluded with SCL for the following scope:**
 - Back Office Assistance for renewals of contracts
 - Assistance for accounting systems to be in place by October 1st
 - Assistance for IT transition
- **Cost will be based on real resources usage and is currently estimated to 150,000 Euros (net cost after compensation of services provided by NP to SCL after October 1st)**

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Contracts status

➤ Clients

- 190 Non Aeronautical lease contracts to be sent to clients on August 27
- 120 Aeronautical lease contracts ready to be sent to airlines and cargo operators (Tariffs to be agreed)
- 110 Contracts ending after September 30 : an assignment of right & obligations between SCL/NP/Client under finalization
- 65 service contracts to be sent to clients on August 27, 20 contracts for access to platform still under definition

➤ Service Providers (critical for operational continuity as of October 1st)

- Most current SCL contracts have been sent to actual providers for services until April 2016
- Some providers ask for modifications of contractual clauses and remuneration increases for variation of services agreed with SCL (cleaning, security, platform buses,...)

➤ Specific cases :

- **Cleaning Contract** : Board Members to give a special PoA to Nicolas Claude to sign the contract with current service provider which annual amount is higher than 60 000UF + VAT
- **Car park and Via Controlada** : negotiation ongoing with existing operator based on recommendations of consultants study. Special attention is given to communication and accompanying measures due to change of tariffs structure and levels. Via Controlada: share of minibus revenues under discussions.
- **Energy** : conditions (mostly price and duration) of a new contract with Chilectra are under analysis with a consulting firm
- **Water distribution and Sewage Treatment**: Maintenance contract are being negotiated with existing sewage treatment plant operator (DGAC subcontractor)
- **Public Transportation (including Via Controlada)** : negotiation ongoing with IF to maintain existing services. Legal issues may affect NP regarding free access to the infrastructure to all players.

Contracts status – Rates

- BALLs maximum rates are significantly above rates applied by SCL
- For most of the services, the option taken by NP is to apply maximum rates, except for rents.
- During meetings with Airlines, Express Mail companies and LATAM the range of the increased, cumulated to an application from October 1st, have generated a strong opposition, even more due to the fact that such increases have not been budgeted in 2015
- Specific discussions have been held particularly with LATAM on rents rates. Even though important increases are planned it is nevertheless considered not to reach the maximums, being still above the BP projections

- **Proposed scenario for new rates implementation is the following:**
 - Maximum rates application for Boarding and disembarking services is postponed to January 2016 – current rates are maintained meanwhile
 - Maximum rates applies from October 1st on the CUTE & CUPS fee
 - Maximum rates is targeted for the new fee per movement replacing the existing % on the turnover of the airside suppliers like catering or handling companies which is no more applicable with our regulation. *Discount till end of year could be considered* if required to ensure transition and first months of operation.
 - Office rates of 1 UF / m² / month increased to 1.15 UF on January 1st (maximum = 1.45).
 - Warehouse rate of 0.8 UF / sqm / month (maximum = 1,44) applicable from October 1st, with specific discount for domestic freight warehouse and potentially Express Mail facility. Unlike other contracts, Cargo contracts term would be extended till relocation date in 2017.

- **Discount based on growth**
 - LATAM requested discussing the implementation of a discount on aeronautical charges in case specific growth targets would be reached. The scheme would be negotiated with airlines till the end of the year.
 - Such discount has to be considered as a strong parameter for LATAM acceptance of rates increases

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SITA – CUPPS & CUSS - BSM

- New charging mechanism based on the fee per PAX has been agreed with SITA, included in RSO and presented to airlines. Strong opposition was faced from airlines regarding the tariff set out in the Balis (0,02 UF/ Departure Pax) which doubles regarding actual tariff.
- Contract has been sent to SITA. Difficult negotiation on airline credit risk.
- 3 options are reviewed with SITA :

USD/Months	Current Services	Self Bag Tag	Total NP Estimate Revenues	Net Revenues
12 months duration	287 000	29 100	480 000	163 900
24 months duration	229 000	24 700	480 000	226 300
41 months duration	184 000	22 900	480 000	273 100

Management recommends Option 3

- Existing equipment replaced at the end of their life cycle
- Allows to introduce new technologies in the short term (self bag tags,...) which would be more difficult with a short term contract
- 41 month option allow to tender technical solution for T2 and T1 allowing changes in T1 to take place when T2 is opened (less saturation)
- Independently of the tender, agreement can be achieved with SITA to provide equipment for piers opening in 2018 and 2019 (in case supplier would not be SITA for T2 change in piers would be done in 2020 – investment limited to the concerned boarding gates).

