

COMMUNITY PROJECT AGREEMENT ("Agreement")

THIS AGREEMENT is made this 28 day of November, 2017 by and between:

TRANS MOUNTAIN PIPELINE L.P.,

a partnership organized under the laws of Alberta

and having an office at Calgary, Alberta ("Trans Mountain")

and

THOMPSON RIVERS UNIVERSITY, having an office in Vancouver, British Columbia (the "University")

(Trans Mountain and the University are each a "Party" and together the "Parties")

RECITALS

1. Trans Mountain and the University have signed a Memorandum of Understanding (the "MOU"), dated April 7, 2015;
2. Trans Mountain is seeking to expand the Trans Mountain Pipeline and in doing so expects to construct the expanded line and to operate the expanded line in and around the Trans Mountain communities (the "Expansion Project");
3. The University has identified and confirmed certain projects that Trans Mountain could participate in, which projects are described in Schedules "A", "B", "C" and "D" (the "Community Project"); and
4. Trans Mountain has received necessary approvals to proceed with the Expansion Project.

NOW THEREFORE this Agreement sets forth the mutual understanding and intention of Trans Mountain and the University with respect to the Community Project.

1. Trans Mountain's participation in the Community Project is limited to funding four bursaries totaling \$500,000, as detailed in Schedules "A", "B", "C" and "D" to the Agreement (the "Trans Mountain Responsibilities").
2. The University agrees that the funds paid by Trans Mountain in satisfaction of the Trans Mountain Responsibilities will not be used by the University for any purpose other than the Community Project. The University agrees to administer the Community Project at a rate not to exceed 10 per cent (\$50,000) of Trans Mountain funding for awards listed in Schedules "A", "B", "C" and "D". The University

further agrees that it is responsible for the provision, facilitation and implementation of a Trans Mountain Recognition Protocol as outlined in Schedule "E".

3. The University shall support Trans Mountain's reporting requirements related to NEB Condition 145 (Community Benefit Program Progress Reports - Certificate OC-064), as set forth in Schedule "F", by providing related supporting information to Trans Mountain and confirmations to the National Energy Board within 10 (ten) business days of Trans Mountain requesting same from the University.
4. The University shall indemnify and save harmless Trans Mountain from any and all claims, whether by the University or by any third party, that are connected to the Community Project, with the exception of those claims which directly arise as a result of Trans Mountain's failure to perform the Trans Mountain Responsibilities.
5. This Agreement is made under, and will be interpreted in accordance with, the laws of the Province of British Columbia and any suit, action or proceeding (a "Proceeding") arising out of, or relating to, this Agreement may be brought in the courts of British Columbia at the judicial district of Vancouver. Those courts have exclusive jurisdiction in respect of any Proceeding. The Parties hereby irrevocably attorn to the jurisdiction of such courts in respect of any Proceeding.
6. This Agreement, when executed and delivered by the Parties, shall constitute the entire agreement between the Parties pertaining to the Community Project and the Trans Mountain Responsibilities. This Agreement shall supersede all prior correspondence, negotiations, discussions, understandings and agreements (including the MOU), written or oral.
7. The University agrees that prior to making any public announcements regarding this Agreement, including a public announcement solely regarding the existence of this Agreement, it will provide a copy of said public announcement to Trans Mountain for approval, such approval not to be unreasonably withheld or delayed.

IN WITNESS WHEREOF the Parties have executed this Agreement as on the day and year first written above.

TRANS MOUNTAIN PIPELINE L.P.,
by its General Partner Trans Mountain
Pipeline ULC

Per: Original Document Signed

Name: Ian Anderson

Title: President

THOMPSON RIVERS UNIVERSITY

Original Document Signed

Name: Alan Shaver

Title: President and Vice Chancellor



SCHEDULE A

Trans Mountain Environmental Science Bursary Terms of Reference

ESTABLISHMENT OF FUND

\$100,000 will be endowed to fund the Trans Mountain Environmental Science Bursary.

PURPOSE OF FUND

This endowment is established to support students in financial need enrolled in TRU's MSc (Environmental Science) program, specifically studying environmental reclamation and restoration.

Application to the fund are open to full-time graduate students studying on campus in MSc program. Studies must have a research focus on environmental reclamation.

