

## EXHIBIT R

### Core Terms of the Second Amended and Restated Operating/Access Agreement between CSXT and the Commissions

1. **Access Fee** – An Access Fee of \$28.26 per train mile, which may be escalated beginning no earlier than July 1, 2021 as provided below
2. **Escalation Cap** – A cap on the annual escalation of the “Contract Fee” (inclusive of the Access Fee) of no more than the greater of the following amounts:
  - a. four percent (4%), calculated on the Contract Fee in effect the previous year; or
  - b. the increase in the CPI Urban Wage Earners and Clerical Workers for Washington, D.C. – Maryland – Virginia
3. **Term** – A term of years co-terminus with the Joint Operating and Maintenance Agreement
4. **Service** – Permitting the current commuter rail service as of the execution date of the Comprehensive Rail Agreement, and the additional commuter rail service contemplated by the Comprehensive Rail Agreement and the Joint Operating and Maintenance Agreement (but subject to the conditions of said agreements)
5. **Cure Rights** – Cure rights running in favor of DRPT as contemplated by Section 14.1 of the Comprehensive Rail Agreement
6. **Master Lease Amendment** – An amended master lease agreement between CSXT and the Commissions with the following features:
  - a. A term of years co-terminus with the Joint Operating and Maintenance Agreement
  - b. Continued access rights with respect to any station sites and assets leased to the Commissions by CSXT as of the effective date of the Comprehensive Rail Agreement for which CSXT will retain title
  - c. As of Sale Date 1, the Commissions being relieved of their obligation to pay rent for:
    - i. any station sites and assets leased to the Commissions by CSXT as of the effective date of the Comprehensive Rail Agreement for which CSXT will retain title, and
    - ii. any additions to or expansions of the station sites at the Alexandria, Franconia, Quantico, and Fredericksburg stations sites that are advanced beyond conceptual design (30%) phase as of the execution date of the Comprehensive Rail Agreement – but future additions to or expansion of the station sites may be subject to market rent to be paid by the Commissions
7. **Other Terms** – For the avoidance of doubt, except as set forth above, CSXT is not obligated to alter any of the rights to which it is entitled under the current Operating

Agreement (CSXT/Commissions), including without limitation, liability, indemnity and insurance.