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- BHS improvement works are on standby due to technical aspects (integration of security equipment) and responsibility of DGAC in the operation of new facilities
- As per current trend works completion will last till November
- NP has clearly stated that it will not receive the system until works are successfully completed
- It seems that MOP cannot implement a solution by which SCL would continue assuming the works till their completion.
- **Proposed way forward:**
 - NP will take over the maintenance and operation of all operational systems including
 - Baggage delivery carrousel
 - Domestic check-in area (SKY)
 - New Premium check-in
 - NP pays for the new screening machines rent and their corresponding maintenance although they won't be fully operational (BALI obligation)
 - For the remaining departing BHS, solution to be agreed with MOP based on the principle that NP assumes responsibility for operational equipment, postponing full responsibility of the system to completion of works.
 - All costs generated by works delays (existing Xray machines maintenance, work force for Sky check-in,..) have to be assumed fully by SCL or MOP as well as all costs related to works completion.

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Equity call

➤ **According to the last BP:**

- Additional Equity needs in November 2015 (5000Mpesos = 7,5MUSD) to face December needs
- Additional Equity needs in December, 2015 (10000Mpesos = 15 MUSD) to face January needs
- Half of the unpaid equity is needed by January 31, 2016

000 CLP	31/07/2015	31/08/2015	30/09/2015	31/10/2015	30/11/2015	31/12/2015	31/01/2016
Operating Ebitda				703 246	703 246	703 246	1 503 652
Change in Wcapital	353 909	353 909	353 909	-1 180 676	-1 180 676	-1 180 676	-466 030
Transition Costs	-3 460 413	-3 460 413	-3 460 413				
T1+T2 Woks & MM	-11 304 850	-2 399 226	-2 396 262	-2 428 958	-4 151 885	-4 154 863	-4 165 848
Cost of Financing Close	0	-282	-9 645	-9 609	-9 894	-322 644	-5 543 440
VAT Impact	-2 207 439	-616 796	-616 796	2 558 673	-771 883	-771 883	-773 837
Total Equity Needs	-16 618 793	-22 741 601	-28 870 807	-29 228 131	-34 639 223	-40 366 044	-49 811 547

- **NP faces uncertainty regarding its operating revenues in Q4 2015** : Billing process untested yet, some clients may be reluctant to pay (raises in tariffs,...), MOP Fee (77,56%) amounts roughly to all “secured” NP revenues :

Oct- Dec 2015 Revenues	%	
Passenger Service Charge	62,0%	} 78,8%
Duty Free	11,5%	
Car park revenues	5,3%	
Other	21,2%	
	100,0%	

- **Management recommendation is to call for half of the unpaid equity (25MUSD) during October 2015**