All awards are based on financial need an students must have a cumulative GPA of 2.00 (C) or better. Preference will be given to students from Trans Mountain communities including Valemount, Clearwater, Thompson Nicola Regional District Areas A, B, O and P, Barriere, Merritt and Kamloops.

ADJUDICATION CRITERIA FOR LISTING ON THE STUDENT AWARDS & FINANCIAL SUPPORT WEBSITE

The income will fund one \$5,000 bursary annually to a full-time student enrolled in TRU's Faculty of Science. Applicants will be an ENVS graduate student with a career focus in environmental reclamation. In the absence of multiple applications, an applicant who has received a bursary previously remains eligible.

AWARD ADJUDICATOR

Bursaries and most Scholarships can only be adjudicated by the office of Student Awards & Financial Support. Awards with subjective criteria and/or class related performance can only be adjudicated by the relevant Faculty.

Student Awards & Financial Support Office

Relevant Faculty

APPLICATION NECESSARY: YES NO

PRESENTATION TIMING: Fall Awards Ceremony A presenter will attend the ceremony

Winter Semester Entrance Award Graduation Award Wolfpack Game

DONOR PREFERRED NAME FOR RECOGNITION ON DONOR WALL AND/OR ANNUAL REPORT

Trans Mountain Pipeline L.P.

FUND DETAILS, REPORTING AND STEWARDSHIP

ENDOWMENT

The funds will be held by the TRU Foundation and invested in accordance with its Investment Policy. The Foundation will furnish a receipt, valid for income tax purposes, with respect to this Endowment.

An annual endowed fund update letter will be prepared by the Office of Advancement with respect to this award. The Foundation will also provide the donor with letters from the student recipients if available.



**THOMPSON
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UNIVERSITY**

Foundation

AMENDMENT:

In the future, should circumstances change and cause the continuation of this agreement to be inappropriate or impractical, the Board of Governors of Thompson Rivers University, after appropriate consultation, may revise this Terms of Reference Agreement for purposes analogous to the original objective.

Original Document Signed

Original Document Signed

Ian Anderson President, Trans Mountain Pipeline LP

Dr. Alan Shaver, President and Vice-Chancellor
Thompson Rivers University

Date:

SCHEDULE B

Trans Mountain Applied Research Bursary Terms of Reference

ESTABLISHMENT OF FUND

\$100,000 will be endowed to fund the Trans Mountain Applied Research Bursary.

PURPOSE OF FUND

This endowment is established to support students in financial need enrolled in TRU's Faculty of Science, specifically studying an area of applied research that includes: math, computing, physical sciences or engineering.

Application to the fund are open to full-time (9 credits per semester), studying on campus in an undergraduate program. Studies must have an emphasis on careers in applied mathematics.

All awards are based on financial need and students must have a cumulative GPA of 2.00 (C) or better. Preference will be given to students from Trans Mountain communities including Valemount, Clearwater, Thompson Nicola Regional District Areas A, B, O and P, Barriere, Merritt and Kamloops.

ADJUDICATION CRITERIA FOR LISTING ON THE STUDENT AWARDS & FINANCIAL SUPPORT WEBSITE

The income will fund two bursaries of \$2,500 each annually to full-time students enrolled in TRU's Faculty of Science. Applicants will be in an undergraduate program focussing on math, computing, physical sciences or engineering. In the absence of multiple applications, an applicant who has received an award previously remains eligible.

AWARD ADJUDICATOR

Bursaries and most Scholarships can only be adjudicated by the office of Student Awards & Financial Support. Awards with subjective criteria and/or class related performance can only be adjudicated by the relevant Faculty.

Student Awards & Financial Support Office

Relevant Faculty

APPLICATION NECESSARY: YES NO

PRESENTATION TIMING: Fall Awards Ceremony A presenter will attend the ceremony

Winter Semester Entrance Award Graduation Award Wolfpack Game

DONOR PREFERRED NAME FOR RECOGNITION ON DONOR WALL AND/OR ANNUAL REPORT

Trans Mountain Pipeline L.P.

FUND DETAILS, REPORTING AND STEWARDSHIP

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An annual endowed fund update letter will be prepared by the Office of Advancement with respect to this award. The Foundation will also provide the donor with letters from the student recipients if available.



