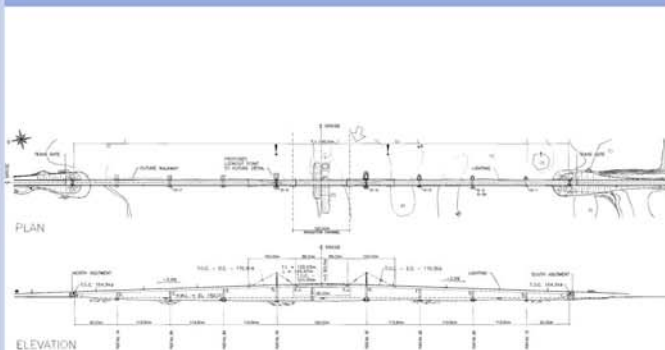


DEH CHO BRIDGE CORPORATION

Community Benefits Commitment



INTRODUCTION

The Deh Cho Bridge Corporation (“DCBC”) plans to design, finance, construct, maintain and operate the Deh Cho Bridge at Fort Providence (“the Project”) The bridge will replace current ferry and winter road services. The current GNWT costs to maintain the ferry and winter road operations, as well as a GNWT toll on commercial traffic, will provide the DCBC the revenues to finance the Project over a 35 years period. Upon start of bridge operations the DCBC anticipates consistent net income.

As a community driven initiative the Project will provide direct, short-term benefit opportunities related to the construction of the Project. Over a longer period the net income generated can be used to provide longer-term benefits to community residents and organizations.

The DCBC is committed to operate the Project in a manner that provides for both short term and longer term sustainable development benefits, including;

- a) employment, training and business opportunities for community residents and organizations during Project construction;
- b) profitable returns to the Shareholders of the DCBC (the Deh Gah Got’ie Dene Band and Ft. Providence Metis Council) during Project operations for re-investment in sustainable community programs; and
- c) initiatives and measures to minimize any social or environment impacts as a result of the Project.

The DCBC has directed the development of a Community Benefits Plan (“the Plan”) to provide a formal commitment and planning mechanism towards community benefits.



THE PURPOSE OF THE COMMUNITY BENEFITS COMMITMENT:

The overall objective and purpose of the benefits commitment is to provide;

- For effective communications, information sharing and consultation with the community of Fort Providence;
- A tool for negotiations in initiatives related to Project construction;
- A framework to address social and environmental impacts directly associated with the construction and operation of the Project;
- A guide to the DCBC to develop initiatives that ensure socio-economic benefits to the community of Fort Providence from the Project;
- A formal commitment to develop and invest in a range of community development initiatives over a longer term; and
- A financial plan that establishes diversified and sustainable sources of revenue.

GUIDING PRINCIPLES:

The Directors of the DCBC will be guided by the following principles that provide a foundation for achieving the vision and mission of the Corporation and ensure objective decision-making;

- The Board supports the goal of sustainable community development and a balanced approach to community based socio-economic development;
- The Board will ensure DCBC assets and finances are properly managed;
- Investments in Plan initiatives will be guided by policy and procedure;
- The Board will provide an annual report and audit of financial activities and investment decisions;
- The Plan will be implemented in a manner that maximizes coordination and collaboration between community based organizations and other organizations;



COMMITMENTS:

The Board of the Deh Cho Bridge Corporations commits to:

- Establish employment initiatives, policies and development programs as detailed in Appendix A.
- Establish business development initiatives, policies and programs as detailed in Appendix B.
- Establish community development initiatives, policies and practices as detailed in Appendix C.
- Establish a trust fund policy as detailed in Appendix D.
- Provide reports, financial information and audits relating to initiatives and investments as per Appendix E.

GENERAL PROVISIONS:

The financial resources required to invest in this Plan are based on net profit, after operations and other such costs are deducted from revenues. The Directors of the DCBC will be required to ensure that there are sufficient net profits available to make Plan investments on an annual basis. If net profits are not achieved the DCBC may suspend, interrupt or reduce Plan commitments.

It is not the intent of DCBC Plan investments to replace or reduce program and service obligations provided by the GNWT, Government of Canada or other community organizations.

In the event the Project is destroyed by flood, natural disaster or the DCDB considers it is no longer feasible to operate the Project the DCBC may suspend or interrupt Plan commitments and the DCBC shall be relieved of its Plan obligations to the extent reasonable in the circumstances.

The DCBC confirms that financing of business undertakings related to the provision of goods and services in the construction of the Project will be the responsibility of the business operator. Capital required for business start-up or expansion may be obtained from public sector economic development programs, commercial and development banking institutions or a combination. Nothing in this Agreement should be interpreted as a commitment by the DCBC to provide financing or other economic benefits to such business undertakings.



