

MEMORANDUM OF UNDERSTANDING

THIS MEMORANDUM OF UNDERSTANDING (“MOU”) is made this 7th day of April, 2015 by and between:

TRANS MOUNTAIN PIPELINE L.P., (“Trans Mountain”)

a partnership organized under the laws of Alberta

and having an office at Calgary, Alberta

and

Thompson Rivers University (“TRU”),

having an office in Kamloops, British Columbia

Whereas Trans Mountain operates the Trans Mountain Pipeline (the “Pipeline”) in and around the Community of Kamloops (“Community”); and

Whereas Trans Mountain is seeking to expand the Pipeline and in doing so expects to construct the expanded line and to operate the expanded line in and around the Community (the “Expansion Project”); and

Whereas TRU has identified certain awards that Trans Mountain could participate in and which awards could provide a legacy for TRU; and

Whereas Trans Mountain seeks to align the Awards(s) with the Expansion Project schedule and beyond;

Now therefore this MOU sets forth the mutual understanding and intention of Trans Mountain and TRU (each a “Party” and collectively the “Parties”) with respect to the Project in accordance with the terms hereof and as is more particularly described in Award and Legacy Schedules attached hereto:

A. AWARDS AND LEGACY

1. Trans Mountain is responsible for the funding of the Awards and will carry out the establishment and funding of the Awards in accordance with the Schedules A through D attached hereto.
2. TRU is responsible for provision and facilitation of the Trans Mountain Pipeline Education Legacy Program (“Legacy”) as outlined in Schedule E.

B. MISCELLANEOUS

1. The laws applicable in the province of British Columbia and of Canada will be the governing law.

2. This MOU, when executed and delivered by the Parties, will set forth only the Parties mutual non-binding understanding and intention with respect to the Awards and Legacy.
3. The execution of the Awards is at Trans Mountain's sole discretion and will not occur before all regulatory, government and corporate approvals are obtained for the Expansion Project and/or until Trans Mountain has completed all due diligence it deems necessary.
4. Any formal agreements regarding the completion of the Awards will include provisions which provide Trans Mountain with an indemnity for liabilities arising in relation to the Awards that can be reasonably determined to have resulted from the actions of TRU.
5. TRU agrees that prior to making any public announcements regarding this MOU, other than a public announcement solely regarding the existence of this MOU, it will provide a copy of said public announcement to Trans Mountain for approval.

IN WITNESS WHEREOF the Parties have executed this MOU as of 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

Per: Original Document Signed

Name: Christopher Seguin

Title: Vice President, Advancement

Schedule "A"



OFFICE OF THE VICE PRESIDENT
ADVANCEMENT

TRANS MOUNTAIN ENVIRONMENTAL SCIENCE AWARDS

Terms of Reference for the Annual Awards

ESTABLISHMENT OF FUND

Annual Awards in Environmental Science (ENVS) at Thompson Rivers University (TRU) established by Trans Mountain Pipeline LP.

PURPOSE OF FUND

These awards are established to support graduate students in financial need enrolled in TRU's MSc (Environmental Science) program, specifically studying environmental reclamation and restoration.

Applications 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 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.

TERMS OF REFERENCE FOR LISTING ON THE FINANCIAL AID AND AWARDS WEBSITE

Trans Mountain Environmental Science Awards

\$5,000 awarded annually for twenty years 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 an award previously remains eligible.

Award recipients will be nominated by the Dean of Science, on recommendation from the MSc Committee, and approved by the Student Awards & Financial Support Office based on financial need with preference going to students from Trans Mountain communities (as described above).

AMENDMENT

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.

Original Document Signed

Ian Anderson
President
Trans Mountain Pipeline LP

Original Document Signed

Christopher Seguin
Vice President, Advancement
Thompson Rivers University

Schedule "B"



OFFICE OF THE VICE PRESIDENT
ADVANCEMENT

TRANS MOUNTAIN APPLIED RESEARCH AWARDS

Terms of Reference for the Annual Awards

ESTABLISHMENT OF FUND

Annual Awards in Applied Research at Thompson Rivers University (TRU) established by Trans Mountain Pipeline LP.

