



Dear Authorized Independent Contractor,

Thank you for your desire to work with Gorilla Capital, Inc. and welcome! We invite you to take advantage of our website www.GorillaCapital.com, as it will give you an idea of who we are, what we're all about, and where we're headed! Below you will find all of the required information that we will need back from you. Please review all sections of this letter carefully and let us know if you have any questions. We look forward to doing business with you!

GETTING STARTED

Verification of Independent Contractor Status: Please fill out the enclosed form completely and provide the requested supporting documentation. Our workers' compensation insurance carrier mandates that we keep this information on file.

Independent Contractor Agreement: Please sign and date. Our workers' compensation insurance carrier mandates that we have a written agreement with each independent contractor with whom we do business, and it is important that we both understand our expectations of one another.

W-9: Please fill out. The IRS requires that we keep a W-9 form on file for whomever we do business with.

Certificate of Liability Insurance: If your services include construction on property we own, please request that your liability insurance carrier add Gorilla Capital, Inc. as an additional insured, and provide us with a certificate of insurance listing Gorilla Capital, Inc. as the certificate holder. Email, fax, and mailing address for submitting these documents are provided below. Additionally, we reserve the right to obtain certified copies of such. See supplemental handouts for more information.

Banking Info: Gorilla Capital offers payment by Direct Deposit (ACH) as an alternative to paper checks. This is the fastest way to receive your payment and we encourage all vendors to participate. Please provide us copy of a voided check if you would like to take advantage of this payment program.



Gorilla Capital, Inc. Independent Contractor Verification Checklist

Our Workers' Compensation insurance carrier and the Oregon Employment Division require verification of your independent contractor status. Please answer the following questions.

Name: _____ ("Independent Contractor") Phone: _____
Company Name: _____ Email: _____
Mailing Address: _____

1. Do you have a business license? **Please provide a copy.**
(**License #** _____, **exp:** _____) Yes No
2. Are you bonded? (**By:** _____ **#** _____, **exp:** _____) Yes No
3. Do you have your own tools and equipment to do this job? Yes No
4. Do you have employees? If yes, do you assure us you have Workers' Compensation insurance? **Please provide proof of insurance.** Yes No
5. Do you file federal and state income tax returns in your business's name or business Schedule C or Schedule F as part of the personal income tax return? Yes No
6. Do you advertise your business? Yes No
7. If you work off site, is the labor or service you primarily perform carried out at a location that is separate from your residence, or in a specific portion of your residence set aside as the location of the business? Yes No
8. Do you send out invoices? Yes No
9. Do you send monthly statements? Yes No
10. Do you have a business phone number that is different from your personal phone number? (**If yes,** _____) Yes No
11. Does your business entity assume financial responsibility for defective workmanship? Yes No

Signature

Date



Gorilla Capital, Inc. Independent Contractor Agreement

Gorilla Capital, Inc. ("Gorilla") hereby engages _____ ("Contractor") as an independent contractor, and the Contractor hereby accepts such engagement to perform services for Gorilla at any of its properties, such to be specified through a bidding process and incorporated herewith.

The Contractor agrees to complete all work under this contract in a workmanship like manner and in compliance with all building codes and other applicable laws. The Contractor warrants such, and guarantees all work performed for Gorilla for one year after the date of Substantial Completion. The Contractor agrees to carry liability insurance, as outlined and required in the Contractor Packet incorporated herein by reference thereto, with liability limits equal to or greater than those required for building contractors by state law, and to provide Gorilla with a current Certificate of Liability Insurance, and provide Gorilla with proof of renewal or changes of such.

The Contractor further agrees to indemnify and hold Gorilla harmless from issues that arise from the Contractor's work, including but not limited to, claims or liens by the Contractor's workman, sub-contractors, or materialmen in connection with the work performed, or from losses, expenses, damages, and injuries due to the Contractor, or his/her workman, sub-contractors, or materialmen failing to perform work in a reasonable workmanlike manner. Additionally, Contractor agrees to indemnify and hold Gorilla harmless for any damage to, loss of, or theft of tools, materials, or property of the Contractor or his/her employees, sub-contractors, or workmen.

Gorilla strives to promptly pay all contractors for completed work; Gorilla normally will issue payment to Contractor within 10 business days after Gorilla receives the proper documentation and approval. Such documentation must be submitted according to Gorilla's Accounting Procedures (see gorillacapital.com/contractor or reference the cover page of this packet). The timeframe in which Gorilla issues payment to Contractor depends on the Contractor's ability to properly submit invoices and documentation in the correct manner.

Any changes or modifications to this agreement must be made in writing and be signed by a Gorilla Regional President or Gorilla's CEO.

