MODIFICATION AGREEMENT OF THE JULY 30, 2014 LICENSE AGREEMENT RELATING TO STORMWATER OUTFALLS 626 AND 627 IN THE ROCK BAY AREA OF VICTORIA HARBOUR

THIS AGREEMENT (this "Modification Agreement"), dated for reference the 1st day of May, 2020, is entered into by and

BETWEEN

> **HER MAJESTY THE QUEEN IN RIGHT OF CANADA as represented by the Minister of Transport,** having an office at 620-800 Burrard Street, Vancouver, BC
>
> ("Transport Canada")

AND

> **THE CORPORATION OF THE CITY OF VICTORIA**
> 1 Centennial Square, Victoria B.C. V9C 1R1
>
> (the "City")

WHEREAS:

A.   Transport Canada is the owner of the sea bed of Rock Bay, Victoria;

B.   The City operates and maintains two storm water lines and outfalls, commonly referred to as Outfall 626 and 627 which empty into Rock Bay;

C.   These storm water lines and outfalls are the subject of a License Agreement between the parties entitled "License Agreement Relating to Stormwater Outfalls 626 and 627 in the Rock Bay Area of Victoria Harbour dated as of July 30, 2014" (hereinafter referred to as the "Rock Bay License Agreement"); and

D.   The City has added a third storm water line and outfall that empties into Rock Bay, and the parties wish to modify the Rock Bay License Agreement to include the new storm water line and outfall.

NOW THEREFORE in consideration of the mutual covenants and agreements in this Modification Agreement and other good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, the parties hereto covenant, promise and agree with each other as follows:

1.   Recital C of the Rock Bay License Agreement is deleted and replaced by:

> "C. The City owns, operates and maintains three storm water lines and outfalls commonly referred to as Outfalls 626, 627 and 626A (the "Storm Water Outfalls") which are located on and discharge storm water and associated matter into, or in the case of

626A which is located and discharges storm water and associated matter near, the License Area;

2.   Recital F of the Rock Bay License Agreement is deleted and replaced by:

"F. Transport Canada believes that storm water outfalls 626 and 627 have been a historical and ongoing source of re-contamination to Rock Bay sediments in the License Area;"

3.   The definition of "Storm Water Outfalls" in Section 1 of the Rock Bay License Agreement is deleted and replaced by:

"Storm Water Outfalls" means the three storm water lines, associated outfalls, headwalls, and any associated infrastructure commonly referred to as Outfall 626, 627 and 626A which are operated and maintained by the City.

4.   Schedule A of the Rock Bay License Agreement is deleted and replaced by the attached Schedule A, which includes the approximate location of the new storm water line and outfall.

5.   All references to "Outfalls 626 and 627" in Exhibits A and B to the Rock Bay License Agreement shall be read to mean "Outfalls 626, 627 and 626A".

6.   Except as hereby expressly modified, the Rock Bay License Agreement is hereby ratified and confirmed by the parties to the effect and with the intent that the Rock Bay License Agreement and this Modification Agreement shall be read and construed as one document, operative as of May 1, 2020.

7.   This Modification Agreement may be executed in any number of its identically worded counterparts, including electronically, copies each of which shall be deemed an original, and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF the parties have executed this Modification Agreement as of the date first above written.

SIGNED AND DELIVERED on behalf
of HER MAJESTY THE QUEEN IN
RIGHT OF CANADA as represented by
the Minister of Transport on the
_____day of _____2020, in the
presence of:

HER MAJESTY THE QUEEN IN
RIGHT OF CANADA as represented
by the Minister of Transport:

_____
Witness

_____
For the Minister of Transport

_____   _____
 Print Name   Print Name

SIGNED AND DELIVERED on behalf   THE CORPORATION OF THE CITY
of THE CORPORATION OF THE   OF VICTORIA
CITY OF VICTORIA on the _____ day
of _____, 2020, in the presence
of:

_____   _____
 Witness   Authorized Signatory

_____   _____
 Print Name   Print Name and Title

Schedule "A"