

Attachment 2

GO Expansion Master Agreement Dispute Resolution Terms

Principles:

- A Technical Dispute refers to a dispute between Metrolinx and the City that pertains to the interpretation and applicability of City standards, including without limitation, Incremental Costs associated with such City Standards.
- Metrolinx and the City will endeavour to remedy or resolve Technical Disputes in good faith by amicable negotiations and to facilitate a resolution. Each Party shall provide frank, candid and timely disclosure of relevant facts, information and documents to the other Party.
- Construction and other work and activities shall continue during the subsistence and pending the resolution of a Technical Dispute.

Referral to Steering Committee

- As a first step, Technical Disputes will be referred to the GO Expansion Steering Committee by either Metrolinx or the City. The Steering Committee shall meet to attempt to resolve the Technical Dispute during its next regularly scheduled monthly meeting, provided that if either Party deems the Technical Dispute to be urgent, then the Steering Committee may choose to resolve the Technical Dispute on an expedited basis. If the Steering Committee is unable to resolve the Technical Dispute, the Steering Committee shall refer the Technical Dispute to the Program Committee.

Referral to Program Committee

- Technical Disputes shall be referred to the Program Committee by the Steering Committee. The Program Committee shall meet to attempt to resolve the Technical Dispute during its next regularly scheduled monthly meeting, provided that if either Party deems the Technical Dispute to be urgent, then the Program Committee may choose to resolve the Technical Dispute on an expedited basis. If the Program Committee is unable to resolve the Technical Dispute, the Program Committee shall refer the Technical Dispute to the Executive Committee.

Referral to Executive Committee

- Technical Disputes shall be referred to the Executive Committee by the Program

Committee. The Executive Committee shall meet as soon as possible after the Technical Dispute has been referred to and will attempt to negotiate a resolution of the Technical Dispute within 10 days of the Technical Dispute being referred to it (unless a Party notifies the Executive Committee and the other Parties that the Technical Dispute must be dealt with on an urgent basis, in which case the Executive Committee shall endeavour to resolve the Technical Dispute on an expedited basis). If the Executive Committee is unable to resolve the Technical Dispute, the Technical Dispute may be referred to the Dispute Review Board.

The Panel and the Dispute Review Board re: Technical Disputes:

- The Dispute Review Board will be selected jointly by Metrolinx and the City from a Dispute Resolution Panel composed of independent professionals with experience and knowledge in the design and construction of transit projects and municipal infrastructure. The Dispute Review Board will meet as soon as possible after a Technical Dispute has been referred to it, and the decision of the Board will be binding on the parties.
- In recognition of the need to continue with construction of the applicable Project, if the Dispute Review Board fails to provide a final resolution within 30 days, or if a delay will have a material adverse impact on scheduling and/or cost of the applicable Project, then Metrolinx has the right to proceed with construction of City Infrastructure to the City Standard, as prescribed by the City, prior to a determination by the Dispute Review Board. If subsequently the Dispute Resolution Board finds in favour of Metrolinx, the City shall pay to Metrolinx the incremental costs.
- The decision of the Dispute Review Board shall be immediately implemented, final and binding upon the Parties, with no appeal or recourse to the courts or to any other dispute resolution process in respect of any such decision.