



Building a better  
working world

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7 December 2016

**City of Vancouver**  
Legal Department  
453 12<sup>th</sup> Avenue W  
Vancouver, BC V5Y 1V4

**Attention: Francie Connell**  
**City Solicitor**

**Re: Engagement Letter Error Confirmation and Addendum**

Dear Sirs:

In reference to a discussion of last evening as between myself and Mr. Bill Aujla, City of Vancouver, it has been brought to my attention that our engagement letter dated 23 February 2015 (the "**Engagement Letter**") as between the City of Vancouver and Ernst & Young Inc. ("**EY**") made erroneous reference in the reporting section thereof to release of Reports (as defined in the Engagement Letter) by the City of Vancouver to China Investment Corp. Specifically, I was advised and have confirmed that the engagement letter stated the following:

It is acknowledged by EY that Reports may be provided to China Investment Corp, which disclosure shall be subject to the prior consent of EY, which consent shall not be unreasonably withheld.

I am not aware as to how this term was erroneously included in the Engagement Letter, it is likely a carry-over provision from an engagement letter entered into as between EY and other third party clients. We apologize for this error and any issues or inconvenience its inclusion has caused the City of Vancouver.

In addition to confirming the erroneous nature of this inclusion, this letter serves as an addendum to the Engagement Letter. The Engagement Letter is amended hereby to exclude the above referenced language. The paragraph pertaining to reporting in the Engagement Letter is hereby amended and shall be read as follows:

No Report (and no portion, summary or abstract thereof) may be disclosed to any third party without EY's prior written consent. In the event we do so consent the third party in question would be required to first sign an access letter substantially in the form provided by EY. However, Client may disclose any Reports to its external legal advisors who require access in order to advise Client, provided such legal advisors: (i) are informed that any use they may choose to make of any Reports is entirely at their own risk and that EY shall have no responsibility to them whatsoever in relation to any such use, and (ii) agree to maintain the Reports in confidence.



Based on the foregoing, would you please sign this letter in the space provided below to indicate your agreement with the addendum to the Engagement Letter and return same to my attention at your earliest convenience.

Yours very truly,

**ERNST & YOUNG INC.**

Per:

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Kevin Brennan  
Senior Vice-President

Acknowledged and agreed:

**City of Vancouver (Legal Department)**

Per:

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Francie Connell  
City Solicitor

I have the authority to bind the Client