

EXHIBIT C

Service Optimization and Implementation Plan

SERVICE OPTIMIZATION AND IMPLEMENTATION PLAN

Passenger Train Schedules – Existing and New Service

Background

DRPT and CSXT agreed to a Term Sheet in December 2019 that included a preliminary service schedule for additional passenger trains and phased service implementation (Post-Acquisition, Phase 1, Phase 2). Following the agreement, DRPT and CSXT established the Virginia Rail Improvements Service Planning Group made up of subject matter experts from DRPT, CSXT, Amtrak and VRE (the “Planning Group”), to convert the December 2019 schedule into one that could be implemented upon the financial close of the transaction (the “Passenger Schedules”). The Planning Group then produced additional draft weekday and weekend schedules of Amtrak and VRE trains and, as of December 23, 2020, version 5 reflects the current progress made towards final Passenger Schedules. The final Passenger Schedules will remain subject to the unanimous consent of DRPT, CSXT, Amtrak and VRE prior to implementation.

As the final Passenger Schedules are developed, a detailed operating plan for all passenger trains on Segment 1 will be drafted initially by DRPT, in cooperation with CSXT, Amtrak and VRE, and subject to the agreement of all of the members of the Planning Group. The plan will provide information to support dispatching that includes for all passenger trains arrival and departure times from stations, passing times at control points, information relating to meets, overtakes, and en-route station platform assignments, non-revenue train movements, equipment turn information, passenger data for OTP measurement of Amtrak and VRE trains, ridership data, and general information on train priority. If DRPT assumes dispatch of DRPT owned tracks on Segment 1 in accordance with this Joint Operating and Maintenance Agreement, this Service Optimization and Implementation Plan will be amended on mutual agreement to allow the dispatchers of DRPT and CSXT to permit trains to enter safely and efficiently onto the trackage and other infrastructure and facilities of CSXT and DRPT on Segment 1 and to allow for optimization of passenger service and freight service on Segment 1. The Planning Group shall work in good faith to finalize the operating plan by no later than one hundred eighty (180) days following the Effective Date of the Passenger Rail Improvement Funding and Partnership Agreement dated March [•], 2021 between Amtrak and Virginia.

VRE Representative

To further promote schedule adherence, during the period when CSXT is dispatching the VRE Segment during the Trial Period, VRE may designate a representative to work with the passenger specialist at CSXT for the Trial Period for the purpose of coordinating with Amtrak’s current representative.

Performance Monitoring Committees

The purpose of the Performance Monitoring Committees is to share data and provide feedback to ensure the Passenger Schedules and operating plan agreed to by DRPT, CSXT, Amtrak and VRE are adhered to. Given the parties cannot anticipate all operational constraints, challenges and opportunities they will encounter in running trains on Segment 1, these committees will promote coordinated monitoring of operational performance and make recommendations as needed to achieve agreed upon performance objectives, subject to the terms and conditions of this Joint Operating and Maintenance Agreement and Amtrak's federal statutory rights.

The hierarchy of the committees is established to support recommendations in the areas of scheduling, dispatching, maintenance and associated policies, practices and procedures at the appropriate level of authority within each party. A description of the committee structure and their activities is provided below. The committee structure will be implemented within 30 days after Sale Date 1.

Service Performance Committee

CSXT and DRPT shall establish a Service Performance Committee, whose duties are described below in Table 1. The Service Performance Committee shall invite Amtrak, VRE, and VRE's contracted operator to become members of the Committee.

To assist the Committee in performing its responsibilities, after Sale Date 1, CSXT shall make available to the Committee members the ability to remotely access and view the real-time Computer Aided Dispatch (CAD) system (often called "Look Aheads" or "Dispatcher Screens") used by CSXT train dispatchers to dispatch passenger trains on Segment 1 to substantially the same extent as currently provided to Amtrak and/or VRE. CSXT shall also provide to the Committee, no less frequently than monthly, information on known and upcoming maintenance projects within the limits of Segment 1. Amtrak and VRE shall make available online to the Committee members its Conductor Delay Report data for Amtrak trains on Segment 1. This will provide insight into execution of the operating plan and help provide feedback to dispatchers. Finally, upon a specific request with sufficient support for the use and need for such data, CSXT will make available to DRPT only, subject to a non-disclosure agreement addressing the disclosure, certain (i) OST data, and (ii) historic dispatching records (often called "playback" or "replay") responsive to that request within a reasonable time of receiving DRPT's request.