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Thompson Rivers University

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SCHEDULE C

Trans Mountain Trades Bursary Terms of Reference

ESTABLISHMENT OF FUND

\$200,000 will be endowed to fund the Trans Mountain Trades Bursaries.

PURPOSE OF FUND

This endowment is established to support students in financial need enrolled in TRU's School of Trades and Technology. The income will fund \$10,000 in bursaries to full-time Foundation trades students in Instrumentation, Electrical, Millwright, Carpentry, Heavy Mechanical Trades, Pipefitting and Welding Trades at TRU.

All awards are based on financial need and students must have a cumulative GPA of 2.00 (C) or better. Preference will be given to students from Trans Mountain communities including Valemount, Clearwater, Thompson Nicola Regional District Areas A, B, O and P, Barriere, Merritt and Kamloops.

ADJUDICATION CRITERIA FOR LISTING ON THE STUDENT AWARDS & FINANCIAL SUPPORT WEBSITE

The income will fund \$10,000 annually in \$1,000 to \$4,000 bursaries to full-time students enrolled in TRU's School of Trades and Technology. The bursaries will be awarded to students in the Instrumentation, Electrical, Carpentry, Heavy Mechanical Trades, Pipefitting and Welding Trades. Eligible students must demonstrate financial need.

Award recipients and the amount awarded to each will be determined by the Student Awards & Financial Support Office based on financial need with preference going to students from Trans Mountain Communities.

AWARD ADJUDICATOR

Bursaries and most Scholarships can only be adjudicated by the office of Student Awards & Financial Support. Awards with subjective criteria and/or class related performance can only be adjudicated by the relevant Faculty.

Student Awards & Financial Support Office

Relevant Faculty

APPLICATION NECESSARY: YES NO

PRESENTATION TIMING: Adjudication timing will vary throughout the year depending on when each course is available.

DONOR PREFERRED NAME FOR RECOGNITION ON DONOR WALL AND/OR ANNUAL REPORT

Trans Mountain Pipeline L.P.

FUND DETAILS, REPORTING AND STEWARDSHIP

ENDOWMENT

The funds will be held by the TRU Foundation and invested in accordance with its Investment Policy. The Foundation will furnish a receipt, valid for income tax purposes, with respect to this Endowment.

An annual endowed fund update letter will be prepared by the Office of Advancement with respect to this award. The Foundation will also provide the donor with letters from the student recipients if available.



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Thompson Rivers University

Date:



SCHEDULE D

Trans Mountain Social Work and Human Services Bursaries Terms of Reference

ESTABLISHMENT OF FUND

\$100,000 will be endowed to fund the Trans Mountain Social Work and Human Services Bursaries.

PURPOSE OF FUND

This endowment is established to support students in financial need enrolled in TRU Faculty of Education and Social Work, specifically studying Social Work and Human Services.

All awards are based on financial need and students must have a cumulative GPA of 2.00 (C) or better. Preference will be given to students from Trans Mountain communities including Valemount, Clearwater, Thompson Nicola Regional District Areas A, B, O and P, Barriere, Merritt and Kamloops.

ADJUDICATION CRITERIA FOR LISTING ON THE STUDENT AWARDS & FINANCIAL SUPPORT WEBSITE

The income will fund two bursaries of \$2,500 each to full-time students enrolled in TRU Faculty of Education and Social Work. Applicants will be in their undergraduate program focussing on completing their Bachelor of Social Work (BSW) or Human Services Diploma (HUMS) to be eligible for the awards. Once student from each programs will received the award each year. In the absence of multiple applications, an applicant who has received an award previously remains eligible.

AWARD ADJUDICATOR

Bursaries and most Scholarships can only be adjudicated by the office of Student Awards & Financial Support. Awards with subjective criteria and/or class related performance can only be adjudicated by the relevant Faculty.

Student Awards & Financial Support Office

Relevant Faculty

APPLICATION NECESSARY: YES NO

PRESENTATION TIMING: Fall Awards Ceremony A presenter will attend the ceremony

Winter Semester Entrance Award Graduation Award Wolfpack Game

DONOR PREFERRED NAME FOR RECOGNITION ON DONOR WALL AND/OR ANNUAL REPORT

Trans Mountain Pipeline L.P.