SIGNATURE PAGE: (ALL DIRECTORS)

Signatures

Mike Vandell	
President	

Susan Christie	
Secretary Treasurer	

Clifford McLeod	
Director	

Wayne Vandell	
Director	

Irene Lafferty	
Director	

Berna Landry	
Director	

APPENDIX A EMPLOYMENT & TRAINING DURING CONSTRUCTION

The DCBC is committed to take all reasonable steps, acting in good faith, to work towards ensuring that local residents are provided employment and training opportunities during the Construction Phase of the Project.

DCBC COMMITMENTS

1. The DCBC commits to negotiate with Construction Contractors and Sub-Contractors to retain at least **15** Fort Providence residents as priority employees and **25** as trainees during the construction of the Bridge.
2. The DCBC commits to negotiate with Construction Contractors to invest in a community based liaison resource who will be responsible for promoting and facilitating communications between the Contractors, residents and business organizations retained in the Project construction.
3. The DCBC commits to ensure that Contractors and Sub-Contractors adopt policies of employment and training consistent with commitments in this Plan including, but not limited to, the following:
 - a) Requiring all Contractors and Sub-Contractors to expressly state their commitment to hiring and training local residents in accordance with this Plan;
 - b) Requiring all Contractors to expressly state their commitment to retaining a local community liaison resource in accordance with this Plan;
 - c) Evaluating bids on the basis of whether appropriate commitments to hiring and training local residents are included or planned for in the bid;
 - d) Require contractors to establish and maintain proper safety awareness, education and training for all Project employees
 - e) Incorporating successful bidder's commitments to the hiring and training of local residents into the contract document; and,
 - f) Requiring all Contractors and Sub-Contractors to fulfill the reporting requirements of this Plan.



4. The DCBC commits to;
 - a. Work with local agencies to complete an employee skills inventory that identifies residents who are looking for work, their knowledge, skills and experience;
 - b. Work with organizations and agencies to identify training program sponsorship opportunities;
 - c. Work with successful bidders to identify employment and training opportunities for local residents;



APPENDIX B BUSINESS DEVELOPMENT DURING CONSTRUCTION

The DCBC is committed to take all reasonable steps, acting in good faith, to work towards ensuring that local business organizations are provided opportunities during the Construction Phase of the Project.

1. The DCBC commits to ensure that Contractors and Sub-Contractors adopt procurement policies consistent with commitments in this Plan including, but not limited to, the following:
 - a) Requiring all Contractors and Sub-Contractors to expressly state their commitment to use local businesses in accordance with this Plan;
 - b) Evaluating bids on the basis of whether appropriate commitments to use local business organizations are included or planned for in the bid;
 - c) Incorporating successful bidder's commitments to use local businesses into the contract document;
 - d) Requiring all Contractors and Sub-Contractors to fulfill the reporting requirements of this Plan; and,
 - e) Where feasible, negotiate splitting large contracts into smaller contracts.

2. The DCBC commits to:
 - a) Provide a list of contract service needs of the Project to local business organizations;
 - b) Provide a list of business services available to Contractors and Sub-contractors;
 - c) Identify and investigate joint venture business opportunities;
 - d) Make economic development agencies aware of the Project opportunities and facilitate communications between agencies and community business organizations.



APPENDIX C SOCIAL WELL-BEING DURING CONSTRUCTION

The DCBC is committed to take all reasonable steps, acting in good faith, to work towards minimizing social impacts of development during the construction of the Project:

1. The DCBC will introduce and maintain the following initiatives to assist employees perform well in their jobs and to help the community cope with any potential effects during the construction of the Project by ensuring;
 - a) All Contractors and Sub-contractors will provide safety instruction to all employees;
 - b) All Contractors and Sub-contractors will establish sexual harassment and alcohol-and drug-free workplace policies at the project site;
 - c) Construction campsites will be located outside of the community;
 - d) Contractors and Sub-contractors will be provided with materials and information on low tolerance levels of the community related to alcohol, substance abuse and violence;
 - e) The DCBC will invest **\$25,000.00** in a community organization to monitor social impacts and consider remedial actions as required.



APPENDIX D ENVIRONMENTAL MONITORING

The DCBC is committed to take all reasonable steps, acting in good faith, to work towards minimizing environmental impacts of the Project:

1. The DCBC will introduce and maintain the following initiatives to ensure effective environmental monitoring;
 - a) Work with the Elders Council to consult with and be guided by on addressing environmental and traditional use concerns and monitor environmental impacts;
 - b) Complete an independent environmental assessment of the Project;
 - c) Consult with Deh Cho communities along the MacKenzie on the Project;
 - d) Be guided by MVIRB recommendations.



