



Rideau Transit Group
805 Belfast Road
Ottawa, ON K1G 0Z4

12 May 2021

City of Ottawa
110 Laurier Avenue West
Ottawa, ON K1P 1J1

| | |
|------------------------------|-----------------------|
| Our Reference: | RTG-OTT-00-0-LET-1157 |
| Project Agreement Reference: | N/A |

Attention: Michael Morgan
Director, Rail Construction Program

Subject: Amendment to Term Sheet - Temporary Service Level Decrease

Dear Mr. Morgan:

Further to our letter "RTG-OTT-00-0-LET-1109" dated March 16, 2021, please find attached the signed amended term sheet dated as of April 23, 2021 between the Rideau Transit Group General Partnership (RTG) and the City of Ottawa (the City) with respect to a Variation pursuant to the Project agreement dated February 12, 2013 between the City and RTG as amended, restated, or varied from time to time, in respect of a Temporary Service Level Decrease.

Should you have any questions, concerns, or require additional information please do not hesitate to contact us.

Regards,

Nicolas Truchon, CFA, MBA
CEO

Rideau Transit Group General Partnership

cc.: City: Lorne Gray, Troy Charter
RTG: Bruno Tremblay

Attachments: 1) *Amendment to Term Sheet Regarding Variation for a Temporary Service Level Decrease (City.RTG) Fully Executed*

First Amendment to Term Sheet Regarding Variation for a Temporary Service Level Decrease

THIS AMENDING AGREEMENT (the "**Amending Agreement**") is between the Rideau Transit Group General Partnership ("**RTG**") and the City of Ottawa (the "**City**"), and is made effective as of April 23, 2021.

WHEREAS:

- A. RTG and the City entered into a Term Sheet regarding a Variation for a Temporary Service Level Decrease dated as of March 10, 2021 (the "**Term Sheet**"); and
- B. RTG and the City now wish to amend the Cessation Date and Resumption Date set out and defined in the Term Sheet, in the manner set out herein;

NOW THEREFORE, in consideration of the mutual promises and agreements herein and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, RTG and the City covenant and agree as follows:

- 1. With respect to Section 1 of the Term Sheet under the heading "Temporary Service Level Decrease", the date "April 30, 2021" will be deleted and replaced with the date "July 31, 2021"; and
- 2. With respect to Section 3 of the Term Sheet under the heading "Return to Prior Service Level":
 - (a) the date "May 1, 2021" will be deleted and replaced with the date "August 15, 2021";
 - (b) the date "May 3, 2021" will be deleted and replaced with the date "August 16, 2021"; and
 - (c) add the following new sentence after the last sentence of Section 3:

"There will be a gradual return to Service Level 1 prior to the Resumption Date, with train service of thirteen (13) trains during AM peak period and thirteen (13) trains during PM peak period commencing August 1, 2021 and effective August 3, 2021. August 2, 2021 is a Civic Holiday and a holiday schedule will apply."
- 3. With respect to the heading "Monthly Service Payments and Deductions" of the Term Sheet, add the following new sentence after the last sentence of Section 8:

"If an Early Resumption Date does not apply, the Reduced Service Payment Reduction for the month of August 2021 will be applied pro rata in accordance with the service criteria set out under Section 3 of the Term Sheet."

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4. Except for the specific amendments to the Term Sheet set out herein, the Term Sheet is in all other respects hereby ratified and confirmed, and the Term Sheet, as amended hereby, shall be read, taken and construed as one and the same instrument.

IN WITNESS WHEREOF, the City and RTG have executed this Amending Agreement effective of the date first above written:

CITY OF OTTAWA

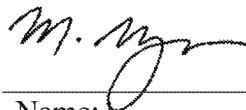
Per:



Name: Troy Charter
Title: Director, Transit Operations

CITY OF OTTAWA

Per:

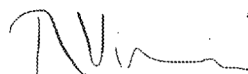


Name: Michael Morgan, Director, RCP
Title:

RIDEAU TRANSIT GROUP GENERAL PARTNERSHIP, by its partners, ACS RTG PARTNER INC., SNC RTG PARTNER INC. and ELLISDON RTG PARTNER INC.

ACS RTG PARTNER INC.

Per:



Name: Ramon Villaamil
Title: Director

I have authority to bind the corporation.

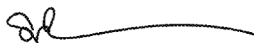
SNC RTG PARTNER INC.

Per:



Name: Riccardo Cosentino
Title: Senior Vice President

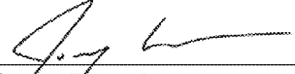
Per:



Name: Scott Rate
Title: Director, Investment Development

I have authority to bind the corporation.

ELLISDON RTG PARTNER INC.

Per: 
Name: Joey Comeau
Title: Chief Operating Officer & Exec. Vice
President

I have authority to bind the corporation.