FUND DETAILS, REPORTING AND STEWARDSHIP

ENDOWMENT

The funds will be held by the TRU Foundation and invested in accordance with its Investment Policy. The Foundation will furnish a receipt, valid for income tax purposes, with respect to this Endowment.

An annual endowed fund update letter will be prepared by the Office of Advancement with respect to this award. The Foundation will also provide the donor with letters from the student recipients if available.



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AMENDMENT:

In the future, should circumstances change and cause the continuation of this agreement to be inappropriate or impractical, the Board of Governors of Thompson Rivers University, after appropriate consultation, may revise this Terms of Reference Agreement for purposes analogous to the original objective.

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Dr. Alan Shaver, President and Vice-Chancellor
Thompson Rivers University

Date:



SCHEDULE E

Trans Mountain Recognition Protocol Terms of Reference

TRANS MOUNTAIN COMMUNITY BENEFIT PROGRAM

Trans Mountain is committed to a legacy of education and training opportunities particularly for those in Alberta and British Columbia communities along the Pipeline Corridor. Given its own expansion proposal for the Trans Mountain Pipeline (TMPL) and the anticipated growth in pipeline development in Canada, the program is intended to provide educational funding and training opportunities to support students in the trades, technology and environmental programs related to the energy industry.

The Trans Mountain Community Benefit program has three priority areas of investment that aim to leave positive, lasting legacies of the Project in communities directly affected by the construction and operation of the Expansion Project:

- 1) Community programs/infrastructure improvements
- 2) Environmental Stewardship
- 3) Education and Training Initiatives

RECOGNITION FOR TRANS MOUNTAIN

- Naming rights to a classroom in the Trades and Technology Building (10 years)
 - Trans Mountain has the right to name a classroom in TRU's Trades and Technology building. As such, a naming right would be subject to approval by the provincial Ministry of Technology, Innovation and Citizens' Services under the provincial Naming Privileges Policy
- Comprehensive recognition campaign acknowledging the gift including an announcement event, a national press release, website and awards guide presence, and representation on the TRU Donor Wall
- Annual correspondence regarding the awards, information on the student recipients and their work, personal letters of appreciation when possible, and the opportunity to present the awards and meet the student recipients at the annual TRU awards ceremony.
- Annual invitation to the TRU Presidents Circle Event
- Advertising the awards annually to students
 - Annual publicity advertising the awards on campus

ONGOING CONSULTATION WITH TRANS MOUNTAIN

- The initial terms of reference for the Awards be reviewed with Trans Mountain prior to implementation
- In the future, should circumstances change and cause the continuation of these Annual Award Terms of Reference to be inappropriate or impractical, the Board of Governors of Thompson Rivers University, after appropriate consultation may revise the Terms of Reference for purposes analogous to the original objective.
- Consultation to take place bi-annually with a Trans Mountain, or affiliated company, representative to review Terms of Reference and objectives.



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FUND DETAILS, REPORTING AND STEWARDSHIP

The Thompson Rivers University Foundation will furnish a receipt, valid for income tax purposes, with respect to these awards. The Foundation will also provide the donor with an annual award fund update letter, as well as letters from the student recipients if available.

Original Document Signed

Original Document Signed

Ian Anderson President, Trans Mountain Pipeline LP

Dr. Alan Shaver, President and Vice-Chancellor
Thompson Rivers University

Date:



SCHEDULE F

NEB Condition 145

Community Benefit Program Progress Reports (Certificate OC-064)

Trans Mountain must file with the NEB, on or before 31 January of each of the first 5 years after commencing operations, a progress report summarizing the initiatives and activities undertaken as benefits that are in addition to compensation for access and potential impacts to community lands and/or that exceed regulatory requirements. The report must summarize initiatives supported, at a minimum, in the areas of community programs and infrastructure improvements, environmental stewardship and education and training during the reporting period.

THE PROGRESS REPORTS MUST INCLUDE:

- A description of the initiatives undertaken or supported;
- A list of the participants or beneficiaries, including Aboriginal groups, local and regional communities, service providers or others;
- An update on the timing, status, and outcomes of each initiative, including its estimated completion date, if applicable; and
- A summary of Trans Mountain's consultation activities regarding the Community Benefit Program initiatives.

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