

AMENDMENT NO. 3 TO THE CANADA-QUEBEC
INFRASTRUCTURE PROGRAM AGREEMENT

Agreement made this 5th day of September, 2008.

BETWEEN:

THE GOVERNMENT OF CANADA (hereinafter referred to as "Canada"),
represented by the Minister of Transport, Infrastructure and Communities,

AND

THE GOVERNMENT OF QUEBEC (hereinafter referred to as "Quebec")
represented by the Minister of Finance, the Minister of Government Services, the
Minister Responsible for Government Administration and Chair of the Treasury
Board, the Minister of Municipal Affairs and Regions, the Minister of Transport,
and the Minister Responsible for Canadian Intergovernmental Affairs, Aboriginal
Affairs, the Canadian Francophonie, Reform of Democratic Institutions and
Access to Information.

(collectively referred to as "the Parties")

WHEREAS, on July 18, 2005, the parties signed the Canada-Quebec Infrastructure
Program Agreement concerning the Municipal Rural Infrastructure Fund (MRIF);

WHEREAS this Agreement has been amended twice by amendments No 1 and 2 to the
Canada-Quebec Infrastructure Program Agreement, signed by the Parties on December
11, 2007 and April 29, 2008, respectively;

WHEREAS the Parties would like to permit the reallocation of part of the budget
envelope among the MRIF components, so as to take into account the applications
received and the schedules for carrying out the work;

WHEREAS the Parties would like to amend the Canada-Quebec Infrastructure Program
Agreement accordingly;

WHEREAS section 11.3 of the Canada-Quebec Infrastructure Program Agreement
stipulates that it can be amended with the written consent of the federal and Quebec
ministers;

IN WITNESS WHEREOF, the parties agree to make the following amendments to the Canada-Quebec Infrastructure Program Agreement:

1. Paragraph A.9.2 b) of Appendix A is replaced by the following:

“A.9.2 b) Under MRIF, funds dedicated to green projects shall constitute, to the extent possible, approximately 60% of total contributions.”

2. The following paragraphs are added after paragraph A.9.2 e) of Appendix A:

“A.9.2 f) Funds from MRIF budget envelopes may be reallocated among the components, so as to permit the funding of new projects or changes in projects already included in the Agreement.

A.9.2 g) Any reallocation of funding from budget envelopes among the components of the MRIF is subject to prior unanimous approval by the co-chairs at a management committee meeting.”

3. This Agreement may be signed in counterpart, and the signed copies will, when attached, constitute an original agreement.

In witness whereof the duly authorized Parties have executed this Agreement.

GOVERNMENT OF QUEBEC

GOVERNMENT OF CANADA

Original Signed by:

Original Signed by:

Minister of Municipal Affairs
and Regions

Minister of Transport, Infrastructure and
Communities

Minister of Finance, Minister of
Government Services, Minister
Responsible for Government
Administration and Chair of the
Treasury Board

Minister of Transport