

Exhibit 5

Personnel Surety Program / Contractor Employee Background Screening

Policy

All Contractor Personnel shall be required to undergo successful background screening **prior to** assignment to Shell/Motiva (hereinafter referred to as “the Company”) premises, jobsites or projects. The term “premises” is used in its broadest sense and includes, but is not limited to, all jobsites, projects and property owned, leased, operated or otherwise under the control of the Company.

Contractor and Subcontractor firms shall be solely responsible for pre-assignment as well as recurring background screening for persons planned or scheduled for assignment on Company premises. Contractor shall ensure this requirement is extended to Contractor Personnel, including consultants that Contractor elects to use. By assigning Contractor Personnel to Company premises, Contractor attests that Contractor has completed a satisfactory background check on the Contractor Personnel being assigned.

Pre-assignment background screening for Contractor Personnel shall be considered acceptable if (1) a successful background was completed by the Contractor or Subcontractor firm within the ninety (90) days immediately preceding assignment of the individual Contractor Personnel to Company premises **or** (2) the individual Contractor Personnel possesses a valid Transportation Worker Identification Credential (TWIC) or valid commercial driver’s license with a Hazardous Materials Endorsement (HME).

Background screening shall be at the Contractor’s or Subcontractor’s firm expense and shall not be reimbursable by the Company unless agreed upon in a written contract. The results of contractor background screenings shall not be shared with Company representatives. Contractor and Subcontractor firms shall authorize Company representatives to conduct audits, compliance reviews and investigations, which may require review of background screening records.

Contractor or Subcontractor firms that falsify and/or knowingly report an incorrect background status for Contractor Personnel assigned to and/or working on Company premises shall be dismissed and removed from the job and barred from conducting further business with the Company. Any contractor or subcontractor who falsifies information and/or knowingly reports incorrect information regarding a person assigned to Company premises, worksites or projects shall be dismissed and removed from the job and barred from conducting further business with the Company.

No exception to this policy shall be made except as permitted under Sections 7 and 8, *CS Procedures for Contractor Worker Background Screening*.

Implementation Guidelines

Contractor shall comply with the implementation guidelines detailed in the Shell Oil Corporate Security (CS) ***Procedures for Contractor Worker Background Screening***, dated 1 March 2010 (see Schedule 1 attached - “*Procedures for Contractor Worker Background Screening*”).

Applicability

This requirement applies to all contractors including but not limited to independent contractors, subcontractors, contractors through a third party, contractors through outsourcing arrangements/service contract, consultants and temporaries unless specifically exempted from the requirement as detailed in Section 3, *CS Procedures for Contractor Worker Background Screening*. When warranted, Contractor may submit a *Request for Assignment Waiver* in accordance with Section 7, *CS Procedures for Contractor Worker Background Screening*.

This requirement is not intended, and does not apply, to vendors; e.g. those individuals, firms or companies who only deliver goods to Company premises and do not provide on-site services.

Transportation Worker Identification Credential (TWIC) and CDL HME Endorsement

Contractor shall ensure that Contractor Personnel assigned to Company sites regulated under 33 CFR Parts 101-106, Maritime Security, and who may require unescorted access to such sites, possess a valid TWIC prior to assignment to Company premises. For additional detail on TWIC program requirements see <http://www.tsa.gov/twic>.

Contractor Personnel possessing a current valid Transportation Worker Identification Credential (TWIC) or a commercial driver's license (CDL) with a Hazardous Materials Endorsement (HME) shall be considered to have satisfactorily completed a Level 1 background. No further background checks shall be required unless the individual requires a driving history check, is assigned to a position requiring a Level 2 or Level 3 background check or the facility or Business Unit Manager believes additional background checks are necessary (see Section 6, *CS Procedures for Contractor Worker Background Screening* for additional detail).

Given that both the TWIC and the CDL HME are government required mandates, the Company shall not bear the cost of the programs.

Chemical Facility Anti-Terrorism Standards

Where applicable, Contractor shall ensure compliance with 6 CFR Part 27, Chemical Facility Anti-Terrorism Standards (CFATS), as well as facility Site Security Plans (SSPs) approved thereunder. This may include, but is not limited to, the submission of personnel identifying data (PID) on Contractor Personnel either (1) directly to the Department of Homeland Security (DHS) or (2) through the regulated site to DHS as may be required. For additional detail on CFATS program requirements see <http://www.dhs.gov/>.