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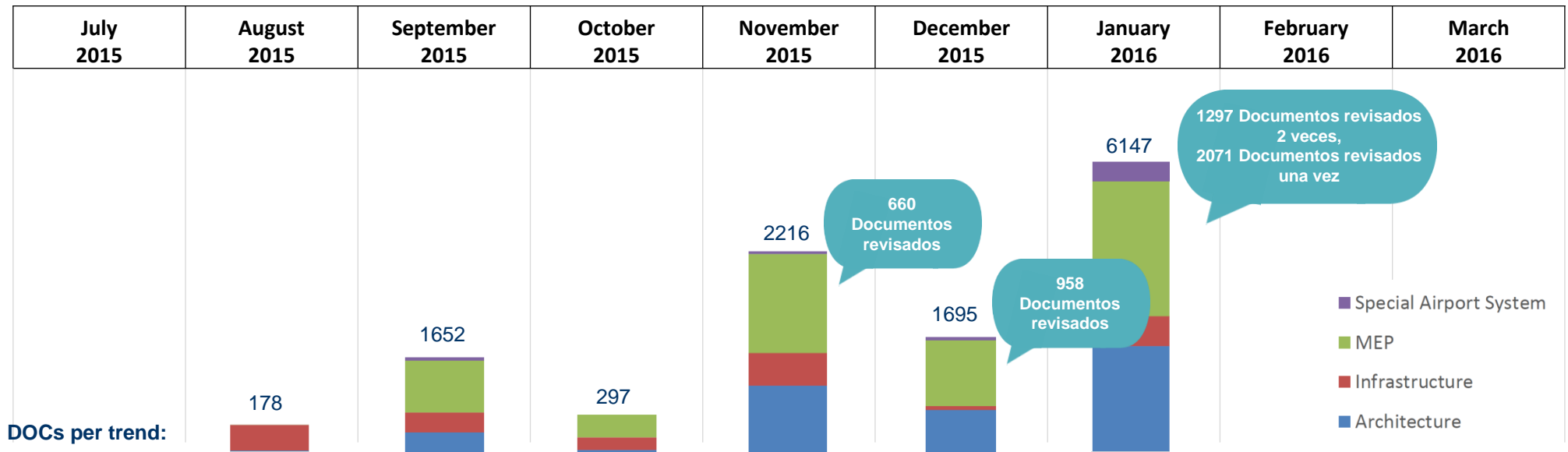
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Design Review Schedule

Documents to review



DOCs per trend:

Start of Review:	August 2015	September 2015	October 2015	November 2015	December 2015	January 2016
	10/08	08/09	15/10	01/11	05/12	01/01
	28/08	12/09		13/11	08/12	19/01
	31/08	25/09		20/11	28/12	22/01
		30/09		27/11		29/01
				30/11		

Design Area:

- ✓ Infrastructure Airside
- ✓ Terminal 2
- ✓ Ancillary Buildings
- ✓ Infrastructure Landside
- ✓ Administration buildings
- ✓ Terminal 1
- ✓ Terminal 2
- ✓ Temporary Terminal
- ✓ Ancillary buildings
- ✓ Parking buildings
- ✓ Infrastructure Landside
- ✓ Administration buildings
- ✓ Terminal 2
- ✓ Ancillary buildings
- ✓ Infrastructure Landside
- ✓ Terminal 1
- ✓ Terminal 2
- ✓ Temporary Terminal
- ✓ Ancillary buildings
- ✓ Parking buildings
- ✓ Infrastructure Landside

Review organization

Design Review Coordination

- ADP: A. Guibourt
- VA: M. Chtereva
- NP: X. Lortat-Jacob

Total number of documents: 7050

Size of review team: 16 persons

+ 6 persons of SCL to be dispatched

Leader

Non-locally based

Locally based

Advisor

Architecture

2457 DOCs

- ADP: G. de Maximy
F. Chibout
A. Guibourt
- VA: M. Chtereva
- NP: **R. Gerardi**
M. Dissler

