

EXHIBIT P

FORM OF VPRA ASSIGNMENT AGREEMENT

THIS VPRA ASSIGNMENT AGREEMENT is made and entered into as of this [●] day of [●], 2021, by and between the **VIRGINIA DEPARTMENT OF RAIL AND PUBLIC TRANSPORTATION**, a political subdivision of the Commonwealth of Virginia (hereinafter referred to as “**DRPT**”), and the **VIRGINIA PASSENGER RAIL AUTHORITY**, a body corporate and political subdivision of the Commonwealth of Virginia (hereinafter referred to as “**VPRA**”). DRPT and VPRA hereinafter are referred to collectively as the “**Parties**”.

RECITALS

WHEREAS, DRPT and CSX Transportation, Inc., a Virginia corporation (“**CSXT**”), have entered into the following agreements (collectively, the “**DRPT-Assigned Agreements**”):

1. [●];

WHEREAS, the DRPT-Assigned Agreements allow DRPT to assign unilaterally to VPRA the DRPT-Assigned Agreements, and the Parties desire now for DRPT to make such assignment.

AGREEMENT

NOW, THEREFORE, DRPT hereby assigns the DRPT-Assigned Agreements to VPRA. All references to DRPT within the DRPT-Assigned Agreements are hereby deleted and replaced with VPRA, unless the context clearly indicates otherwise. VPRA agrees to step into the place of DRPT with respect to the DRPT-Assigned Agreements, to be bound by the DRPT-Assigned Agreements with CSXT as the contractual counterparty, to be responsible for and to fulfill the obligations of DRPT within the DRPT-Assigned Agreements, and to be availed of all the rights of DRPT within the DRPT-Assigned Agreements. This VPRA Assignment Agreement shall be effective upon its execution by the signatories below. The Parties agree to notify CSXT of the execution of this VPRA Assignment Agreement within five days after its execution.

[SIGNATURE PAGE TO FOLLOW]

VIRGINIA DEPARTMENT OF RAIL
AND PUBLIC TRANSPORTATION

By: _____

Name: _____

Title: _____

VIRGINIA PASSENGER RAIL AUTHORITY

By: _____

Name: _____

Title: _____

[SIGNATURE PAGE FOR VPRA ASSIGNMENT AGREEMENT]