

This is Schedule 19 referred to in the foregoing M8 M73 M74 Motorway Improvements Agreement between the Scottish Ministers and Scot Roads Partnership Project Ltd

**SCHEDULE 19
LIAISON COMMITTEE**

1. Establishment of Liaison Committee

1.1 The Scottish Ministers and the Company shall establish and maintain the Liaison Committee with effect from the Effective Date throughout the Contract Period. The Liaison Committee shall consist of two representatives of the Scottish Ministers and two representatives of the Company. Each of the Scottish Ministers and the Company shall be represented by, as a minimum, the Scottish Ministers' Representative and the Company's Representative, respectively. The Chairman of the Liaison Committee will be a representative of the Scottish Ministers.

2. Remit of Liaison Committee

2.1 The Liaison Committee shall:

- 2.1.1 review issues relating to the day to day conduct and carrying out of the Operations;
- 2.1.2 undertake a review of the operational interfaces between the Scottish Ministers and the Company;
- 2.1.3 discuss actual and anticipated changes to the Scottish Ministers' Requirements and the Operations;
- 2.1.4 undertake a regular review of the overall delivery of the Operations; and
- 2.1.5 be a forum for discussing disputes between the Parties.

3. Secretary

The Liaison Committee shall have a Secretary, who shall be appointed by the Scottish Ministers.

4. Proceedings

4.1 The Liaison Committee shall regulate its own proceedings, save in respect of the following matters:

- 4.1.1 the representatives of the Company at a meeting shall have, in aggregate, the same number of votes as, in aggregate, the representatives of the Scottish Ministers;
- 4.1.2 the Chairman shall not have a casting vote;

- 4.1.3 if the Chairman is not present within fifteen (15) minutes of the start of a meeting, the members of the Liaison Committee appointed by the Scottish Ministers shall nominate a chairman of the meeting;
- 4.1.4 members of the Liaison Committee may appoint one alternate (and remove and replace that alternate) to attend and vote on their behalf;
- 4.1.5 resolutions of the Liaison Committee must have the affirmative vote of representatives of both Parties;
- 4.1.6 the Liaison Committee shall meet at least once every three months up to the first anniversary of the Final Completion Date and thereafter as agreed between representatives of the Company and the Scottish Ministers;
- 4.1.7 notwithstanding the foregoing, the Liaison Committee shall meet as often as may be required to fulfil its role under paragraph 2;
- 4.1.8 any member of the Liaison Committee may require the Secretary to convene a meeting of the Liaison Committee, which shall be held on not less than two weeks' and not more than three weeks' notice, save in the case of a matter requiring urgent consideration, when such notice as shall be reasonable in the circumstances shall be given by the Secretary; and
- 4.1.9 meetings of the Liaison Committee may be held by telephone provided that it is possible that all participants can hear and speak to each other at the same time.

5. Minutes

Minutes of all proceedings of the Liaison Committee shall be kept by the Secretary and shall be circulated in draft to the Scottish Ministers and to the Company as soon as practicable after the relevant meeting and approved at the next following meeting.

6. Disputes

The Parties shall use reasonable endeavours to resolve any dispute by means of prompt, bona fide discussion through the Liaison Committee. Such discussion shall not be a precondition of a reference of any dispute to the Dispute Resolution Procedure or legal proceedings in the courts.