Schedule 1

PROCEDURES FOR CONTRACTOR WORKER BACKGROUND SCREENING



Corporate Affairs Security (CAS) 1 Mar 10

1. OVERVIEW

Where permitted by law, US contractors, including but not limited to, independent contractors, contractors through a 3rd party, contractors through an outsourcing arrangement/service contract, temporaries, consultants, and subcontractors, shall be required to undergo successful background screening **prior to** assignment to Shell or Motiva (referred to hereinafter as "Company") premises. The term "premises" is used in its broadest sense and includes, but is not limited to, all jobsites, projects, and property owned, leased, operated or otherwise under the control of the Company.

The contractor and subcontractor firms shall be solely responsible for the performance of pre-assignment and recurring background screening for persons planned or scheduled for assignment to Shell/Motiva premises. All contractor firms shall ensure this requirement is extended to subcontractors, including consultants, the contractor firms may elect to use.

Pre-assignment and recurring background screening shall be required of those contractors who have access to:

- Company premises for the purpose of providing work or service(s) within secured or restricted areas;
- Company assets including, but not limited to, cash, credit cards, negotiable instruments, high value or business critical equipment or property;
- Company proprietary and/or sensitive information of any kind including but not limited to Human Resources information, financial data, procurement records, Security Sensitive Information (SSI), Chemical-Terrorism Vulnerability Information (CVI), and/or Protected Critical Infrastructure Information (PCII).
- Security systems design and/or operating information for the purpose of project planning, design, operation, installation, removal, modification, evaluation, testing or maintenance of security systems, devices, and/or hardware.
- Design, project engineering, maintenance or operating data and information related to critical infrastructure facilities, control or operating systems, and operating units.
- Company computer, data, SCADA and/or information systems, including hardware and software.

Pre-assignment background screening for contractors shall be considered acceptable if (1) a successful background was completed by the contractor or subcontractor within the ninety (90) days immediately preceding assignment of the individual to Shell/Motiva premises or (2) the individual contract worker possesses a valid Transportation Worker Identification Credential (TWIC) or a valid commercial driver's license (CDL) with HAZMAT endorsement.

With the exception of those contractor workers who possess a valid Transportation Worker Identification Credential (TWIC) or a commercial driver's license (CDL) with HAZMAT endorsement, background screening updates shall be completed on contractor workers at intervals not to exceed twenty-four (24) months following completion of the initial pre-assignment background. Backgrounds for those contractor workers holding TWIC and/or CDL HAZMAT endorsements shall be updated as required by the US Government. Note the Shell and Motiva Contingent Work Policy prohibits the employment of a contract worker for more than a 2 year (24 months) period; after the 2 year period a six (6) month break is required before the contract worker can return to the job site, at which time the background shall be updated.

Background screening shall be at the contractor firm and/or subcontractor firm's expense and shall not be reimbursable by Shell/Motiva unless agreed upon in a written contract.

Contractor firms shall ensure background screening is relevant to the work for which the worker is being considered and shall be responsible for determining the eligibility and suitability of persons considered for assignment to Shell/Motiva premises, job sites or projects. Contractors shall assign only its personnel who meet these requirements.

2. PURPOSE OF PRE-ASSIGNMENT BACKGROUND SCREENING

- Provide safe work environment/ reduce risk to Company personnel and assets
- Limit Company's legal liability to allegations of negligent hiring, etc.
- Verify identity and legal authority to work in the US
- Validate work related education, skills and qualifications
- Comply with Group Security & US Standards as well as US Law (MTSA/CFATS)

3. APPLICABILITY

These procedures apply to all contractors, subcontractors and consultants providing work or services on Company's US premises unless specifically exempted from the requirement (see **Attachment 1**).

These procedures are intended to apply to those contractors with whom the Company has a verbal or written contract and/or those contractors, subcontractors and consultants that provide routine, regular and/or recurring work or services on Company premises. This policy is not intended to apply to vendors or short-term service contractors who provide one-time work or services.

4. DEFINITIONS

Background Screening: An inquiry into the history and behaviors of an individual under consideration for assignment to Company premises.

Conviction: A judicial finding by a local, state or federal jurisdiction that a person is guilty of a crime; the state of having been proved guilty of an offense.

Criminal Records: Official records related to a criminal case. A crime is an act or omission of an act that is prosecuted in a local, state, or federal court by a government prosecutor and punishable by confinement, fine, restitution, forfeiture of certain civil rights, and/or a combination of the foregoing.

Deferred Adjudication: A plea bargain agreement between a defendant and a Criminal Court in which formal judgment is withheld or "deferred" pending the outcome of the probation period. If an individual is given deferred adjudication and he or she successfully completes the probation and conditions assigned by the court, the charges are dismissed. Deferred adjudication is not a final finding of guilt nor is it a final conviction.

