

course of action may be mutually agreed upon by Owner and Engineer.

**ARTICLE 11. Records, Accounting, Inspection.** Engineer shall keep full and detailed records and accounts in a manner approved by Owner. Engineer shall afford Owner's authorized personnel and independent auditors, if any, full access to the work performed by Engineer regarding the Project and to all of Engineer's books, records, correspondence, instructions, drawings, receipts, vouchers and other documents relating to such work under this Agreement, and Engineer shall preserve all such records for three (3) years after final payment. Engineer shall deliver to Owner upon completion of such work, a statement of the cost of such work detailed according to the accounting procedure and requirements of Owner.

**ARTICLE 12. Subcontracting and Assignment.** This Agreement may not be assigned or encumbered by Engineer nor may Engineer subcontract any work hereunder in whole or in part, unless written permission is first obtained from Owner except as provided in **Exhibit "A"**. Owner shall have the right to approve any of Engineer's subcontracts of any portions of the work hereunder as Owner may deem advisable. Engineer will bind every subcontractor by written contract to observe all the terms of this Agreement to the extent that they may be applicable to such subcontractors.

**ARTICLE 13. Patents.** Engineer shall indemnify and save Owner harmless from all liability for alleged or actual infringement of any patent resulting from the use of apparatus or equipment furnished or designed by Engineer or from the use of any process designed by Engineer or effected by said apparatus or equipment, and Engineer shall indemnify and save Owner harmless from and against all costs, legal fees, expenses and liabilities incurred in or about any claim of or action for such infringement; provided, however, that Owner shall promptly transmit to Engineer all papers served on Owner in any suit involving such claim of infringement, and provided further, that Owner permits Engineer to have entire charge and control of the defense of any such suit. If