APPENDIX E LONG TERM EMPLOYMENT & TRAINING

Workforce adjustment plan for impacted ferry and winter road employees:

1. The DCBC is committed to offset job loss of local employees employed in current ferry and winter road operations. The DCBC commits to establish a workforce adjustment and training plan for each impacted employee.

Individual plans will include, but not be limited to;

- i. Career Counseling;
- ii. Training sponsorship;
- iii. Priority employment opportunity in DCBC operations.

Long term training and employment plan:

2. The DCBC commits, in partnership with other organizations, to establish and invest up to **15%** in net Project proceeds on an annual basis towards a longer-term training and employment plan for the community. Commitment strategy actions will include;
 - i. In partnership with the GNWT, other territorial organizations, and Community organizations, establish coordinated community based approaches to training support services to community residents, including but not limited to;
 - community learning infrastructure;
 - employment support and career development services;
 - pre-employment preparation programs;
 - skill development training programs;
 - on-the-job training programs;
 - literacy programs;
 - training strategies;

3. The DCBC commits to develop employment and training investment policies that guide investments in community based programming that consider the following criteria;
 - Delivery and investment through existing community based organizations;
 - Planned approaches that demonstrate:
 - i. Coordinated and long term approaches;
 - ii. Partnership and Cost shared initiatives;
 - iii. Targets, measurement and results;
 - iv. Reporting

APPENDIX F LONG TERM SOCIAL WELL-BEING

The DCBC recognizes that the health and wellness of individuals and families is fundamental to the social, economic, and cultural sustainability of the community. The DCBC is committed to establish and invest up to **15%** in net Project proceeds on an annual basis in a longer-term well being plan for the community. Commitment strategy actions will include;

- a) In partnership with the GNWT, other territorial and Community organizations, establish coordinated, community based approaches to well-being support services to community residents, including;
 - Family counseling;
 - Substance abuse prevention & treatment;
 - Family assistance programs;
 - Community recreation;
 - Cultural awareness;

- b) The DCBC commits to develop social investment polices that guide investments in community based social programming that consider the following criteria;
 - Delivery through existing community based organizations;
 - Planned approaches that demonstrate:
 - i. Coordinated and long term approaches;
 - ii. Partnership and cost shared initiatives;
 - iii. Targets, measurement and results;
 - iv. Reporting



APPENDIX G LONG TERM BUSINESS DEVELOPMENT

The DCBC is committed to creating an environment where residents can realize employment and business opportunities. The DCBC commits to establish and invest up to **30%** in net Project proceeds on an annual basis in a longer-term economic diversification plan for the community. Commitment strategy actions will include;

1. Development of a Community Economic Development Plan that includes;
 - Identification of best opportunities;
 - Long term strategies
 - Investment requirements over time;
 - Sources of Financing (Debt, Equity, Leverage)

2. The DCBC commits to develop business investment polices that guide investments in community based economic development that consider the following criteria;
 - Planned approaches that demonstrate:
 - i. Coordinated and long term approaches;
 - ii. Linkages with other Plan commitments;
 - iii. Partnership and cost shared initiatives;
 - iv. Targets, measurement and results;
 - v. Reporting



APPENDIX H DCBC TRUST FUND

The DCBC is committed to ensuring that future generations realize on-going and permanent benefits from the Project. The DCBC is committed to overseeing the management of a diverse securities portfolio that will be established with net proceeds from the Project on an annual basis. The DCBC wants to achieve the highest possible returns using conservative investment strategies that preserve capital and increase financial resources in order to benefit future generations of the Community.

The DCBC commits to establish and invest up to **20%** in net Project proceeds on an annual basis in a Trust Fund for the community. Commitment strategy actions will include;

1. Development of a diversified portfolio;
 - Professionally managed;
 - Protection of DCBC investment values;
 - Earn a before-tax real rate of return of at least 5% over the long-term

