

The Retail Contractor

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NEWSLETTER

Shifting the Risk of an Owner's Failure to Pay

Who bears the financial risk when a project owner is unable to make payments that have been earned? The answer depends not just on the terms of the general contract and subcontracts but on the statutes and case law of the place where the project is located. The outcome can be different on one side of the road than on the other, if that road happens to be a state line. You should consult with your counsel before signing your contract and there are too many jurisdictions and form contracts to cover all the possibilities here. Also, be wary of 50 State Surveys of the law. They are not always accurate, always at least a day out of date and intended for lawyers to use as a starting point for an analysis. A few of the key considerations are covered in this article.

Start with the terms of your subcontracts. If you do not have a "Pay If Paid" clause in your subcontract, you will not be relieved of your obligation to pay subcontractors just because you do not get paid. Pay If Paid clauses are not always enforceable, are not enforceable in some states and even if enforceable do not prevent some statutory obligations. However, a Pay If Paid clause will never be enforced if the parties didn't agree to it. The language of a Pay If Paid clause needs to be legally precise. "Contractor will pay Subcontractor 14 days after the Owner pays the Contractor" – that is not a Pay If Paid clause and will not shift the burden of an Owner's non-payment to the subcontractor. At most, that is a Pay When Paid clause that most courts will interpret to mean that if a payment is delayed to the general contractor, a delay in payment to the subcontractor is justified, but if the owner never pays, the clause does not apply to relieve general contractor of its obligation to pay the subcontractor. Different state courts look for different language to find a Pay If Paid clause enforceable. Commonly, the term "condition precedent" is required – the subcontract must make the owner's payment a "condition precedent" to the general contractor's obligation to make a payment to a subcontractor. Certainly, Pay If Paid clauses can be drafted to make it even more clear that the risk of the owner's nonpayment is shifted to a subcontractor. It takes a precise interpretation of state law to draft a good Pay If Paid clause – don't rely on this article for legal advice and don't try this at home.

Even with a well-crafted Pay If Paid clause, you might not be able to shift the burden of non-payment. Many states have determined that Pay If Paid clauses are against the public policy of the state and will not allow the burden of an owner's nonpayment to be shifted to a subcontractor. Other states apply a very strict interpretation of contract clauses that a party alleges were intended to shift the burden downstream and will only enforce those clauses in specific circumstances or might not enforce a facially valid clause because it would be unfair, in the court's view, to do so. Knowing the law of the state in which your project is located and the law that applies to your subcontract is key to managing the risk of non-payment. Many times the parties will follow one of many form contracts that have a choice of law clause that selects the law applicable to the place of the project but the parties could also decide that the subcontract is to be governed by the law of a different state, perhaps the one in which the general contractor is located. Once again, state laws can impact which law can apply to a subcontract. Some state statutes will apply

to the work of a subcontractor in that state, no matter what the parties agree. However, payment and financial risk do not have to occur in the state in which the project is located. The nuances of selecting the law that should apply to your subcontracts is a good subject for a discussion with your attorney.

You have a well-crafted Pay if Paid clause in a state that will enforce it – but you are still not out of the woods. Your subcontractors likely have mechanics lien rights and you likely have exposure to lien claims. That exposure to a personal judgement – not one that allows foreclosure on the property – can be a significant problem. That half-built video rental store might not have enough

value to pay the subs for their work, much less give you a way to recover, and the LLC that tried to develop it is out of money. Your Pay-If-Paid clause prevents you from having a contractual liability but a court may still allow a subcontractor to enforce its lien against you. A properly worded Pay-If-Paid clause might give you some ammunition to claim that the subcontractor has no lien rights because it has no contractual right to payment. Giving extra care to drafting the clause with limiting liens in mind, and restrictions on waiving lien rights, is key. The flow-down clause in your subcontracts is also a key component to managing payment risks. If your electrical subcontractor is saddled with the payment risk but does not pass that buck to its suppliers, you can end up with valid claims from suppliers under a lien law or other statute that allows an end run on your subcontract and payment risk back

on your door step. More complications arise if an owner or subcontractor end up in bankruptcy or receivership.

