

EXHIBIT C-5A

Form of Deed of Confirmation for Springfield Flyover Easement

Upon recordation return to:

Office of the Attorney General
102 North 9th Street
Richmond, VA 23219
Attn: Chief, Transportation Section

Tax Parcel No(s): See Exhibit A attached hereto.

NOTE TO CLERK: This deed of confirmation confirms the conveyance of a portion of the property described in the Original Deed referenced below and is exempt from recording taxes pursuant to Section 58.1-810 of the Code of Virginia (1950), as amended, on the grounds that the recording tax was paid at the time of recordation of the Original Deed.

DEED OF CONFIRMATION

THIS DEED OF CONFIRMATION (this “Deed of Confirmation”) is made this ___ day of _____, 202_ among **CSX TRANSPORTATION, INC.**, a Virginia corporation, whose mailing address is 500 Water Street, Jacksonville, Florida 32202, hereinafter called “CSXT,” to be indexed as Grantor; **RICHMOND, FREDERICKSBURG & POTOMAC RAILWAY COMPANY**, a Virginia corporation and a Delaware corporation (also known as Richmond, Fredericksburg and Potomac Railway Company), whose mailing address is 500 Water Street, Jacksonville, Florida 32202, hereinafter called “RF&P Railway,” to be indexed as Grantor; and [**VIRGINIA PASSENGER RAIL AUTHORITY**, a political subdivision of the Commonwealth of Virginia],¹ whose mailing address is _____, hereinafter called “Grantee,” to be indexed as Grantee. CSXT and RF&P Railway, collectively, are hereinafter called “Grantors.” CSXT, RF&P Railway and Grantee, collectively, are hereinafter called the “Parties,” and each, individually, is hereinafter called a “Party.”

(Wherever used herein, the term “Grantors” shall mean either or both of CSXT and RF&P Railway, as applicable, and the terms “Grantors” and “Grantee” may be construed in the singular or plural as the context may require or admit, and for purposes of exceptions, reservations and/or covenants, shall include the heirs, legal representatives and assigns of individuals or the successors and assigns of corporations or state agencies.)

WITNESSETH:

WHEREAS, by Deed dated _____, 2021, recorded in the recording offices in Virginia identified in Exhibit B attached hereto (the “Original Deed”), Grantors conveyed unto Virginia Department of Rail and Public Transportation (“DRPT”) all of the Grantors’ right, title and interest, if any, in and to certain real property described therein, including the “Springfield Flyover Easement” as described and defined in the Original Deed (all capitalized terms used in this Deed of

¹ If DRPT to VPRRA assignment hasn’t taken place, appropriate changes will be made to reflect conveyance to DRPT.

Confirmation and not otherwise defined herein shall have the respective meanings set forth in the Original Deed);

[**WHEREAS**, DRPT conveyed the Passenger Rail Easement and the Passenger Facilities to Grantee, among other real property interests, by Deed dated _____, 202____, recorded in the aforesaid recording offices;]

WHEREAS, the Original Deed described the Springfield Flyover Easement by reference to the Enhanced Valuation Map described in Exhibit C attached hereto (the "Original Deed Valuation Map")² rather than by a current plat of survey, it being contemplated that a deed of confirmation would be executed and recorded thereafter to confirm, establish or modify the boundary lines of the Springfield Flyover Easement when the Grantee obtained a current plat of survey delineating such boundary lines, subject to all of the other reservations, restrictions, terms and conditions set forth in the Original Deed;

WHEREAS, the Parties now desire to confirm, establish or modify the boundary lines of the Springfield Flyover Easement shown on the Original Deed Valuation Map so as to conform to the boundary lines thereof shown on the plat of survey attached hereto as Exhibit D (the "Survey"), subject to all of the reservations, restrictions, terms and conditions applicable to the Springfield Flyover Easement as set forth in the Original Deed.

NOW THEREFORE, in consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties do hereby confirm and agree as follows:

(1) the boundary lines of the Springfield Flyover Easement are hereby confirmed, established and (if applicable) modified to be the boundary lines thereof set forth on the Survey, which Survey is hereby substituted for the Original Deed Valuation Map referenced in and recorded with the Original Deed;

(2) to the extent that any portion of the Springfield Flyover Easement shown on the Survey lies outside the boundaries of the Springfield Flyover Easement as shown on the Original Deed Valuation Map (and therefore was not conveyed by the Original Deed), Grantors hereby convey by quitclaim unto Grantee, its successors and assigns, all of Grantors' right, title and interest, if any, in and to each such portion of the Springfield Flyover Easement shown on the Survey;