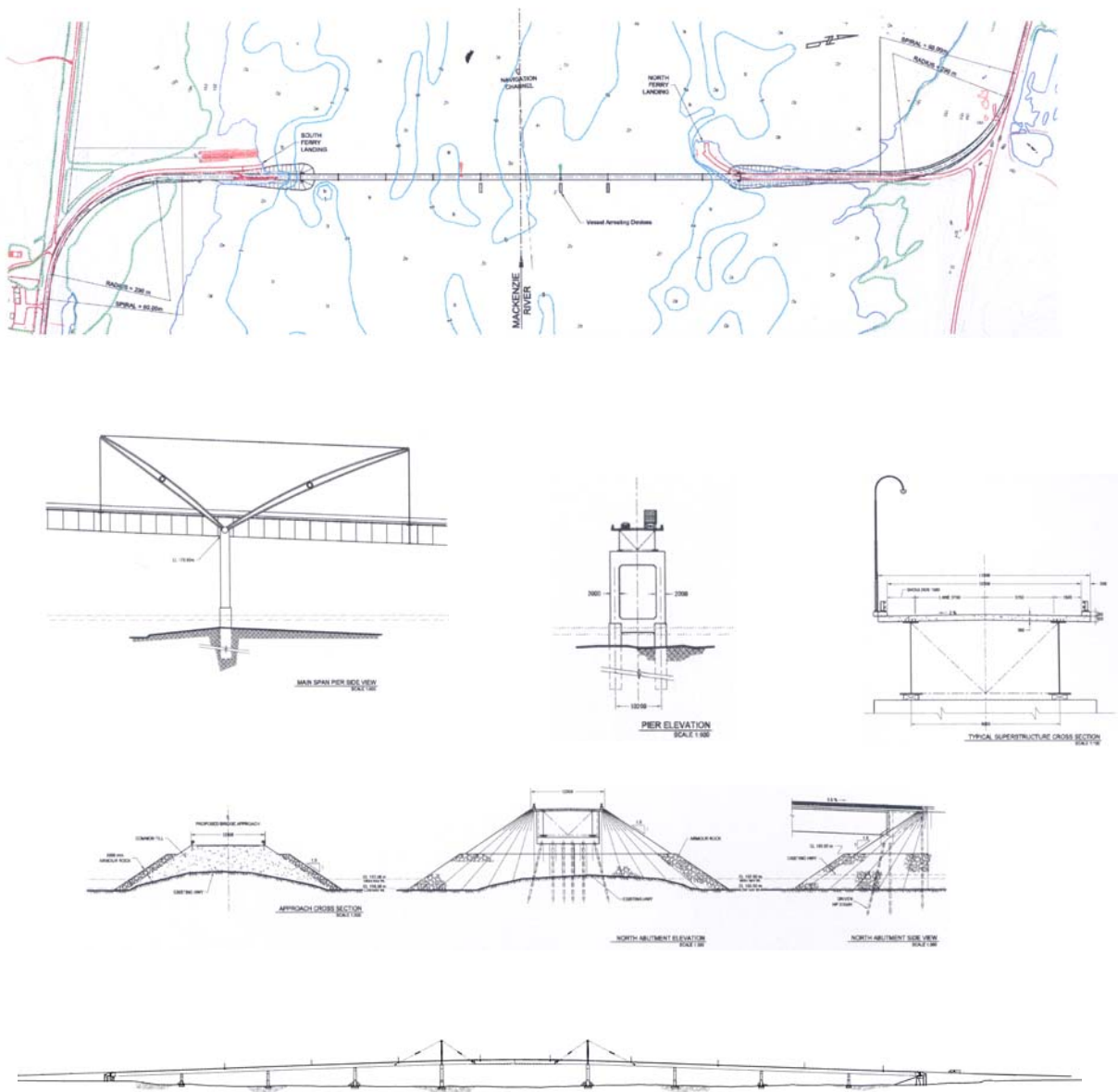
2. The DCBC commits to develop Trust Fund investment polices that guide management and consider the following criteria;
 - Planned approaches that demonstrate:
 - i. Security;
 - ii. Rate of return;
 - iii. Diversification;
 - iv. Management;
 - v. Reporting



APPENDIX I RETURN TO SHAREHOLDERS

The DCBC is committed to provide returns on equity investments to the Shareholders of the Corporation (the Deh Gah Got'ie Dene Band and Fort Providence Metis Council). The DCBC commits to provide up to **20%** in net Project proceeds on an annual basis to Shareholders. Shareholders will independently decide on use of return proceeds, including, but not limited to;

- Towards the operations of the Band and Metis Council;
- Dividend payments to beneficiaries of the Band and Metis Council;
- Other investment areas as decided by the Band and Metis Council.



APPENDIX J REPORTING

The DCBC is committed to ensure the confidence of investors, community residents, financial institutions and GNWT on the fiscal management of the Corporation. The DCBC commits to ensure that;

- Corporation assets will be well managed and that financial policies and fiscal management controls exist to prevent abuse or misuse of Corporation funds and other assets and resources;
- That policies are designed for each component of the Plan;
- An annual audit is completed by an independent accounting company;
- Annual reports will be provided for community residents that include;
 - Report on short term benefits related to the Project
 - Elders Council report on the environment
 - Socio-economic impacts during construction report
 - Long Term employment & training report
 - Long Term social well-being report
 - Long term business development report
 - Trust Fund report

