



2015 Model Year Competitive Assistance Program

**Johnson Controls Unitary
Products Liberties dealer**

LOCATION: 49200 Halyard Dr
Plymouth, MI 48170

APPROVED: August 19, 2014

VERSION: 3

PROCESSING CODE: FA4

CONTACT: Steve Hoffins

DEAL NUMBER: 7651

FAN: 405029

PHONE: 414-524-5487

SUBMITTED BY: Mike Lambregtse

The Competitive Assistance detailed below is offered for the 2015 model year. This offer is based on the representation of Johnson Controls Unitary Products Liberties dealer that they have received a competitive offer lower than that offered by General Motors Fleet and Commercial Operations.

ALLOWANCES FOR ELIGIBLE MODELS

Model	Tier	Invoice Credit*
Equinox	\$2,300	\$2,300
Terrain	\$2,550	\$2,550
Traverse	\$3,550	\$3,550
Acadia	\$3,550	\$3,550
Enclave	\$3,550	\$3,550
Tahoe	\$3,300	\$3,300
Yukon	\$3,800	\$3,800
Suburban	\$3,300	\$3,300
Yukon XL	\$3,800	\$3,800
Silverado/Sierra 1500 Regular Cab Work Truck 2WD (1WT or 1SA)	\$5,200	\$5,200
Silverado/Sierra 1500 Regular Cab Work Truck 4WD (1WT or 1SA)	\$5,200	\$5,200
Silverado/Sierra 1500 Regular Cab 2WD (excluding Work Truck)	\$6,200	\$6,200
Silverado/Sierra 1500 Regular Cab 4WD (excluding Work Truck)	\$6,450	\$6,450
Silverado/Sierra 1500 Double Cab Work Truck 2WD (1WT or 1SA)	\$5,700	\$5,700
Silverado/Sierra 1500 Double Cab Work Truck 4WD (1WT or 1SA)	\$5,950	\$5,950
Silverado/Sierra 1500 Double Cab 2WD (excluding Work Truck)	\$6,200	\$6,200
Silverado/Sierra 1500 Double Cab 4WD (excluding Work Truck)	\$6,450	\$6,450
Silverado/Sierra 1500 Crew Cab Work Truck 2WD (1WT or 1SA)	\$6,200	\$6,200
Silverado/Sierra 1500 Crew Cab Work Truck 4WD (1WT or 1SA)	\$6,450	\$6,450
Silverado/Sierra 1500 Crew Cab 2WD (excluding Work Truck)	\$6,700	\$6,700
Silverado/Sierra 1500 Crew Cab 4WD (excluding Work Truck)	\$6,700	\$6,700
Silverado/Sierra 2500/3500 Regular Cab Work Truck 2WD (1WT or 1SA)	\$5,100	\$5,100
Silverado/Sierra 2500/3500 Regular Cab Work Truck 4WD (1WT or 1SA)	\$5,350	\$5,350
Silverado/Sierra 2500/3500 Regular Cab 2WD (excluding Work Truck)	\$5,350	\$5,350
Silverado/Sierra 2500/3500 Regular Cab 4WD (excluding Work Truck)	\$5,600	\$5,600
Silverado/Sierra 2500/3500 Double Cab Work Truck 2WD (1WT or 1SA)	\$5,400	\$5,400
Silverado/Sierra 2500/3500 Double Cab Work Truck 4WD (1WT or 1SA)	\$5,650	\$5,650

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Model	Tier	Invoice Credit*
Silverado/Sierra 2500/3500 Double Cab 2WD (excluding Work Truck)	\$5,650	\$5,650
Silverado/Sierra 2500/3500 Double Cab 4WD (excluding Work Truck)	\$5,900	\$5,900
Silverado/Sierra 2500/3500 Crew Cab Work Truck 2WD (1WT or 1SA)	\$5,700	\$5,700
Silverado/Sierra 2500/3500 Crew Cab Work Truck 4WD (1WT or 1SA)	\$5,950	\$5,950
Silverado/Sierra 2500/3500 Crew Cab (excluding Work Truck)	\$6,200	\$6,200
Colorado/Canyon Extended Cab 2WD	\$1,400	\$1,400
Colorado/Canyon Extended Cab 4WD	\$2,300	\$2,300
Colorado/Canyon Crew Cab 2WD	\$1,800	\$1,800
Colorado/Canyon Crew Cab 4WD	\$2,700	\$2,700
Express/Savana 2500 Cargo Regular Wheelbase	\$6,250	\$6,250
Express/Savana 2500 Cargo Extended Wheelbase	\$6,650	\$6,650
Express/Savana 3500 Cargo Regular Wheelbase	\$6,900	\$6,900
Express/Savana 3500 Cargo Extended Wheelbase	\$7,050	\$7,050
Express/Savana Cutaway	\$5,900	\$5,900
Express/Savana Passenger	\$5,900	\$5,900
City Express 1LS	\$1,500	\$1,500
City Express 1LT	\$1,900	\$1,900
Purchase Volume	1+	