The risk of an owner's nonpayment is hard to manage and better to avoid. Most form general contracts allow a general contractor to receive proof of the owner's ability to pay before a contract starts and allows for a lack of proof of an owner's financial ability to perform to be a reason to stop work. Some owners either edit or remove those terms, or exclude them from their own construction contracts. It's an important term that shouldn't be surrendered lightly. Developers or owners often use LLCs to be the party to a construction contract to cut off liability (but would never allow a contractor to do that) and without a guaranty from a well-funded guarantor, you may have little other than the value of the project to go after if you are not paid. Guaranties aren't always easy to get but are always worth considering as part of the payment risk equation. Some owners have tried to turn the Pay-If-Paid concept to their advantage by inserting clauses in general contracts that condition an obligation to pay the general contractor on the owner's receipt of payment from a construction lender or equity investor, sometimes before an equity investor exists. Compliance with an inspecting architect's reasonable efforts to confirm the value of construction work actually performed is one thing. An owner trying to shift its inability to get financing to the contractor is quite another.

Getting paid is at the heart of the construction industry. Good quality work, delivered on budget and on schedule is great, unless you don't get paid. It is even worse when you have to pay subcontractors with your own money. That risk can be managed but it is not an easy, straightforward or consistent process.



By Jeffrey Hamera,
Duane Morris

Jeffrey L. Hamera is vice chair of Duane Morris' Construction Group, and is based in Chicago. He practices in the area of litigation with a focus on the construction industry. Mr. Hamera's clients include general contractors, design/builders, construction managers, subcontractors, suppliers, owners, architects, engineers and sureties.



RCA's mission is to promote professionalism and integrity in retail construction through industry leadership in education, information exchange, and jobsite safety.

New Job Bank

Introducing a new member—and industry—benefit. Our job bank can be viewed at retailgcs.mcjobboard.net. RCA members can post openings at no charge (members must be logged in to add a position). Anyone can view the open positions, which are searchable by keyword, location, and position type. Job seekers can also post resumes to be viewed by potential employers.

Johnson Controls

RCA has received a Johnson Controls Fire Protection RCA addendum approved for use (updated in September 2021). The files are posted behind the Members Only login on our website.

RCA members have found it helpful to contact Edward Dreyfus at Johnson Controls if they encounter any regional offices that resist using the addendum. He can be reached at Edward.Dreyfus@jci.com or 973-586-8844.



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President's Message

Ray Catlin, President, Threecore, LLC



Ray Catlin

As we get ready to close out 2021 and look forward to 2022, our industry as a whole continues to be challenged with labor shortages and volatility in material pricing and availability. One thing that is certain, what was true today won't be accurate tomorrow and we will continue to be faced with challenges in the months and years ahead. We as an industry, more than ever, need to come together to develop real solutions to the problems that lie in front of us. We ask owners to bring us in early in the

process to address challenges; we must do the same and start engaging now in meaningful efforts to affect change.

Specifically, as I look at the labor issues we all face, we must find ways to make our industry more attractive to the next generation. The longer we put off facing this challenge, the more difficult it will be to solve. This issue drives all the way through our business: from project managers to project superintendents to the trades in the field working day in and day out.

Years ago, I was a young project engineer working on the renovation of a high school in Maryland. The high school was in a very affluent neighborhood. One Saturday, I was working on the project and a neighbor stopped by and told me how disappointed she was that our high schools don't teach students about business and technology. As we were talking, I looked at the brick masons working on the concession stand and told her the real tragedy is we don't teach and train our students the vocational trades. We teach them that going to college is the only option. We need to get back to our roots and understand that the trades are what built this great country we live in and entering the trades can be an incredible career with lots of possibilities. We need to show respect for the trades and understand that those working there also have families and are working sun up to sun down, six days a week, which creates challenges in their lives.

For years we have been talking about the labor shortage that was quickly approaching us in our industry. The pandemic accelerated that challenge. Now is the time for us to come together to find real solutions and to start driving those solutions to solve the problem.

We cannot wait for the next generation. It is our problem to solve.

I am confident that by pooling our collective resources, knowledge, and creativity, we can make the difference our industry needs and deserves. I am excited to see those solutions become a reality.

PS-If you have any feedback or ideas on this topic, please contact me at ray.catlin@threecorellc.com.

For years we
have been
talking about
the labor
shortage ...
Now is the
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solutions.

