

THIS AMENDING AGREEMENT made this 27th day of July, 2020 (the “Effective Date”)

BETWEEN:

THE REGIONAL MUNICIPALITY OF WATERLOO
Owner and operator of Grand River Transit (“GRT”)
(hereinafter called “Region”)

- and -

WATERLOO UNDERGRADUATE STUDENT ASSOCIATION,
operated by the FEDERATION OF STUDENTS, UNIVERSITY OF WATERLOO
(hereinafter referred to as the “Federation”)

- A. **WHEREAS** the parties entered into an agreement with respect to UPass dated the 28th day of May, 2020 (the “Agreement”);
- B. **AND WHEREAS** the parties are desirous of amending the Agreement as set out herein (the “Amending Agreement”);
- C. **AND WHEREAS** at the time of signing this Amending Agreement, the Covid-19 pandemic (the “Pandemic”) is ongoing within the Region of Waterloo;
- D. **AND WHEREAS** all defined terms herein shall have the meanings ascribed thereto in the Agreement.

NOW THEREFORE THIS AGREEMENT WITNESSETH that in consideration of the mutual covenants and agreements herein and the payment of two dollars (\$2) from one party to the other (the receipt and sufficiency of which consideration is acknowledged and agreed by both parties) and subject to the terms and conditions set out in this Amending Agreement, the parties agree as follows:

- 1. Notwithstanding the date of execution hereof, this Amending Agreement shall be effective as of the Effective Date.
- 2. The following paragraphs shall be added to the Agreement in Part XXI – General Provisions at the end of the existing verbiage:

COVID-19 Pandemic

Notwithstanding anything else contained in this Agreement, and as a result of the Pandemic, the parties agree that, in the event that UW’s undergraduate courses are predominantly (i.e. 50% or more) delivered online and remote for the period September 1, 2020 through December 31, 2020 (the “Exemption Period”), then the obligations of each party under this Agreement shall be suspended and not be in force or effect during the Exemption Period. The usage of this provision shall, in no way, terminate the Agreement nor cause an interruption in the Term of the Agreement,

The parties agree to meet on or before November 1, 2020 to determine if this clause should also include the period from January 1, 2020 through to April 30, 2021 and shall amend the Agreement accordingly, if needed.

3. Subject to the section 2 of this Amending Agreement, all of the other provisions of the Agreement remain unaffected and in full force and effect.
4. This Amending Agreement and the Agreement together constitute the entire agreement between the parties.

IN WITNESS WHEREOF the parties hereto have caused to be executed those presents by their officers properly authorized in that behalf on the day and year first above written.

THE REGIONAL MUNICIPALITY OF WATERLOO

DocuSigned by:

Karen Redman

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Karen Redman, Chair

DocuSigned by:

Kris Fletcher

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Kris Fletcher, Clerk

We have authority to bind the Corporation.

FEDERATION OF STUDENTS, UNIVERSITY OF WATERLOO

Alana Guevara

Alana Guevara, Vice President Operations and Finance

Abigail Simpson

Abigail Simpson, President

I/We have authority to bind the Corporation.