

EXHIBIT C-5

Form of Deed of Confirmation for Rail Corridor Easement (VA)

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 “Passenger Rail Easement” over, across and upon the “Passenger Rail Corridor” [and including the “Passenger Facilities,”]² as such

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

² This clause and all other bracketed clauses should be included only if the Survey discloses that a portion of the Passenger Facilities is located on the Freight Rail Corridor adjacent to this portion of the Passenger Rail Corridor. If any Passenger

terms are defined in the Original Deed (all capitalized terms used in this Deed of 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 Passenger Rail Corridor by reference to various Enhanced Valuation Maps identified in the Original Deed, including the Enhanced Valuation Maps identified in Exhibit B attached hereto relating to the portion of the Passenger Rail Corridor shown thereon (the "Original Deed Valuation Maps"),³ rather than by a current plat of survey, it being contemplated that one or more deeds of confirmation would be executed and recorded thereafter to confirm, establish or modify the boundary lines of the Passenger Rail Corridor as Grantee obtained current plats of survey delineating such boundary lines and that the Grantee's interest in the portion or portions of the Passenger Rail Corridor described by such plats of survey would be converted from the Passenger Rail Easement to whatever interest (fee simple or otherwise) Grantors may own in such portion of the Passenger Rail Corridor, subject to all of the other reservations, restrictions, terms and conditions set forth in the Original Deed;

[**WHEREAS**, the Original Deed described the Passenger Facilities by reference to various maps attached to the Original Deed, including Sheet S-[] relating to the Passenger Facilities shown thereon (the "Original Deed Passenger Facilities Map") rather than by a current plat of survey, it being contemplated that one or more deeds of confirmation would be executed and recorded thereafter to confirm, establish or modify the boundary lines of the Passenger Facilities as Grantee obtained current plats 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 portion of the Passenger Rail Corridor shown on the Original Deed Valuation Maps [and the boundary lines of the Passenger Facilities] so as to conform to the boundary lines shown on the plat of survey attached hereto as Exhibit C (the "Survey") and to confirm that the interest of Grantee in such portion of the Passenger Rail Corridor conveyed by the Original Deed has converted from the Passenger Rail Easement to whatever interest (fee simple or otherwise) Grantors may own in such portion of the Passenger Rail Corridor, without payment of additional consideration, subject to all of the other reservations, restrictions, terms and conditions 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 portion of the Passenger Rail Corridor shown on the Original Deed Valuation Maps are hereby confirmed, established and (if applicable) modified to be the boundary lines of the Passenger Rail Corridor set forth on the Survey, which Survey is

Facilities are located entirely within this portion of the Passenger Rail Corridor, there is no need to confirm their boundary lines separately from the Passenger Rail Corridor boundary lines.

³ If this deed relates to a portion of the Passenger Rail Corridor that is shown on only one Original Deed Valuation Map and/or only one Survey, appropriate changes will be made to reflect the same.

hereby substituted for the Original Deed Valuation Maps referenced in and recorded with the Original Deed;

(2) [the boundary lines of the Passenger Facilities shown on the Original Deed Passenger Facilities Map are hereby confirmed, established and (if applicable) modified to be the boundary lines of the Passenger Facilities set forth on the Survey, which Survey is hereby substituted for the Original Deed Passenger Facilities Map referenced in and recorded with the Original Deed;]

(3) the Grantors hereby convey by quitclaim unto Grantee, its successors and assigns, all of Grantors' right, title and interest, if any, in and to the portion of the Passenger Rail Corridor shown on the Survey [and in and to the Passenger Facilities shown on the Survey], subject to all of the exclusions, reservations, restrictions, covenants, terms and conditions set forth in the Original Deed;

(4) to the extent that any portion of the Passenger Rail Corridor shown on the Original Deed Valuation Maps is not situated within the boundaries of the Passenger Rail Corridor as described 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 Passenger Rail Corridor;

(5) [to the extent that any portion of the Passenger Facilities shown on the Original Deed Passenger Facilities Map is not situated within the boundaries of the Passenger Facilities as described 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 Passenger Facilities;]

(6) Grantors and Grantee hereby confirm that the interest of Grantee in the portion of the Passenger Rail Corridor described in the Survey has converted from the Passenger Rail Easement to whatever interest (fee simple or otherwise) Grantors may own in such portion of the Passenger Rail Corridor immediately preceding the recordation of this Deed of Confirmation;

(7) this Deed of Confirmation and the foregoing provisions hereof shall not affect (a) the grant by the Grantors to the Grantee of the Springfield Flyover Easement and the Subordinate Passenger Rail Easement, in each case pursuant to the Original Deed, except to the extent that any modification of the boundary lines of the Passenger Rail Corridor [or the Passenger Facilities] pursuant to this Deed of Confirmation may affect the same, or (b) any portion or portions of the Passenger Rail Corridor [and any Passenger Facilities] not described in the Survey; and

(8) the Grantee's right, title and interest in the Passenger Rail Corridor [and the Passenger Facilities], 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

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

EXHIBIT A
TAX PARCEL(S)

Jurisdiction	Tax Parcel(s)

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

LIST OF ORIGINAL DEED VALUATION MAPS

EXHIBIT D
SURVEY

142757023_1