Employment Verification: The process of contacting a person's past employers to confirm dates of employment, title, salary, and eligibility for rehire.

Felony: A serious crime usually punishable by imprisonment for more than one year or extensive fine.

Hazardous Materials Endorsement (HME): An endorsement issued by TSA for vehicle operators holding a state-issued commercial driver's licenses who are authorized to transport hazardous materials requiring vehicle placards under DOT regulations. The issue of a HME requires the individual to undergo a successful background investigation by TSA prior to issue.

Misdemeanor: A crime that is less serious than a felony and usually punishable by fine, penalty, forfeiture or confinement (usually for a brief term) in place other than a prison (such as a county jail).

Negligent Hiring: The failure to use reasonable care in the employee selection process resulting in harm to others. Employers have a legal duty not to hire persons who could pose a threat of harm to other persons or property.

Nolo Contendere or "No Contest": A plea available in certain jurisdictions in which a party declines to contest a charge without formally admitting guilt.

Transportation Worker Identification Credential (TWIC): A tamper resistant biometric-based identification card issued by the Transportation Security Administration (TSA) for all persons requiring unescorted access to secured and restricted areas of MTSA regulated facilities. The issue of a TWIC card requires the individual to undergo a successful background investigation by TSA prior to issue.

5. CONTRACTOR FIRM RESPONSIBILITIES

Contractors providing work or services to the Company shall:

- Have a written policy and procedures for the conduct of background screening
- Conduct screening and verify worker's backgrounds in accordance with the applicable state and federal laws
- Use a reliable, vetted and properly qualified background screener
- Ensure the privacy of workers as required by law
- Complete background screening check prior to assignment
- Perform routine scheduled background updates as necessary to ensure the integrity of the workers and "For Cause" background updates when warranted
- Inform the Company immediately if a contract worker no longer meets Company's background screening criteria; and
- Retain background screening records for a minimum of 5 years following termination of the worker's assignment to Shell premises and/or expiration or termination of the contract

Contractor's compliance with the above shall be subject to audit by the Company (see paragraph 10 below).

6. REQUIRED ELEMENTS OF CONTRACTOR BACKGROUND SCREENING

Business Units and/or facilities as appropriate shall establish a process to identify and classify contract workers into one of three risk levels and instruct contractors to conduct the relevant background checks required of each risk level. General workers representing the lowest level of risk to the Company, shall be classified as Level 1. Workers such as

professional and consultants representing a moderate risk to the Company shall be classified as Level 2. Workers assigned security sensitive positions, and representing the highest level of risk to the Company, shall be classified as Level 3.

Contractors shall conduct checks in accordance with the following:

A. Level 1 Background – General Worker Position

- 7-Year Criminal Conviction History (county, state, and federal records) – with automatic ban for those under indictment for, or convicted of, an offense involving:
 - Fraud, Dishonesty or Breach of Trust if the job or position requires the contract worker be entrusted with, or have access to, the Company's assets (cash, credit cards, negotiable instruments, proprietary or sensitive information, or valuable equipment or property).
 - Violent crimes, including sexual related offenses, if the assignment could potentially create an "at risk" situation to Company employees, contract personnel, visitors or the public.
 - Terrorism, Espionage, or Sedition.
 - Unlawful possession, use, sale, distribution or manufacture of an explosive device, firearm, or other illegal weapon.
 - Unlawful sale, distribution or manufacture of an illegal drug, controlled substance or drug paraphernalia. Unlawful use of an illegal drug, controlled substance or drug paraphernalia may disqualify the individual based on the circumstances, nature and length of time since the conviction occurred.
 - A violation of human rights as prescribed in the Voluntary Principles on Security and Human Rights (VPSHR) or a violation of the Use of Force Principles.
 - For purposes of screening the term "Criminal Conviction" includes Deferred Adjudication, No Contest pleas, and related Attempts and/or Conspiracy to Commit the offenses identified above.
- Check of name against specified Terrorist Watch List(s).
- Verification of Social Security Number.
- Verification of Immigration Status, including valid I-9 Form where applicable. Note the Company expressly prohibits any contractor from employing any person on Companies premises who does not have valid authorization to work in the United States.
- Driving History (Where permitted by law and if contractor is required to operate a motor vehicle on Company premises; does not include those persons that operate heavy equipment such as switch engines, forklifts, cranes, etc.).

Contract workers possessing a current valid Transportation Worker Identification Credential (TWIC) or a commercial driver's license with a Hazardous Materials Endorsement (HME) shall be considered to have satisfactorily completed a Level 1 background. No further background checks shall be required by the Company unless the individual requires a driving history check or is assigned to a position requiring a Level 2 OR 3 background check.