Performance Managers Committee

CSXT and DRPT shall form a management level committee consisting of at least two (2) management representatives from each organization (the "Performance Managers Committee") whose duties are described below in Table 1. Participating representatives from each organization shall consider recommendations and issues elevated by the Service Performance Committee. The Performance Managers Committee shall invite Amtrak and VRE to become members of the Performance Managers Committee.

Performance Executives Committee

CSXT and DRPT shall form a committee consisting of at least two (2) executive level representatives from each organization (the “Performance Executives Committee”) whose duties are described below in Table 1.

The Performance Executives Committee shall invite Amtrak and VRE to become members of the Performance Executives Committee.

Table 1 - Performance Monitoring Committees Summary

<p>Service Performance Committee</p>	<ul style="list-style-type: none"> • CSXT • DRPT • Amtrak • VRE • VRE's Contracted Operator 	<p>Daily Teleconference</p>	<p>To engage in and build upon the existing daily train performance call between CSXT, Amtrak, VRE and VRE's contracted operator. The Committee will evaluate root cause data and performance against agreed upon performance goals and identify operational efficiencies, capital investments (infrastructure, rolling stock, equipment), and/or policies and practices that benefit train performance and customer experience as it relates to then current passenger train schedules and identified freight train and passenger train objectives in Segment 1.</p> <p>To review the performance of intercity passenger trains, commuter rail trains, as well as freight trains (at the discretion of CSXT) on Segment 1 during the previous day. Discussions shall include direct and root cause analysis of any delays, delay trends, coordination of operator schedules for any anticipated delays (e.g. slow orders due to upcoming construction or maintenance), and any other topics related to service performance and freight train velocity. This committee is also charged with anticipating and evaluating non-routine issues, such as severe weather, which may trigger (i) a temporary schedule change or (ii) adjustments in the work period for an Infrastructure Improvement, provided the member entities mutually agree.¹</p> <p>Representatives from each organization shall be authorized by their organization to address operational performance issues, including but not limited to recommending temporary train schedule adjustments, within the scope of agreements between the members related to operating plan execution for Segment 1 and adherence to established policies, protocols, procedures and contractual and statutory requirements (other than when suspended during the Trial Period described above), in the deployment and prioritization of passenger trains. Only recommendations that would constitute material changes to established policies, protocols, procedures or contractual requirements that are developed by the Service Performance Committee to improve operations in Segment 1 shall be elevated to the Performance Managers Committee.</p>

<p>Performance Managers Committee</p>	<p>Two (2) management representatives from each of:</p> <ul style="list-style-type: none"> • CSXT • DRPT • Amtrak • VRE 	<p>Monthly (or as needed) in person, videoconference or telephonically, to address performance issues</p>	<p>To address unresolved issues between the parties that require resolution related to passenger rail and freight train performance on Segment 1, as elevated by the Service Performance Committee.</p> <p>To review and approve at the Performance Manager Committee level, any recommendations from the Service Performance Committee.</p> <p>To review performance trends, impacts of construction and extended maintenance related slow orders and discuss any other related topics, recognizing that any amendment or modification of any term of any applicable agreement may only be amended in accordance with that agreement.</p>
<p>Performance Executives Committee</p>	<p>Two (2) executive level representatives from each of:</p> <ul style="list-style-type: none"> • CSXT • DRPT • VRE • Amtrak 	<p>Quarterly (or as needed) in person, videoconference or telephonically, to address performance issues</p>	<p>To address unresolved issues that require resolution, as elevated by the Performance Managers Committee.</p> <p>To review recommendations from the Performance Managers Committee</p> <p>To review performance trends and discuss any other related topics, recognizing that any amendment or modification of any term of any applicable agreement may only be amended in accordance with that agreement.</p>