Infrastructures

1209 DOCs

- ADP: J.L. Modaine
- VA: M. Chtereva
P. Lerat
F. Breton
- NP: **A. Artoukhine**

Special Airport System

394 DOCs

- ADP: G. de Maximy
E. Vautier
- VA: J. Pervenche
- NP: **M. Aubel**

A. Taleb

MEP

3133 DOCs

- ADP: O. Titeca
- NP: **M. Aubel**

COZ

Design Review Flow chart – Review

Responsible

CJV

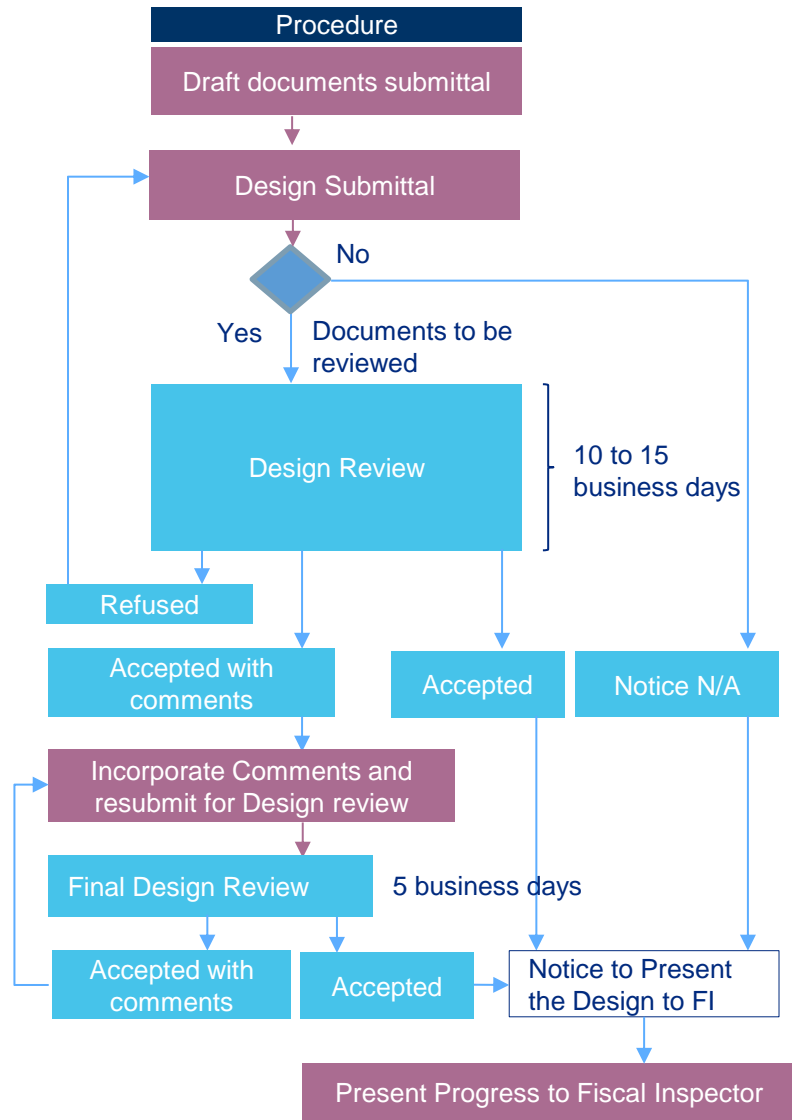
CJV

SPV

CJV

SPV

SPV + CJV



Comments

Unofficial submittal of DRAFT documents allowing the SPV to get familiar with the evolution of the Design.

Coincident with SPV Design Review.

Official submittal of Design documents:
 A) Presentation of the major Design issues by the CJV Designers in order to identify the documents of interest and eliminate part of the revision of the design.
 B) Submittal of hard copy + soft copy of the selected Design documents.

START of SPV Design Review.

Final Design Review should be tracking the implementation of previously formulated comments.

Presentation of Design Documents to the Fiscal Inspector.

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Design changes

Status

- Final changes have been presented to MOP + DGAC on May 29.
 - Positive feedback received except for Pier A, Parking and Piers reductions.
- Study on Roof overhang reduction has been delivered to MOP on June 24. MOP has validated the proposal on July 13. NP has instructed CJV to include this alternative in the Detailed Design on August 6.
- High level meeting with MOP took place on July 22.
- Studies of Suppression of temporary terminal, Suppression of pier A, Optimization of piers and Commercial layout have been delivered to MOP on August 11. MOP shall give an answer by the end of September.
- NP is finalizing studies of VIP lounge and Car park buildings which shall be delivered to MOP by the end of August.
- NP is finalizing technical report for BHS alternative. CJV will deliver cost estimate BHS alternative beginning of September.
- NP is launching studies for digital airport and T1 commercial layout.