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

TERMS AND CONDITIONS OF COMPETITIVE ASSISTANCE PROGRAM

Payment by Invoice Credit

Competitive Assistance is payable as an **invoice credit** at the amounts listed in the table above.

Volume Requirement

Johnson Controls Unitary Products Liberties dealer agrees to purchase a minimum of 50 units in each model year covered by this agreement. If this minimum purchase volume is not attained, Johnson Controls Unitary Products Liberties dealer may be required to reimburse General Motors all or a portion of the Competitive Assistance paid that is over and above the amounts included in the GM National Fleet Purchase Program (FVX) in effect at the vehicle delivery.

Dealer/Distributor Eligibility

Johnson Controls Unitary Products Liberties dealer and the following subsidiaries of Johnson Controls Unitary Products Liberties dealer are eligible for the Competitive Assistance included in this agreement and any purchases will count toward the minimum



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purchase requirements.

York Dealers
Luxaire Dealers
Coleman Dealers
Fraser Johnston Dealers

End-User FAN

Customer Name

405029

Johnson Controls Unitary Products Liberties dealer

Out-of-Stock Purchases

All new GM cars and light duty trucks purchased from a GM dealer's retail inventory (out-of stock) are eligible for the Competitive Assistance included in this agreement. To qualify for this Competitive Assistance, the attached "CAP Out of Stock Purchase Agreement" form must be completed by Johnson Controls Unitary Products Liberties dealer or its authorized Fleet Management Company and the applicable dealer.

All new GM cars and light duty trucks purchased from a GM dealer's retail inventory (out of stock) for which Johnson Controls Unitary Products Liberties dealer received retail or other fleet incentives, in lieu of competitive assistance, will count toward the attainment of minimum purchase requirements included in this agreement if the ownership requirements that are described below are followed. Vehicles ordered with processing code FA4 cannot be converted to out-of-stock purchases and are not eligible for retail or other fleet incentives.

Vehicle Pricing

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

Price Protection

Price Protection is provided for the 2015 model year at introductory prices. Price protection pertains to ordered and dealer stock units and applies only to those specific vehicles identified as receiving Competitive Assistance. Price protection includes price increases based on economics and destination and freight charges. Price protection excludes vehicle price increases made necessary due to equipment adjustments, government-mandated equipment and emission changes, optional equipment made standard, mid-cycle enhancements and vehicle design changes.

Ownership Requirements

All vehicles delivered under this program must be titled, licensed and registered in the name of a Johnson Controls Unitary Products Liberties dealer or distributor, or their Fleet Management Company and retained by the Johnson Controls Unitary Products Liberties dealer or distributor for use in the United States for a minimum of 6 months.

Dealers / Distributors Eligibility and Documentation Requirements

Dealers / Distributors of York are eligible for the Competitive Assistance included in this agreement. To qualify, a Dealer / Distributor must provide business and relationship documentation to the selling dealer/Fleet Management company. The dealer/Fleet Management company must maintain a copy of substantiating documentation in the deal jacket for audit purposes.

Required Business Documentation: (One Required)

- Valid GM Fleet Account number
- Commercial business tax ID



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SUBMITTED BY: Mike Lambregtse

- Sales tax license
- State occupational / trade license
- Prior year Schedule C from 1040

Relationship Documentation: (One Required)

- Dealer / Distributor agreement
- Dealer / Distributor certificate
- Official letter from York documenting relationship

VEHICLE ORDERING REQUIREMENTS

PROCESSING CODE: FA4

FAN: 405029

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

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

GENERAL PROVISIONS

Agreement

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

Export Compliance

Johnson Controls Unitary Products Liberties dealer hereby agrees that the disposition or resale of the vehicles supplied by GM under this agreement are subject to the export control laws and regulations of the United States (U.S.) and shall comply with such laws and regulations.