(3) to the extent that any portion of the Springfield Flyover Easement shown on the Original Deed Valuation Map is not situated within the boundaries of the Springfield Flyover Easement shown on the Survey, Grantee hereby conveys by quitclaim unto Grantors, their successors and assigns, all of Grantee's right, title and interest, if any, in and to each such portion of the Springfield Flyover Easement not shown on the Survey;

(4) this Deed of Confirmation and the foregoing provisions hereof shall not affect the conveyance by the Grantors to the Grantee of the Grantors' interest in stations, platforms and other passenger facilities or the grant by the Grantors to the Grantee of the Passenger Rail

² If this deed relates to a portion of the Passenger Rail Corridor that is shown on more than one Original Deed Valuation Map and/or more than one Survey, appropriate changes will be made to reflect the same.

Easement or the Subordinate Passenger Easement, in each case pursuant to the Original Deed; and

(5) the Grantee's right, title and interest in the Springfield Flyover Easement, as confirmed or modified by this Deed of Confirmation, shall continue to be subject to all of the exclusions, reservations, restrictions, covenants, terms and conditions set forth in the Original Deed, including (without limitation) the exclusion of the Excluded Property, the CSXT Easement, the Reserved Corridor Rights, the Rail Corridor Encumbrances, the disclaimer as to warranty of title, the Restrictive Covenants and the reservation by RF&P Railway of certain rights and interests in the Grantors' Retained Interest.

[THE REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, CSX TRANSPORTATION, INC. and RICHMOND, FREDERICKSBURG & POTOMAC RAILWAY COMPANY, pursuant to due corporate authority, have caused their names to be signed hereto by their respective officers hereunto duly authorized and duly attested, and the VIRGINIA PASSENGER RAIL AUTHORITY, pursuant to due authority, has caused its name to be signed hereto by its officers hereunto duly authorized.

ATTEST: _____
Secretary

CSX TRANSPORTATION, INC., a Virginia corporation

By: _____
Print Name: _____
Print Title: _____

ATTEST: _____
Secretary

RICHMOND, FREDERICKSBURG & POTOMAC RAILWAY COMPANY, a Virginia and Delaware corporation (also known as Richmond, Fredericksburg and Potomac Railway Company)

By: _____
Print Name: _____
Print Title: _____

STATE OF _____
CITY/COUNTY OF _____

The foregoing instrument was acknowledged before me this ____ day of _____, 202_, by _____, as _____ of CSX Transportation, Inc., a Virginia corporation, on behalf of the corporation.

My commission expires: _____

[SEAL]

Notary Public

STATE OF _____
CITY/COUNTY OF _____

The foregoing instrument was acknowledged before me this ____ day of _____, 202_,
by _____, as _____ of Richmond, Fredericksburg & Potomac
Railway Company, , a Virginia and Delaware corporation (also known as Richmond, Fredericksburg and
Potomac Railway Company), on behalf of the corporation.

My commission expires: _____

[SEAL]

Notary Public

[VIRGINIA PASSENGER RAIL AUTHORITY, a political subdivision of the Commonwealth of Virginia]

By: _____
Print Name: _____
Print Title: [Executive Director]

STATE OF _____
CITY/COUNTY OF _____

The foregoing instrument was acknowledged before me this ____ day of _____, 202_, by _____, as [Executive Director] of the [Virginia Passenger Rail Authority, a political subdivision of the Commonwealth of Virginia], on behalf of the [Authority].

My commission expires: _____

[SEAL]

Notary Public

The current business or residence address of Grantee is:

Address _____
City _____ State _____
Zip Code _____

(signature page to Deed of Confirmation)

Exhibit A	Tax Parcel(s)
Exhibit B	Recording Offices for Original Deed
Exhibit C	Original Deed Valuation Map
Exhibit D	Survey

EXHIBIT A
TAX PARCEL(S)

Jurisdiction	Tax Parcel(s)
Fairfax County	

EXHIBIT B

RECORDING OFFICES FOR ORIGINAL DEED

The Clerk's Office the Circuit Court of each of the following cities and counties in the Commonwealth of Virginia:

Jurisdiction	Recording Information
Arlington County	
City of Alexandria	
Fairfax County	
Prince William County	
Stafford County	
City of Fredericksburg	
Spotsylvania County	
Caroline County	
Hanover County	
Henrico County	
City of Richmond	
Chesterfield County	
City of Colonial Heights	
City of Petersburg	
Dinwiddie County	

EXHIBIT C
ORIGINAL DEED VALUATION MAP

EXHIBIT D
SURVEY

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