Facilities shall require additional background screening of contract workers who possess a valid TWIC when determined necessary as a result of a Security Risk Assessment (SRA) or when deemed appropriate by management.

B. Pre-Level 2 Background – Professional and Consulting Positions

Those checks performed for a Level 1 background screen plus:

- Verification of job-related Credentials (degrees, technical training, licenses, certifications)
- Verification of prior employment (previous 7 years)
- Personal reference checks (minimum of 3)
- Current Credit/Financial History (if directly related to the job or position)

C. Level 3 Background – Security Sensitive Positions

Those checks performed for a Level 1 and 2 background screens plus:

- Civil Litigation (county, state and federal)
- Verification of military service for those individuals reporting service in the US armed forces
- Job Skills and/or Psychological Testing as warranted
- Current Credit/Financial History (if directly related to the job or position)

7. WAIVER OF ASSIGNMENT FOR DISQUALIFIED PERSONNEL

Assignment Waivers for individual contract workers who have failed the Company's background requirements may be granted by the Company under special circumstances.

Requests for Assignment Waivers shall be submitted to the appropriate Company manager and only with the prior written approval of the individual contractor worker for whom the waiver is being requested.

Requests for Assignment Waivers shall be made by the contractor on the prescribed form (See **Attachment 2**) and shall include the following information:

- Name of individual for whom waiver is requested,
- Date and description of disqualifying offense,
- Date and nature of adjudication (convicted, no contest, deferred adjudication, etc),
- Reason waiver is being requested,
- Statement there is no alternative to assignment of the individual,
- Description of services to be provided by the individual,
- Effective dates for which the waiver is approved,
- Actions contractor will take to ensure appropriate supervision of the individual,
- Date and signature of the individual for whom the waiver is requested attesting that the information provided in the waiver is true and correct.

Requests for Assignment Waivers shall be approved by the appropriate Facility or Site manager in writing and endorsed by his or her immediate supervisor in writing. Waivers shall be granted for a period not to exceed 30 days, and may be renewed for a maximum of 30 additional days upon approval of the Facility or Site Manager.

Assignment Waivers shall not be granted as a matter of routine. Rather, waivers may be approved only in exigent or emergency circumstances or in the event there is no alternative to obtaining the required skill or service(s) available necessary to complete the required work or service.

8. ESCORT OF SHORT-TERM CONTRACTORS

As an alternative to requiring a background screen or Assignment Waiver, facilities/sites may provide a "side-by-side" escort of non-cleared contractor workers assigned to perform short-term work or services on Company premises. "Short-term" work or services is defined as either essential or emergency work or service not exceeding two (2) business days, whether done with or without benefit of a written contract.

Escort(s) shall be approved by the facility/site manager with the following provisions:

Escorts must remain in the immediate vicinity of, and provide continual observation of, non-cleared workers at all times such that the escort can immediately intervene if the individual being escorted attempts to enter unauthorized areas or perform unauthorized activities.

Escorts may be either a Company employee or a contractor supervisor who has completed a successful background screen in accordance with these requirements.

9. PRIVACY OF CONTRACTOR WORKER INFORMATION

The results of contractor or subcontractor background screenings shall not be shared with Shell/Motiva and contractors and subcontractors shall not be required to furnish copies of completed background screening reports on their employees to the Shell/Motiva. Further, contractors and subcontractors shall not disclose to the Company those factors or events that resulted in an individual's disqualification from assignment to Company premises except with the written permission of the individual involved.

10. AUDIT OF CONTRACTOR'S PROGRAM

By assigning contractor's workers to Company premises, worksites or projects the contractor firm attests that the contractor has completed a satisfactory background check on the worker being assigned. No additional attestation will be required of contractors.

However, as detailed in the written agreement for service(s) executed between the Company and the Contractor, the Company reserves the right to audit contractor's background screening program at any time, whether announced or unannounced. The contractor shall, upon request, permit an authorized Company representative to review background screening records, including those of individual contractor employees, in order to conduct a compliance review, audit or investigation. Contractors shall ensure this audit requirement is extended to subcontractors or consultants they may employ on Company premises or in furtherance of Company projects.

11. NON-COMPLIANCE

Any contractor or subcontractor firm that knowingly and/or intentionally falsifies or reports information or incorrect background status on a contract worker assigned to and/or working on Shell/Motiva premises or projects shall immediately remove the worker in question from

the premises or project. Subsequently, the contractor firm shall be dismissed from the job and permanently barred from conducting further business with the Company.