_____, Contractor
Signature

Printed Name

Request for Taxpayer Identification Number and Certification

**Give Form to the
 requester. Do not
 send to the IRS.**

| | | |
|---|--|---|
| Print or type See Specific Instructions on page 2. | Name (as shown on your income tax return) | |
| | Business name/disregarded entity name, if different from above | |
| | Check appropriate box for federal tax classification: <input type="checkbox"/> Individual/sole proprietor <input type="checkbox"/> C Corporation <input type="checkbox"/> S Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Trust/estate <input type="checkbox"/> Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=partnership) ▶ _____ <input type="checkbox"/> Other (see instructions) ▶ _____ | |
| | <input type="checkbox"/> Exempt payee | |
| | Address (number, street, and apt. or suite no.) | Requester's name and address (optional) |
| City, state, and ZIP code | | |
| List account number(s) here (optional) | | |

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on the "Name" line to avoid backup withholding. For individuals, this is your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN* on page 3.

| Social security number | | | | | | | | | |
|------------------------|--|--|--|--|--|--|--|--|--|
| | | | | | | | | | |

Note. If the account is in more than one name, see the chart on page 4 for guidelines on whose number to enter.

| Employer identification number | | | | | | | | | |
|--------------------------------|--|--|--|--|--|--|--|--|--|
| | | | | | | | | | |

Part II Certification

Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
3. I am a U.S. citizen or other U.S. person (defined below).

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions on page 4.

| | | |
|------------------|----------------------------|--------|
| Sign Here | Signature of U.S. person ▶ | Date ▶ |
|------------------|----------------------------|--------|

General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Purpose of Form

A person who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) to report, for example, income paid to you, real estate transactions, mortgage interest you paid, acquisition or abandonment of secured property, cancellation of debt, or contributions you made to an IRA.

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN to the person requesting it (the requester) and, when applicable, to:

1. Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
2. Certify that you are not subject to backup withholding, or
3. Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the withholding tax on foreign partners' share of effectively connected income.

Note. If a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

Definition of a U.S. person. For federal tax purposes, you are considered a U.S. person if you are:

- An individual who is a U.S. citizen or U.S. resident alien,
- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States,
- An estate (other than a foreign estate), or
- A domestic trust (as defined in Regulations section 301.7701-7).

Special rules for partnerships. Partnerships that conduct a trade or business in the United States are generally required to pay a withholding tax on any foreign partners' share of income from such business. Further, in certain cases where a Form W-9 has not been received, a partnership is required to presume that a partner is a foreign person, and pay the withholding tax. Therefore, if you are a U.S. person that is a partner in a partnership conducting a trade or business in the United States, provide Form W-9 to the partnership to establish your U.S. status and avoid withholding on your share of partnership income.



CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)

5/28/2014

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 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).

| | | |
|--|--|-------------------------------|
| PRODUCER Insurance Partners, LLC 545 First Street Lake Oswego, OR 97034 | CONTACT NAME: | |
| | PHONE (A/C, No, Ext): (503) 542-3933 | FAX (A/C, No): (503) 542-3944 |
| | E-MAIL ADDRESS: | |
| | INSURER(S) AFFORDING COVERAGE | NAIC # |
| | INSURER A : Scottsdale Insurance Company | 41297 |
| | INSURER B : Travelers Indemnity Company of America | 25666 |
| | INSURER C : Farmington Casualty Company | 41483 |
| | INSURER D : | |
| | INSURER E : | |
| | INSURER F : | |

COVERAGES CERTIFICATE NUMBER: 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 INSD | SUBR 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 <input checked="" type="checkbox"/> Owner's & Contractor <input checked="" type="checkbox"/> GL Broadening Endt GEN'L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC OTHER: | | | CPS1889454 | 01/01/2014 | 01/01/2015 | EACH OCCURRENCE \$ 1,000,000 DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 1,000,000 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 \$ |
| B | AUTOMOBILE LIABILITY <input checked="" type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> HIRED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input type="checkbox"/> NON-OWNED AUTOS | | | BA-7C191587 | 01/01/2014 | 01/01/2015 | COMBINED SINGLE LIMIT (Ea accident) \$ 1,000,000 BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$ \$ |
| | UMBRELLA LIAB <input type="checkbox"/> OCCUR EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE DED <input type="checkbox"/> RETENTION \$ | | | | | | EACH OCCURRENCE \$ AGGREGATE \$ \$ |
| C | WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) <input type="checkbox"/> Y / N If yes, describe under DESCRIPTION OF OPERATIONS below | | N / A | IKUB-9A61026-8-14 | 01/01/2014 | 01/01/2015 | <input checked="" type="checkbox"/> PER STATUTE <input type="checkbox"/> OTH-ER E.L. EACH ACCIDENT \$ 500,000 E.L. DISEASE - EA EMPLOYEE \$ 500,000 E.L. DISEASE - POLICY LIMIT \$ 500,000 |

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

Gorilla Capital, Inc. and all related companies are named as an Additional Insured for ongoing and completed operations, and coverage is Primary and Non-Contributory per forms attached.

| | |
|--|--|
| CERTIFICATE HOLDER | CANCELLATION |
| contractor@gorillacapital.com Gorilla Capital, Inc. and all related companies 1342 High Street Eugene, OR 97401 | SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS. AUTHORIZED REPRESENTATIVE  |