

MAA-NULTH FIRST NATIONS FINAL AGREEMENT

LAND TRANSFER

MEMORANDUM OF UNDERSTANDING

UCLUELET FIRST NATION and BRITISH COLUMBIA



THIS UNDERSTANDING (the “Understanding”) made the 9th day of April, 2009.

BETWEEN:

UCLUELET FIRST NATION

AND:

**HER MAJESTY THE QUEEN IN RIGHT OF THE PROVINCE OF
BRITISH COLUMBIA**

(“British Columbia”)

The Maa-nulth First Nations, British Columbia and Canada have successfully concluded the negotiation of the Maa-nulth First Nations Final Agreement (the “Final Agreement”) under the British Columbia Treaty Commission process. Ucluelet First Nation is a Maa-nulth First Nation and a party to the Final Agreement.

Ucluelet First Nation and British Columbia have ratified the Final Agreement in accordance with Chapter 28 Ratification of the Final Agreement. All of the parties have now signed the Final Agreement. Canada is proceeding to table its federal settlement legislation in order to fulfill its ratification requirements and be in a position to give effect to the treaty.

The parties are actively engaged in developing detailed Final Agreement implementation and closing plans that will ensure the parties are ready for the effective date – the date when the Final Agreement takes effect, has force of law and the Maa-nulth First Nations begin to exercise their rights under the Final Agreement. However, the parties recognize that it may take 18 to 24 months to prepare all the legal documents and Maa-nulth First Nation laws required to be in place to give effect to the Final Agreement.

At the provincial level, British Columbia and the First Nations Leadership Council, representing the Assembly of First Nations – BC Region, First Nations Summit and the Union of BC Indian Chiefs, have entered into a New Relationship. In the spirit of the New Relationship, British Columbia and two First Nations have recently signed the first incremental treaty agreements in the province. These agreements provide treaty-related benefits to these First Nations, including the transfer of ownership of a key land parcel, in advance of the treaty’s effective date.

In the same vein as an incremental treaty agreement, subject to British Columbia obtaining an appropriation for any required land survey costs, British Columbia is prepared to negotiate a land transfer agreement (the “Transfer Agreement”) with Ucluelet First Nation for an important land parcel. This parcel, which is approximately 34 hectares of provincial Crown land and is identified for illustrative purposes as “Candidate Parcel for Pre-Treaty Transfer” on Schedule 1 to this Memorandum of Understanding (“Lot 468”), will become Maa-nulth First Nations Lands of Ucluelet First Nation on the effective date of the Final Agreement. Located adjacent to Pacific Rim National Park Reserve and other lands that will be owned by Ucluelet First Nation under the treaty, the land is important to Ucluelet First Nation’s economic development plans. If

concluded, the Transfer Agreement would allow Ucluelet First Nation to advance any development plans with partners and financial institutions ahead of the effective date of the Final Agreement.

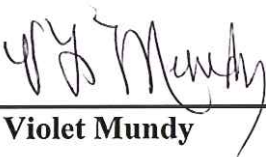
British Columbia and Ucluelet First Nation agree that if a Transfer Agreement is entered into it will include the following provisions:

- a. the Province's commitment to transfer a determinable fee simple estate, excluding subsurface resources, in Lot 468 to a duly incorporated company under the *Business Corporations Act* (British Columbia) (the 'Designated Company') as soon as practicable after the Transfer Agreement is signed by the parties and any required land surveys are completed;
- b. the Designated Company will be owned and controlled by Ucluelet First Nation;
- c. the transfer of Lot 468 will be subject to identified encumbrances and exceptions and the condition that the parcel not be sold or transferred prior to the effective date of the Final Agreement;
- d. existing provincial laws, including applicable zoning, land use, land development and property tax laws will apply to Lot 468;
- e. Lot 468 will be transferred "as is" with respect to its environmental condition;
- f. Lot 468 will become Maa-nulth First Nation Lands of Ucluelet First Nation on the effective date of the Final Agreement; immediately before the effective date of the Final Agreement the fee simple estate of the Designated Company in the Lot 468 will terminate; and
- g. the Province will take responsibility for identified closing costs, including:
 - the cost of any survey required;
 - any other costs or fees associated with the preparation of Crown grants or any other land title office documents; and
 - property transfer tax.

The Parties acknowledge that this Memorandum of Understanding is not intended to create any legally binding obligation on either party, or to recognize, affirm, deny, limit or amend any aboriginal rights or titles of Ucluelet First Nation.

THIS UNDERSTANDING HAS BEEN EXECUTED AND DELIVERED as of the day and year first above written.