Design changes

#	ITEM	Motivation	Submission to FI (target date)	Preliminary feedback	Estimated cost (UF)	Estimated cost (USD)	Estimated cost (M USD)
1	T2 BHS Design	Availability and operational improvement	End of September	Positif			
2	T2 Lounge Space Allocation	Revenue improvement	End of August	Rather positif	-4 100 UF	-146 247 USD	-0,1 M USD
3	Cancel Temporary Terminal	Finance improvement	11/08/2015	Rather positif	-104 009 UF	-3 710 001 USD	-3,7 M USD
4	Building Car Parks : car park level instead of landscaped roof+maintain of basement car park+structural provision for one future slab of car park	Revenues improvement	End of August	Rather negatif	50 278 UF	1 793 399 USD	1,8 M USD
5	Cancel the A - pier	Finance improvement	11/08/2015	Negatif	-451 485 UF	-16 104 470 USD	-16,1 M USD
6	Removal of Roof Overhangs - Piers	Finance improvement	24/06/2015	Positif	-49 979 UF	-1 782 751 USD	-1,8 M USD
7	T2 commercial layout Alt1 / Departure retail + Arrival retail/arrival BHS	Revenues improvement	11/08/2015	Rather positif	91 991 UF	3 281 331 USD	3,3 M USD
8	Connected airport (additional self boarding, self checking...)	Service quality improvement	October	Rather positif			
9	Reducing the pier length by 2 grids	Finance improvement	11/08/2015	Rather negatif	-170 049 UF	-6 065 648 USD	-6,1 M USD

Design changes - Simulation of different packages

Scenario 1: All modification approved

- In case all modification are approved as currently estimated, there will be a small excess of reinvestment beyond 70% of cost reduction
- For these modifications identified before the EPC signature, the 30% saving is distributed 20% for NP and 10% for the CJV
- **Net positive economic impact on EPC cost for NP**

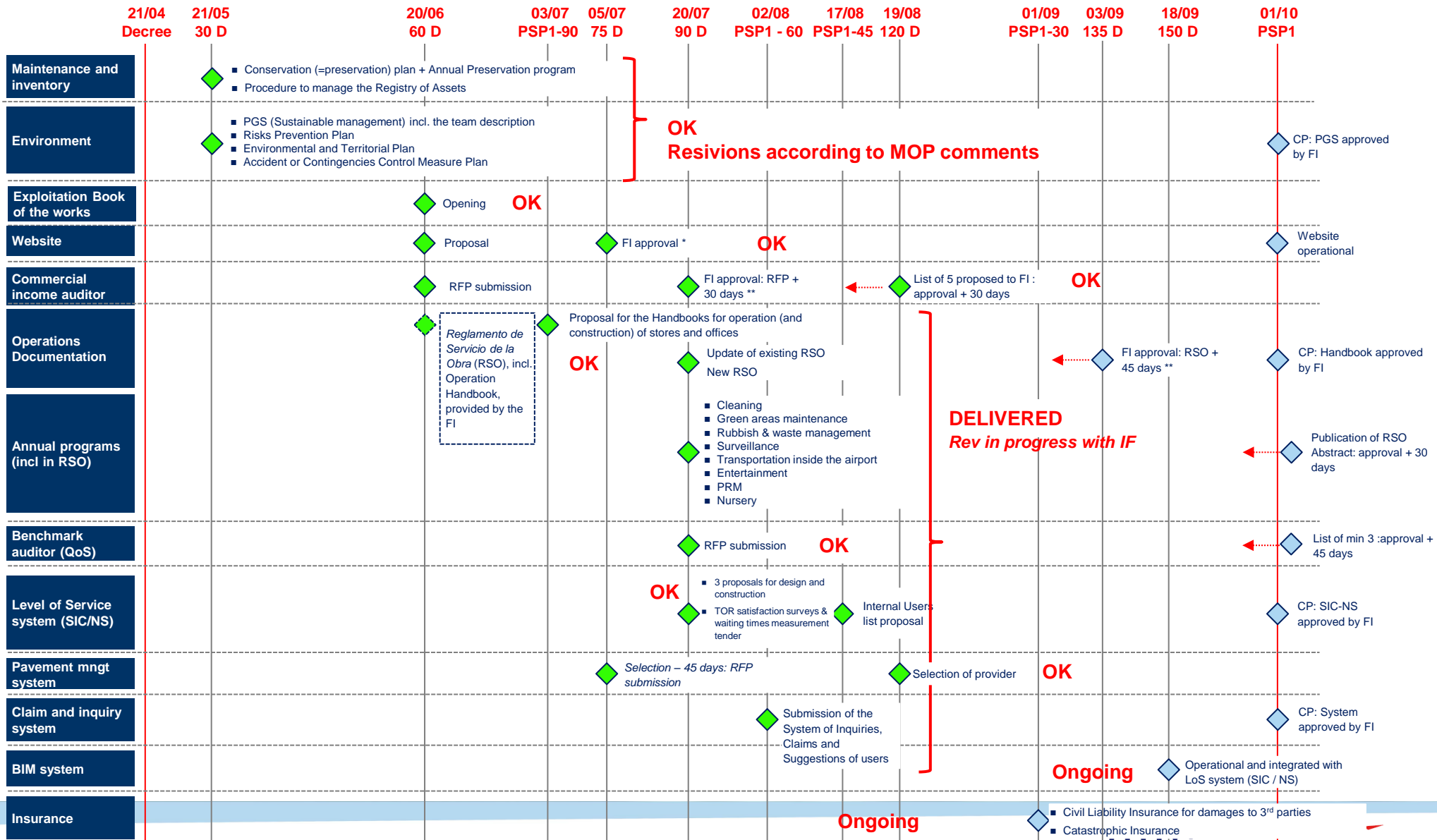
Scenario 2: Preliminary feedback of the MOP