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RCA Membership

RCA members must meet and maintain a series of qualifications and are approved by the Board of Directors for membership. They have been in the retail construction business as general contractors for at least five years; agree to comply with the Association's Code of Ethics and Bylaws; are properly insured and bonded; are licensed in the states in which they do business; and have submitted letters of recommendation.


COMPANY	CONTACT	PHONE	STATE	EMAIL	MEMBER SINCE
Acme Enterprises, Inc.	Jeff Lomber	810-499-7127	MI	jloMBER@acme-enterprises.com	2009
Atlas Building Group	Brian Boettler	636-368-5234	MO	bboettler@abgbuilds.com	2017
Bogart Construction, Inc.	Brad Bogart	949-453-1400	CA	brad@bogartconstruction.com	2008
Buildrite Construction Corp.	Bryan Alexander	770-971-0787	GA	bryan@buildriteconstruction.com	2013
Commercial Contractors, Inc.	Kenneth Sharkey	616-842-4540	MI	ken.t.sharkey@teamcci.net	1990
Commonwealth Building, Inc.	Frank Trainor	617-770-0050	MA	frankt@combuild.com	1992
Connor Construction, LLC	Benjamin Connor	856-599-1765	NJ	bconnor@connorconstructionllc.com	2021
Construction One, Inc.	Bill Moberger	614-235-0057	OH	wmoberger@constructionone.com	2015
David A. Nice Builders	Brian Bacon	757-566-3032	VA	bbacon@davidnicebuilders.com	2011
De Jager Construction, Inc.	Dan De Jager	616-530-0060	MI	dandj@dejagerconstruction.com	1990
Desco Professional Builders, Inc.	Bob Anderson	860-870-7070	CT	banderson@descopro.com	1995
Diamond Contractors	Lori Perry	816-650-9200	MO	loriperry@diamondcontractors.org	2015
DLP Construction Company, Inc.	Dennis Pigg, Jr.	770-887-3573	GA	dpigg@dlpconstruction.com	2008
E.C. Provini, Co., Inc.	Joseph Lembo	732-739-8884	NJ	jlembo@ecprovini.com	1992
Eckinger Construction Company	Philip Eckinger	330-453-2566	OH	phil@eckinger.com	1994
EDC	Christopher Johnson	804-897-0900	VA	cjohnson@edcweb.com	1998
ELAN General Contracting Inc.	Adrian Johnson	619-284-4174	CA	ajohnson@elangc.com	2010
Elder-Jones, Inc.	Justin Elder	952-345-6069	MN	justin@elderjones.com	1990
Encore Construction, Inc.	Joe McCafferty	410-573-5050	MD	joe@encoreconstruction.net	2018
Engineered Structures, Inc.	Mike Magill	208-362-3040	ID	mikemagill@esiconstruction.com	2016
Fortney & Weygandt, Inc.	Greg Freeh	440-716-4000	OH	gfreeh@fortneyweygandt.com	2013
Fred Olivieri Construction Company	Dean Olivieri	330-494-1007	OH	dean@fredolivieri.com	1992
Frontier Building Corp.	Andrew Goggin	305-692-9992	FL	agoggin@fdllc.com	2018
Fulcrum Construction, LLC	Willy Rosner	770-612-8005	GA	wrosner@fulcrumconstruction.com	2014
Go Green Construction, Inc.	Anthony Winkco	412-367-5870	PA	anthony@ggc-pgh.com	2017
Gray	Robert Moore	714-491-1317	CA	ramoore@gray.com	2005
H.J. Martin & Son, Inc.	David Martin	920-494-3461	WI	david@hjmartin.com	2016
Hardesty & Associates	Scott Hardesty	949-723-2230	CA	scott@hardestyassociates.com	2020
Harmon Construction, Inc.	William Harmon	812-346-2048	IN	bill.harmon@harmonconstruction.com	2017
Healy Construction Services, Inc.	James Healy	708-396-0440	IL	jhealy@healyconstructionservices.com	1996
Howard Immel Inc.	Pete Smits	920-468-8208	WI	psmits@immed-builds.com	2018
International Contractors, Inc.	Bruce Bronge	630-834-8043	IL	bbronge@iciinc.com	1995
JAG Building Group	Matt Allen	239-540-2700	FL	matta@jagbuilding.com	2019
James Agresta Carpentry Inc.	James Agresta	201-498-1477	NJ	jim.agresta@jacarpentryinc.com	2013
Kerricook Construction, Inc.	Ann Smith	440-647-4200	OH	ann@kerricook.com	2012
Lakeview Construction, Inc.	Kent Moon	262-857-3336	WI	kent@lvconstruction.com	1998
Management Resources Systems, Inc.	Doug Marion	336-861-1960	NC	dmarion@mrs1977.com	1992
Marco Contractors, Inc.	Martin Smith	724-741-0300	PA	marty@marcocontractors.com	1994
Market Contractors	Kerry Lobbestael	503-255-0977	OR	kerryl@marketcontractors.com	2019
National Building Contractors	William Corcoran	651-288-1900	MN	bill@nbconstruction.us	2013
National Contractors, Inc.	Michael Dudley	952-881-6123	MN	mdudley@ncicg.com	2018
Pinnacle Commercial Development, Inc.	Dennis Rome	732-528-0080	NJ	dennis@pinnaclecommercial.us	2012
Prime Retail Services, Inc.	Donald Bloom	866-504-3511	GA	dbloom@primeretailservices.com	2014
PWI Construction, Inc.	Jeff Price	480-461-0777	AZ	price@pwiconstruction.com	2003
R.E. Crawford Construction LLC	Jeffrey T. Smith	941-907-0010	FL	jeffs@recrawford.com	2011
Ray West Designbuild LLC	Greg West	910-824-0503	NC	greg.west@raywestdesignbuild.com	2021
Rectenwald Brothers Construction, Inc.	Art Rectenwald	724-772-8282	PA	art@rectenwald.com	1996
Retail Construction Services, Inc.	Stephen Bachman	651-704-9000	MN	sbachman@retailconstruction.com	1998
Retail Contractors of Puerto Rico	Sean Pfent	586-725-4400	MI	spfent@rcofusa.com	1996
Rockford Construction Co.	Thomas McGovern	616-285-6933	MI	info@rockfordconstruction.com	2014
Russco, Inc.	Matthew Pichette	508-674-5280	MA	mattp@russcoinc.com	1995
Sachse Construction and Development Corp.	Jeff Katkowsky	248-647-4200	MI	jkatkowsky@sachseconstruction.com	2009
Scheiner Commercial Group, Inc.	Joe Scheiner	719-487-1600	CO	joe@scheinercg.com	2012
Schimenti Construction Company, Inc.	Matthew Schimenti	914-244-9100	NY	mschimenti@schimenti.com	1994
Shames Construction Co., Ltd.	Carolyn Shames	925-606-3000	CA	cshames@shames.com	1994
Singleton Construction, LLC	Denise Doczy-DeLong	740-756-7331	OH	denisedelong@singletonconstruction.net	2012
Solex Contracting	Gerald Allen	951-308-1706	CA	jerry@solexcontracting.com	2015