**Signed on behalf of Ucluelet First Nation by
Chief Councillor**

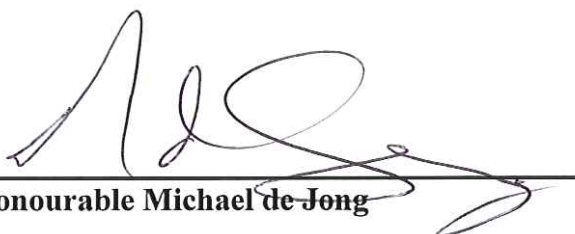


Chief Violet Mundy



Witness

**Signed on behalf of Her Majesty the Queen
in Right of the Province of British Columbia
by the Minister of Aboriginal Relations and
Reconciliation**



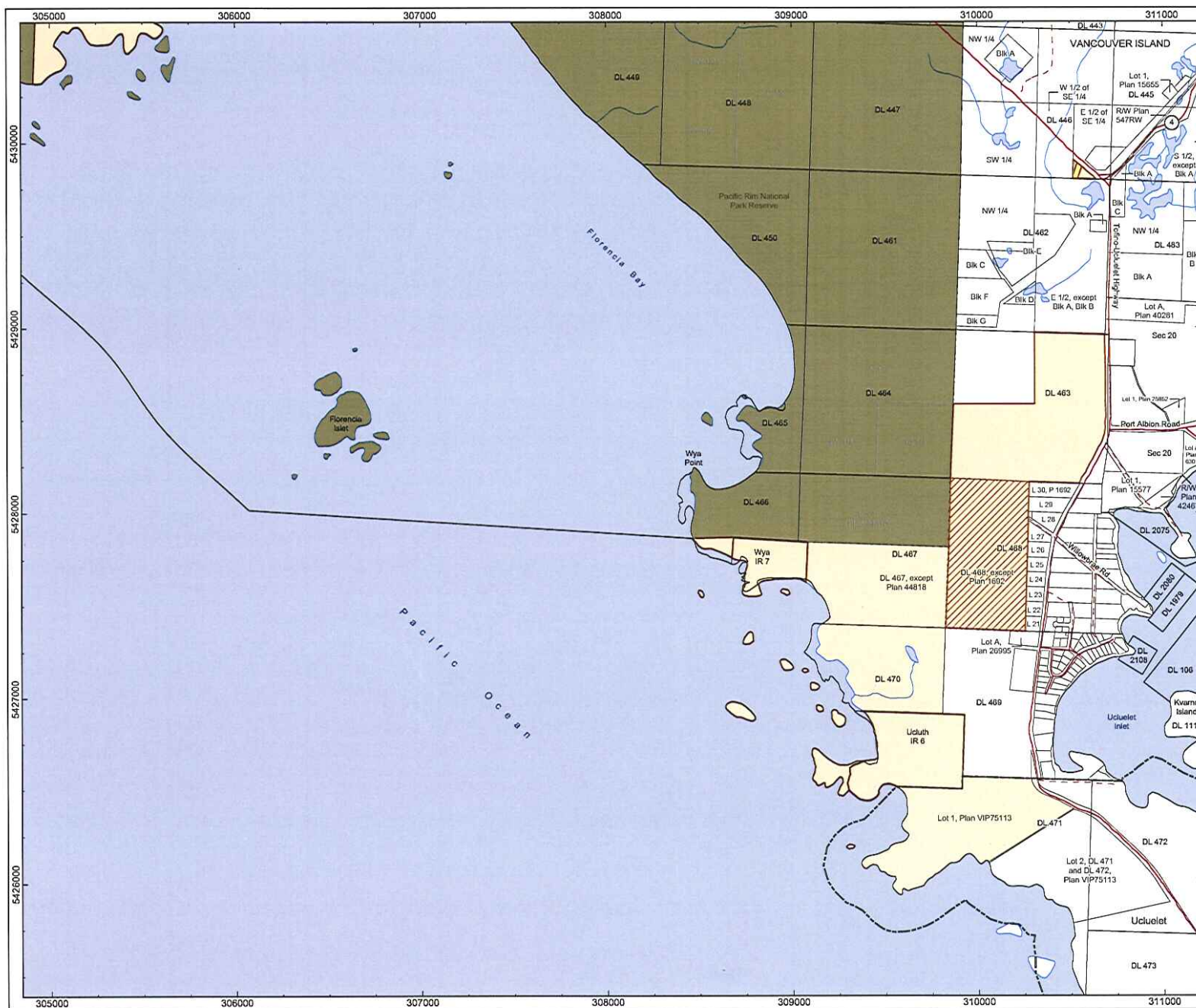
Honourable Michael de Jong



Witness

Schedule 1

Map for Illustrative Purposes of Lot 468



Schedule 1

Legend

- Maa-nulth First Nation Lands of Ucluelet First Nation
 - Excluded Crown Corridors
 - Candidate Parcel for Pre-Treaty Transfer
 - Primary Survey Parcel
 - Subdivision Parcel
 - Federal Protected Area
- Transportation
- Road (Paved)
 - Road (Gravel)
 - Electrical Transmission Line
 - Pipeline
- Water Body
- Watercourse



0 1:15,000 500 1,000
Metres

Description

District Lot 468, Clayoquot Land District

Key Map of all Maa-nulth First Nation Lands of Ucluelet First Nation



Base map derived from 1:20,000 TRIM data
Cadastral derived from Crown Land Registry
Services and Land Title Office
Land District: Clayoquot
BCGS Mapsheet No.: 092C.093
UTM Zone 10

Map of the Lot 468 Parcel