- In case the following changes are not approved
 - *Pier A cancellation*
 - *Pier E and F reduction*
 - *Car Park modification*
- The saving will only cover 85% of the BHS improvements
- Alternative financing will need to be mobilized (Debt/Equity or Sub concessions with third parties)
- Reallocation of economic impact with the CJV will need to be addressed

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Compliance - Deliverables status (v 26 Aug 2015)



* Can be extended if comments

** Deadline if no comment. Can be earlier. Can be extended if comments

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Existing terminal improvements

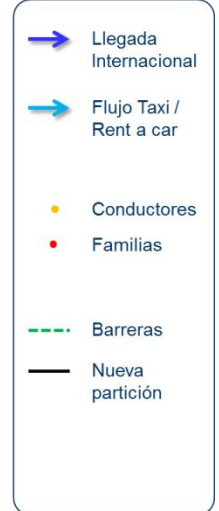
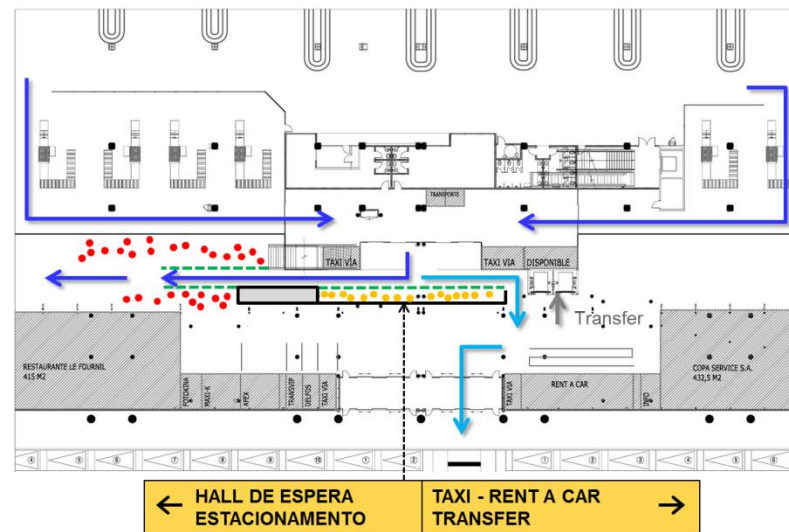
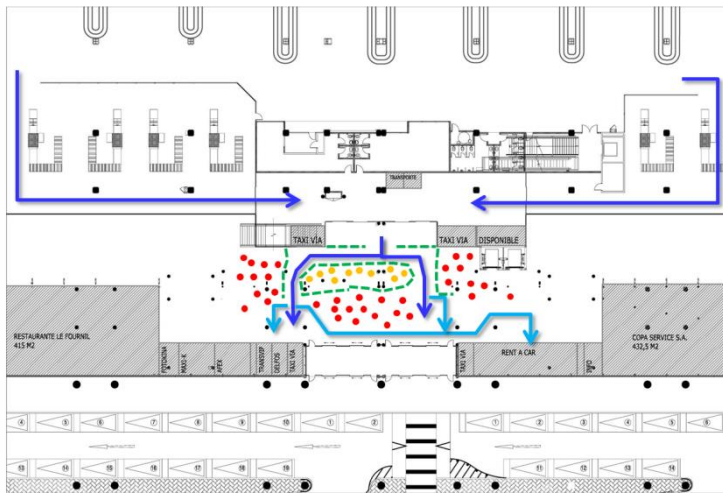
- The following actions are targeted to improve the services delivered in the terminal and offer the capacity required till the new terminal opening:
 - WiFi deployment