Choice of Law

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

Vehicle Ordering and Delivery Instructions

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

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

CUSTOMER NAME: Johnson Controls Unitary Products Liberties
dealer
PROCESSING CODE: FA4
FAN: 405029

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

ORDERING CAP UNITS

Requirements for Standard Vehicle Order

- The assigned CAP Processing Code identified above must be included on the order.
- One of the fleet order types listed below must be included in the order.

Order Types

FLEET ORDER TYPE: FLS - Fleet Lease

Requires Primary Leasing Company FAN *and* End-User FAN

FLEET ORDER TYPE: FNR - Fleet Commercial

Requires End-User FAN

End-User FAN	Customer Name
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405029	Johnson Controls Unitary Products Liberties dealer
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Vehicle Ordering and Delivery Instructions

CONTINUED

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

DELIVERY REPORTING OF CAP UNITS

Ordered and Out-of-Stock CAP Units

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

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

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

Fleet Delivery Types

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

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

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

ADDITIONAL TERMS AND CONDITIONS

Commercial Upfit Programs

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

Fleet Out-of-Stock and Retail Incentives

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

Dealer/Distributor Eligibility

Johnson Controls Unitary Products Liberties dealer and the following subsidiaries of Johnson Controls Unitary Products Liberties dealer are eligible for the Competitive Assistance included in this agreement and any purchases will count toward the minimum purchase requirements.

- York Dealers
- Luxaire Dealers
- Coleman Dealers
- Fraser Johnston Dealers

End-User FAN	Customer Name
405029	Johnson Controls Unitary Products Liberties dealer



Vehicle Ordering and Delivery Instructions

CONTINUED

Ownership Requirements

All vehicles delivered under this program must be titled, licensed and registered in the name of a Johnson Controls Unitary Products Liberties dealer or distributor, or their Fleet Management Company and retained by the Johnson Controls Unitary Products Liberties dealer or distributor for use in the United States for a minimum of 6 months.

Dealers / Distributors Eligibility and Documentation Requirements

Dealers / Distributors of York are eligible for the Competitive Assistance included in this agreement. To qualify, a Dealer / Distributor must provide business and relationship documentation to the selling dealer/Fleet Management company. The dealer/Fleet Management company must maintain a copy of substantiating documentation in the deal jacket for audit purposes.

Required Business Documentation: (One Required)

- Valid GM Fleet Account number
- Commercial business tax ID
- Sales tax license
- State occupational / trade license
- Prior year Schedule C from 1040

Relationship Documentation: (One Required)

- Dealer / Distributor agreement
- Dealer / Distributor certificate
- Official letter from York documenting relationship

FAE Acknowledgment

This document has been presented to CAP customer.

Signature of Mike Lambregtse

CAP Out-of-Stock Purchase Agreement

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

PART 1 (to be completed by customer)

Johnson Controls Unitary Products Liberties dealer 405029 FA4
 Customer Name Customer FAN CAP Code Fleet Management Company, if applicable

For units listed in this agreement, customer accepts CAP incentive and understands no additional retail or dealer incentives/rebates apply (i.e. business choice, dealer cash, pull boards, etc.)*.

Print Name of Customer / Authorized Fleet Management Company Contact Phone Number

Signature of Customer / Authorized Fleet Management Company Contact Date

PART 2 (to be completed by dealer)

Dealership Name City, State Dealer Code

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

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

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

VIN	Dealer Trade	Transaction Completed
<input type="text"/>	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
<input type="text"/>	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
<input type="text"/>	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No

Print Name of Authorized Dealer Representative Phone Number

Signature of Authorized Dealer Representative Date

Dealer Note: This document is required as supporting documentation for *all* CAP out-of-stock purchase transactions and must be available in the Deal File. Both dealer and customer must retain a copy of this document.

* Always check program guidelines for compatibility.

Please contact 1-800-FleetOP (1-800-353-3867) with any questions.
 FAX to FleetOP at 586-986-1402 or 586-986-1401 to have the invoice adjusted and CAP code added.