(Continued on page 5)


Sullivan Construction Company	Amanda Sullivan	954-484-3200	FL	amanda@buildwithsullivan.com	2012
Taylor Brothers Construction Company, Inc.	Jeff Chandler	812-379-9547	IN	Jeff.Chandler@TBCCI.com	2014
TDS Construction, Inc.	Robert Baker	941-795-6100	FL	inbox@tdsconstruction.com	1994
Thomas-Grace Construction, Inc.	Don Harvieux	651-342-1298	MN	don.harvieux@thomas-grace.com	2012
Threecore, LLC	Ray Catlin	972-800-2910	OH	ray.catlin@threecorellc.com	2021
Tom Rectenwald Construction, Inc.	Aaron Rectenwald	724-452-8801	PA	arectenwald@trcg.net	2010
Trainor Commercial Construction, Inc.	John Taylor	415-259-0200	CA	john.taylor@trainorconstruction.com	2012
Travisano Construction, LLC	Peter J. Travisano	412-321-1234	PA	pj@travisanoconstruction.com	2015
Tri-North Builders, Inc.	David Brown	608-204-7227	WI	dbrown@tri-north.com	2015
Triad Retail Construction	Jay Dorsey	281-485-4700	TX	j.dorsey@triadrc.com	2013
Warwick Construction, Inc.	Walt Watzinger	832-448-7000	TX	walt@warwickconstruction.com	2008
WDS Construction	Ben Westra	920-356-1255	WI	bwestra@wdsconstruction.net	2019
Weekes Construction, Inc.	Hunter Weekes	864-233-0061	SC	hweekes@weekesconstruction.com	1990
Wesbuilt Construction Managers, LLC	Donal McIntyre	212-410-0270	NY	dm@wesbuilt.com	2021
Westwood Contractors, Inc.	Mike McBride	817-302-2050	TX	mikem@westwoodcontractors.com	1990
William A. Randolph, Inc.	Tony Riccardi	847-856-0123	IL	tony.riccardi@warandolph.com	2011
Winkel Construction, Inc.	Rick Winkel	352-860-0500	FL	rickw@winkel-construction.com	1990
Wolverine Building Group	Michael Houseman	616-949-3360	MI	mhouseman@wolvgroup.com	2012
Woods Construction, Inc.	John Bodary	586-939-9991	MI	jbodary@woodsconstruction.com	1996
Vision General Contractors of GA, LLC	Tony Durand	770-769-4674	SC	tonyd@viscongc.com	
Vogel Plumbing, Inc.	Brian Hogan	517-528-8990	IL	bhogan@vogelplumbing.com	2020

