

**SCHEDULE 4A
TO THE
COMPREHENSIVE INFRASTRUCTURE AGREEMENT
LEASE PROHIBITIONS**

Lease Prohibitions

This is Schedule 4A (Lease Prohibitions) to the Comprehensive Infrastructure Agreement between the Commonwealth and Vendor (the “Agreement”).

Because of a variety of specific laws and/or the doctrine of sovereign immunity, departments, agencies and institutions cannot agree to certain terms commonly found in real estate leases, agreements and contracts. The prohibited terms include:

1. Any express or implied waiver of the sovereign immunity of the Commonwealth of Virginia, any department, agency or institution, or any of its or their officers, agents or employees.
2. Any agreement or promise to indemnify, defend or hold harmless any person or entity.
3. Any agreement to provide or maintain insurance or insurance coverage to or for the benefit of any person or entity.
4. Any agreement which provides for binding arbitration or other binding dispute resolution.
5. Any estoppel against the Commonwealth or a department, agency or institution, or any agreement which requires the execution of an estoppel certificate, or any provision that would prevent the Commonwealth from making claims or establishing any defense against claims.
6. Any agreement that constitutes a waiver of subrogation or waiver of subrogation rights.
7. Any agreement requiring or providing for the payment of any attorney’s fees, collection costs, penalties or liquidated damages.
8. Any agreement purporting to grant security interests in property of the Commonwealth of Virginia; and, any agreement providing default provisions which provide for or authorize (1) Landlord to use any self-help remedies, (2) the distress or seizure of property of the Tenant, or (3) the blocking of the right of Tenant’s access to and removal of property and records of the Tenant from the Leased Premises.
9. Any provision prohibiting collection of debt by the Commonwealth of Virginia or any of its agencies under Virginia Code §58.1-520 et seq (Setoff Debt Collection Act).
10. Any provision that seeks to over-ride, constrain, alter or amend the requirement for appropriation of funds to be paid by the Commonwealth of Virginia or any its agencies, departments or institutions.

These issues are non-negotiable, and any contrary provisions in a lease, contract or agreement are unenforceable against the Commonwealth or its agencies.