Any contractor firm that, while acting in good faith, errs in reporting the correct background status of a contract employee working on Company premises shall, as soon as practicable upon discovery of the error, notify the appropriate Shell or Motiva representative of the employee's correct status. The contractor shall then take immediate steps to remove the individual from Company premises and replace the person with a qualified individual. If warranted, the contractor may subsequently submit a Request for Assignment Waiver to the Company if the individual's skills or labor are essential to completion of the work, service, or assignment.

Facility/site management shall report any such event as a security incident in the Fountain Incident Management (FIM) system, and if regulated, to the USCG or DHS in accordance with their approved Facility or Site Security Plan. Plant Management shall subsequently determine, through a review of the circumstances, what penalties will be imposed on the contractor. Any exception to this procedure shall require the written approval of the Facility/site manager's as well as his or her immediate supervisor.

12. QUESTIONS

Ownership of this procedure rests with Shell Corporate Security (SCS) US and questions should be directed to Jose Cortes, Regional Security Manager North America, Shell Oil Company, Houston, TX (713) 241-1807.

CONTRACTOR FIRM BACKGROUND SCREENING CRITERIA - US

Contractor and Subcontractor firms required to conduct employee background screening

Contractor and Subcontractor firms EXEMPTED from employee background screening (unless required by separate written contract)

Abrasive Blasters	Attorneys, paralegals and other outside legal services
Administrative / Secretarial / Clerical	Building maintenance services, when Shell/MOTIVA is not the owner/operator
Aviation / Aircraft Pilots	Catering Services
Cafeteria/Food Service (except Catering Services)	Compressor service / repair
Construction	Crane or other heavy equipment service / repair
Demolition	Delivery (e.g., USPS, Fed Ex, laundry, vending)
Dock Operators	Elevator service / repair
Emergency Response	Fire Extinguisher Servicing
Environmental Remediation	HVAC service / repair
Excavation activities	Landscaping/Mowing/Weed abatement if service is provided outside facility perimeter in public areas
Fire Protection Systems Installation / Maintenance	Law Enforcement / Government Officials
Heavy Equipment Operations	Locksmith, unless under exclusive contract to the Company
Inspection Service / Marine chemists	Overhead door service
Janitorial Services	Plumbing
Landscaping / Mowing / Weed abatement, when contractor has access inside the perimeter or to secured or restricted areas.	Personnel transportation services (bus, taxi, etc), unless under direct hire of the Company
Maintenance, including but not limited to, rail, tank farms, operating units, pipelines/right-of-ways, loading/product racks, buildings, fencing, etc.	Railroad and railcar crews/maintenance
Meter Proving service / repair	Sample pick-up / off site testing
Nitrogen Purging	Telephone service / repair
Painting	Trash pick-up
Personnel transportation services (bus, taxi, etc) if under direct contract to the Company	Utility companies
Professional services including but not limited to consulting, engineering, drafting, human resources, financial, IT, procurement, medical, corporate affairs event management, etc.	Valve and pump service / repair (off site and pipeline ROW)
Records storage services	
Security equipment installer/maintenance	
Security guard personnel	
Service Technicians	
Tank Cleaning	
Temporary Labor (Temps)	
Vacuum Truck Services	
Valve and pump service / repair (on-site only)	
Welders	

Request for Assignment Waiver



PERSON FOR WHOM ASSIGNMENT WAIVER IS REQUESTED

Name of individual for whom Waiver is requested (Print): _____

Employer Name: _____ Job Title: _____

Date, Location and Description of Disqualifying offense(s): _____

Date and Nature of Adjudication (i.e. conviction and sentence, no contest, deferred adjudication, etc.): _____

This Request for Waiver, and the information herein, is submitted with my full knowledge and consent. I understand I may be requested to provide additional personal identifying information, such as date of birth, if required. I certify the information provided in this waiver is a true and correct to the best of my knowledge.

Signature: _____ Date: _____

Contractor / Requestor Information and Approval Use Only

Reason for Waiver request (include description of services to be provided by individual, availability of alternate personnel to provide the service(s), etc. _____

Additional security measures and actions that will ensure appropriate supervision of the individual: _____

Name of Person requesting Waiver (Print): _____

Company Name: _____ Job Title: _____

Phone: _____ Email: _____

Period for which Waiver requested: _____

I certify this waiver is submitted with the full knowledge and approval of the individual named above; and the information above is true and correct to the best of my knowledge. I also understand the Company reserves the right to rescind this waiver at any time, with or without cause.

Signature: _____ Date Approved: _____