Visit retailcontractors.org to view the profile of each RCA member company.
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Please notify the RCA Office (800-847-5085 or info@retailcontractors.org) of any changes to your contact information.


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2021 Annual Conference: That's a Wrap!

Thank you to everyone who joined us for the Annual Conference in August. We enjoyed connecting in-person again (and finally!) and missed those of you who were not able to make the trip.

Jay Papasan, bestselling author of *The ONE Thing*, and Vice President of Learning for Keller Williams Realty International, presented two sessions. In the first, "The Lies Between You and Success", he talked about some of the takeaways from his book, noting that you must identify the ONE Thing that stands between you and your goals. Once identified, you can focus on that goal and dismiss the distractions that were the obstacles to achieving it. Jay's advice was applicable to staff at any levels and regardless of years of experience. There were many nodding heads as Jay provided examples of the distractions we allow ourselves to be disrupted by.

Jay's second session, "Tackle Your Leadership Challenges", was an interactive discussion addressing the leadership challenges faced by project executives and project managers. He addressed issues of the prioritization and motivation, both for ourselves and our teams.

Always a popular presenter, even when the content may scare us, Anirban Basu, Chairman and CEO of Sage Policy Group, Inc. once again presented a timely economic update. His Harry Potter-themed presentation was cheekily entitled, Anirban Basu and the Chamber of Data. Anirban provided information on national and international labor trends and financial markets, with a focus on real estate and construction.



The Weekes Construction Crew



John Johanson, Greg Toppi, Chris Fontaine, Keith Happeny & Anthony Matera (Commonwealth Building)



Ray Catlin, Tara Catlin & Jeff Lomber



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Our final panel, "Three Decades of Retail Construction", was moderated by RCA president **Ray Catlin**, Threecore, LLC, who led a candid discussion between two long-time RCA members, **Art Rectenwald**, Rectenwald Brothers Construction, Inc. and **Ken T. Sharkey**, Commercial Contractors, Inc. The trio looked back and reflected on the challenges they have faced in building and leading successful companies. They noted how their involvement in the collaborative and supportive RCA community contributed to their success. The lessons learned over the last 30 years have them poised to address



Members of the RCA Board and Advisory Board



Jay Papasan



Jeff Mahler, Tanner Job & Nate Hutton

new challenges as they continue to grow their companies in the current environment shaped by the pandemic, labor shortage, and supply chain issues.

During the business meeting portion of the conference, RCA recognized **Steve Bachman**, Retail Construction Services, for his service as president from 2019-2021. We also recognized **Mike McBride** of Westwood Contractors, for 12 years of service on the RCA Board of Directors.

The weekend concluded with a dinner overlooking the Potomac River. When COVID prevented our planned entertainment for the evening from appearing, some RCA members took matters into their own hands, presenting some open mic stand up.

Mark your calendars for the 2020 Annual Conference: March 18-20 at the Gaylord Texan.

Commercial Construction & Renovation **2022 VIRTUAL SUMMIT**

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