 - Self bag tag service
 - Arrivals new organization
 - Remote car park extension
- **WiFi**
 - Service has to be offered in the whole terminal on April
 - Target is to deploy the service gradually starting with boarding lounges first during first weeks of January 2016
 - Proposals for a 2 years contract is being finalized
 - Investment required from Nuevo Pudahuel would be around 50 KEUR
- **Self bag tag service**
 - Service is included in SITA quotation and can be deployed at the end of year if decision taken in September



Existing terminal improvements

➤ Arrivals new organization

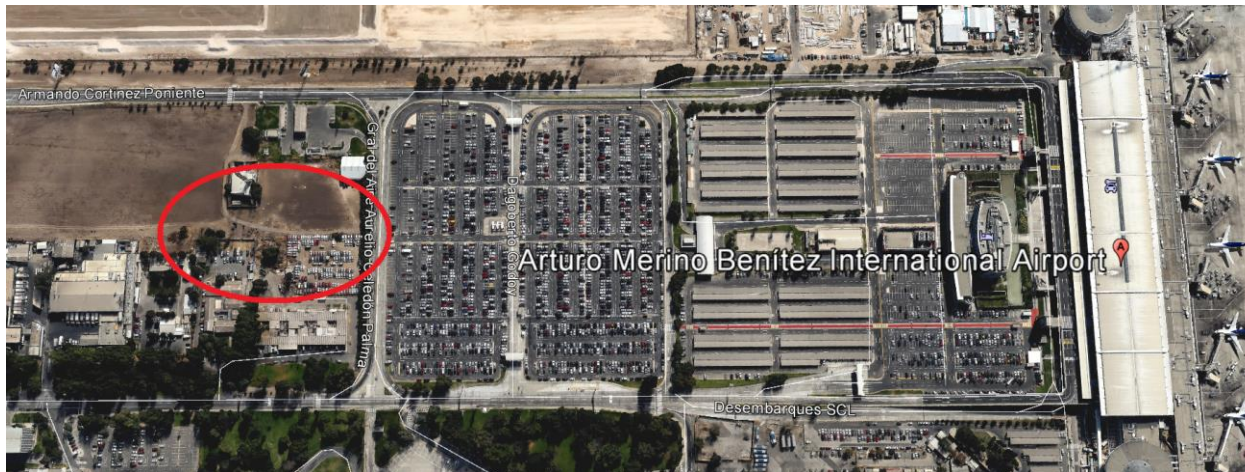
- Changes mainly consist in passenger flows new organization, changing temporary barriers for better solution and promoting purchase of taxis trips inside the controlled area to reduce illegal taxis market.
- Main flow would be directed towards F&B concession in the arrival hall for improved synergies



