



City of Hamilton
c/o Jason Thorne
400 - 77 James St. N.,
Hamilton ON,
L8R 2K3

March 29, 2019

Dear Mr. Thorne,

As you may be aware, Metrolinx has recently undertaken a thorough fiscal review of our programs and services.

This letter is to inform you that as a result of this review, Metrolinx is hereby terminating the Service Delivery Agreement for the delivery of the Smart Commute program, in accordance with our rights under Article 13.1

Metrolinx may, in its sole discretion, without liability, cost or penalty, and without prejudice to any other rights or remedies of Metrolinx under this Agreement or at law or in equity, terminate this Agreement at any time, for any reason, upon giving at least ninety (90) days' notice to the Service Provider.

The 90-day notice period commences on April 1, 2019 and therefore the Service Delivery Agreement will be terminated on, June 29, 2019.

We have provided you with an updated "Schedule D - Payment Details", which outlines the funds payable by Metrolinx with respect to the 2019-20 fiscal year for the aforementioned 90-day period.

We would like to thank you for your partnership on this program, and also note that while Metrolinx's support of the program is ending, we will work with you to understand which program elements and assets would benefit the on-going delivery of the program, should you choose to do so.

If you have any questions related to this notification please contact Doug Spooner.

Sincerely,

A handwritten signature in blue ink, appearing to read 'DKotwal', written over a horizontal line.

Dean Kotwal
Senior Legal Counsel, Metrolinx

SCHEDULE "D"
PAYMENT DETAILS FOR APRIL 1, 2019 to JUNE 29, 2019

Service Provider's Upset Limit (90-day): \$26,110

Payment for Member Level Services: \$26,110

Custom Project Cap : \$0

Behavioural Change Payment : \$0