



MODIFICATION AGREEMENT

BETWEEN

HER MAJESTY THE QUEEN IN RIGHT OF THE PROVINCE OF BRITISH COLUMBIA,
represented by

**Minister of International Trade and Minister Responsible for Asia Pacific
Strategy and Multiculturalism**

(the "Province", "we", "us", or "our", as applicable)

AND

VANGUARD AP
10301 Marunouchi, Chiyoda-ku, Tokyo, 100-0005

(the "Contractor" "you" or "your" as applicable)

BACKGROUND

A. The parties entered into an agreement, **Contract C13564076**, dated June 29, 2012 In-Market Representation for trade promotion and investment attraction related services in Japan.

B. The parties have agreed to modify the Agreement.

AGREEMENT

The parties agree as follows:

(1) Terms of Service Contract

ARTICLE 1 - Interpretation

REPLACE Article 1.1 f) with the following:

"Ministry" means the Province as represented by the Minister of International Trade and Minister Responsible for Asia Pacific Strategy and Multiculturalism"

and

REPLACE : "Article 1.1 i)" Page 3, of the Contract document with the following:

"Province's Personnel" or "Contract Manager" mean to the following contact(s) in the Ministry:

Manager, International Market Development – Japan

Alternate: Director, Japan

International Market Development Branch

International Business Development Division

(2) Effective April 1, 2014 – Fiscal 2014/2015

Schedule B – Fees and Expenses

REPLACE: Table B-1-A Fees for Representative Services – Contractor with the following:

EXPENSE TYPE		PROCESS	REIMBURSEMENT BY PERIOD	TOTAL – MAXIMUM IN YEAR in CAD
FEES -- REPRESENTATIVE SERVICES CONTRACTOR'S LEAD REPRESENTATIVE	Fixed	Monthly invoice to the Ministry Invoice in JPY in the month following that month in which services were rendered Managing Director To a maximum of s17 per month approximate to	s17	
	Performance incentive	Invoice to the Ministry – one time payment Approved by Ministry based on performance incentive provision in Schedule A, Section 5 Managing Director To a maximum of s17 approximate to		
	Additional Management Fee for administration of items in Table B-2	Invoice to the Ministry – twice per year 1.35% of the amounts claimed against budgets in Tables B-2-A and B-2-B To a maximum of s17		
	Maximum payable in year			s17

(3) Table B-2-A: Budget Available to Reimburse for Expenses (Approved Staff and Subcontractors)

REPLACE with the following Table:

EXPENSE TYPE		PROCESS	REIMBURSEMENT BY PERIOD	TOTAL – MAXIMUM IN YEAR in CAD
FEES – REPRESENTATIVE SERVICES Staff and Sub Contractors Accountable	Fixed	Quarterly advance at month 1, 4, 7 and 10 Manager, Business Development (A) To a maximum of s17 per month approximate to	s17	
		Manager, Business Development (B) To a maximum of s17 per month approximate to		
		Manager, Business Development (B) To a maximum of s17 per month approximate to		
		Project Officer To a maximum of s17 per month approximate to		
		Program Assistant / Receptionist To a maximum of s17 per month approximate to		

	Performance Incentive	<p><i>Invoice to the Ministry -- one time payment</i></p> <p>Approved by Ministry based on performance incentive provision in Schedule A, Section 5 Manager, Business Development (A)</p> <p>To a maximum of s17 approximate to</p> <p>PER Manager, Business Development (B)</p> <p>To a maximum of s17 approximate to</p> <p>Project Officer</p> <p>To a maximum of s17 approximate to</p> <p>Program Assistant / Receptionist</p> <p>To a maximum of s17 approximate to</p>	s17
Maximum payable in year			s17

(4) **DELETE:** Table B-3: Budget Available for Information Systems / Tool Charges

(5) **REVISE:** Table B-5 Annual Budget Available for Fees and Expenses to Deliver Representative Services with the following:

MAXIMUM PAYABLE/REIMBURSABLE UNDER CONTRACT IN YEAR	CAD \$ 1,400,620.00
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(6) In all other respects, the Agreement is confirmed.

SIGNED AND DELIVERED on the 9th day of April, 2014 on behalf of the Province by its duly authorized representative:

Signature

Ramona Soares, Assistant Deputy Minister

Print Name: International Business Development Division

SIGNED AND DELIVERED on the 30 day of MARCH, 2014 by or on behalf of the Contractor (or by its authorized signatory or signatories if the Contractor is a corporation):

Signature

Print Name

Alvin Salsör

RECEIVED

APR - 8 2014

Ministry of International Trade