Existing terminal improvements

➤ Remote parking extension

- In various occasions airport car parks are closed due to saturation traducing an important lack of parking lots
- Existing car parks are also significantly used by employees paying low subscriptions
- To face the difficulty SCL has prepared an area for employees on the South of the existing cr park with minimum resources, poor quality of service and no revenues generation
- **The present car park situation represents a risk for NP, even more in the context of the planned rate increase and requires a short term solution, not compatible with the car park extension plan of the project.**
- *As such it is proposed to launch a project for a car park extension, on the same location than the option provided by SCL, generating revenues and offering a solution to the critical lack of capacity faced currently and that will increase in the near future.*



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Communication plan for transition

➤ Communications up to date

- **Website:** Wireframe, approved and finished. Checking texts, social media, and photographs. Last week of September will be open for test users (Nuevo Pudahuel, ADP, VINCI, Astaldi). Access to SCL FTP server to assure appropriate flights information will be done next week.
- **Branding:** Removal of all SCL logos (digital and printed) will be done October 1st, 00.00 hrs. Nuevo Pudahuel metallic badges will be worn by employees.
- **Social Media:** Plan features Linked In (formal branding), Instagram (emotional attachment with customers), Twitter (fast, two-ways information for the customer) and Facebook (in-depth airport information). Linked In, Twitter and Instagram will bring flow to Facebook (brand full attachment).
- **Press Kit:** Base press kit (“consortium”, “project” and “GM” documents ready and on hold for ADP, VA and Astaldi offices approval). New press releases will become available as CSR actions and new airport services are validated and become available.
- **Stakeholders:** Meetings held with City Hall of Pudahuel’s chief of staff, leader of Pudahuel’s neighborhood community, SCL communications department and minister’s chief of staff
- **CCM (Crisis communications management):** Identified 3 potential critical subjects (BHS, Vía Controlada, and airline fares modifications), press releases created and modified on every turn of the tide, ready to be sent to corporate for approval on demand.
- **CSR:** Currently on development. Plan to be sent to corporate offices for approval

Communication plan for transition

➤ Communication for October 1st

- **Press:** All interview requests on hold until October 1st as SCL consortium is operating the airport.
- **Ministry of Public Works press conference:** Tentatively to be held October 1st at 10:00 hrs. outside of AMB as requested by the minister's chief of staff. Ministry Alberto Undurraga will announce the *handing of keys* to Nuevo Pudahuel. GM will give a short statement providing general information of the airports improvements for the years to come. Set of Q&A in case inquiries regarding BHS, Vía Controlada or airlines fare modifications arise.
- **GM's interviews:** Set of interviews throughout the week, including an in-depth article on a nation-wide circulation magazine which will be featured that week.
- **Website and social media launching:** LATAM and Sky Airline are willing to provide 2 domestic tickets each to promote the online launching

Communication plan for transition

- **November CEOs visit organization (all plans and activities to be approved by corporates)**
 - Press conference to be held at 10.00 a.m. at AMB
 - Nuevo Pudahuel's media brand launching at 11.30 a.m. at AMB: employees, local authorities, community leaders and CSR protagonists.
 - Castillo Hidalgo (venue) reserved and 50% paid (CLP\$ 4.515.480 = US\$ 6,720)
 - Event at Castillo Hidalgo starting at 19.30 hrs.:
 - Focus on celebrating the closure of the concession process: ADP, VINCI and Astaldi
 - Creating guest list (government authorities, sponsors & affiliates, diplomats, advisors, economic leaders, airlines and banks) to be revised and approved by September 24th. Digital "Save the date" sent by September 28th, printed invitations sent on October 19th.
 - Speeches (protooled order):
 - President Michelle Bachelet
 - Minister Alberto Undurraga
 - ADP, VINCI and Astaldi CEOs
 - Budget request process undergoing for 3 top catering companies, 3 top invitations printers companies, mix of local, French and Italian music.
 - Media: On-line, magazines and newspapers social photographs.
 - Private photographer requested

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