PURPOSE OF FUND

These awards are 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.

Applications to the Fund are open to full-time students 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.

TERMS OF REFERENCE FOR LISTING ON THE FINANCIAL AID AND AWARDS WEBSITE

Trans Mountain Applied Research Awards

Two awards of \$2,500 each will be awarded annually for twenty years to a full-time (at least 9 credits/3 courses per semester) student 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 recipients will be nominated by the Dean of Science, on recommendation from the TRU Centre for Optimization & Decision Science, and approved by the Student Awards & Financial Support Office based on financial need with preference going to students from Trans Mountain communities.

AMENDMENT

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Original Document Signed

Ian Anderson
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Trans Mountain Pipeline LP

Original Document Signed

Christopher Seguin
Vice President, Advancement
Thompson Rivers University

Schedule "C"



OFFICE OF THE VICE PRESIDENT
ADVANCEMENT

TRANS MOUNTAIN TRADES BURSARIES

Terms of Reference for the Annual Awards

ESTABLISHMENT OF FUND

Annual Awards in Instrumentation, Electrical, Carpentry, Heavy Mechanical Trades, Pipefitting, & Welding Trades at Thompson Rivers University (TRU) established by Trans Mountain Pipeline LP.

PURPOSE OF FUND

These awards are established to support students in financial need enrolled in TRU's School of Trades and Technology. Trans Mountain will fund \$10,000 in bursaries each year for twenty years. Awards will be granted in amounts of \$1,000 to \$4,000 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.

TERMS OF REFERENCE FOR LISTING ON THE FINANCIAL AID AND AWARDS WEBSITE

Trans Mountain Trades Bursaries

\$10,000 awarded 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.

AMENDMENT

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,

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Original Document Signed

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Trans Mountain Pipeline LP

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Christopher Seguin
Vice President, Advancement
Thompson Rivers University

Schedule "D"



OFFICE OF THE VICE PRESIDENT
ADVANCEMENT

TRANS MOUNTAIN SOCIAL WORK AND HUMAN SERVICE BURSARIES

Terms of Reference for the Annual Awards

ESTABLISHMENT OF FUND

Annual Awards in the School of Social Work (SW) and Human Services (HUMS) at Thompson Rivers University (TRU) established by Trans Mountain Pipeline LP.

PURPOSE OF FUND

These awards are established to support students in financial need and enrolled in TRU's Faculty of Human, Social and Educational Development specifically studying Social Work and Human Services. Trans Mountain will fund \$5,000 in bursaries each year for twenty years. Awards will be granted in amounts of \$2,500 for one student in Social Work and one student in Human Services. For both awards, preference will be given to a single parent, and/or a student coming from a rural community, and planning on returning to their community following graduation.

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.

Recognition

TERMS OF REFERENCE FOR LISTING ON THE FINANCIAL AID AND AWARDS WEBSITE

Trans Mountain Social Work & Human Services Bursaries

Two awards of \$2,500 each awarded annually to full-time (9 credits/3 courses) students enrolled in TRU's Faculty of Human, Social and Educational Development.

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. One award will go to a student in the Bachelor of Social Work program and the other will support a Human Services Diploma student.

Preference will be given to a single parent, and/or a student coming from a rural community, and planning on returning to their community following graduation. In the absence of multiple applications, an applicant who has received an award previously remains eligible.

Award recipients will be selected by the Student Awards & Financial Support Office based on financial need with preference going to students from Trans Mountain communities.

AMENDMENT

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.

Original Document Signed
Ian Anderson
President
Trans Mountain Pipeline LP

Original Document Signed
Christopher Seguin
Vice President, Advancement
Thompson Rivers University

Schedule "E"



OFFICE OF THE VICE PRESIDENT
ADVANCEMENT

Trans Mountain Pipeline Education Legacy Program

Terms of Reference for the Annual Awards

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

Education and Training Initiatives

Recognition for Trans Mountain

- Naming rights to a classroom in the Trades and Technology Building (10 years)
- 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.

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.