

## CLOSING AMENDMENT

**THIS CLOSING AMENDMENT** (“**Closing Amendment**”), is made and entered into as of this 14<sup>th</sup> day of April, 2021, by and between **CSX TRANSPORTATION, INC.**, a Virginia corporation (herein referred to as “**CSXT**”), and the **VIRGINIA DEPARTMENT OF RAIL AND PUBLIC TRANSPORTATION**, a political subdivision of the Commonwealth of Virginia (hereinafter referred to as “**DRPT**”). CSXT and DRPT hereinafter sometimes may be referred to collectively as the “**Parties**” or individually as a “**Party**.”

### RECITALS

**WHEREAS**, DRPT and CSXT have entered into that certain Comprehensive Rail Agreement dated as of March 26, 2021 (the “**Agreement**”), and intend to close on Segment 1 on April 14, 2021, subject to the satisfaction or waiver of the Conditions Precedent contained in section 9 of the Agreement.

**WHEREAS**, DRPT and CSXT have agreed to postpone certain closing conditions as more fully described in this Closing Amendment and to memorialize certain other agreements between them concerning that agreement.

**NOW THEREFORE**, in consideration of the mutual covenants contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties, intending to be legally bound, do hereby agree as follows:

#### **ARTICLE 1 Postponement of Certain Conditions.**

Solely for the purposes of Closing on Segment 1 and without prejudice to any closing condition related to Segment 2 or Segment 3, the Parties acknowledge that the following closing conditions have not been met as of the execution of this Closing Amendment (collectively, the “**Postponed Conditions**”):

- a) Execution and delivery of the VPRA Assignment under Section 9.2.1.4 of the Agreement;
- b) Consents of the Commissions and Amtrak to the Passenger Schedules under Section 9.2.3.4 of the Agreement;
- c) Execution and delivery by the Commissions and CSXT of the Operating Agreement (CSXT/Commissions) under Section 9.2.3.6 of the Agreement; and
- d) Execution and delivery by the Commissions and CSXT of the Amendment to Commissions Master Lease Agreement under Section 9.2.3.7 of the Agreement.

#### **ARTICLE 2 Closing Notwithstanding Absent Conditions.**

The Parties agree to close on Segment 1 prior to the satisfaction of the Postponed Conditions provided that, notwithstanding any provision in the Agreement or any Ancillary Agreement, DRPT agrees:

- a) the Passenger Schedules and Service Plan, as described in the Agreement or any Ancillary Agreement, shall not become effective until CSXT and the Commissions, and CSXT and Amtrak, respectively, have incorporated the Passenger Schedules and Service Plan into the Operating Agreement (CSXT/Commission) and the Operating Agreement (CSXT/Amtrak); and
- b) DRPT will not record or cause to be recorded a Deed of Confirmation until the earlier of (i) June 30, 2021, or (ii) the satisfaction, waiver or further postponement of the Postponed Conditions by CSXT.

**ARTICLE 3 No Other Changes.**

Other than as expressly set forth in this Closing Amendment, no other changes to the Agreement or the Ancillary Agreements shall arise as a consequence of this Closing Amendment. Capitalized terms used herein shall have the meaning given to them in the Agreement or the applicable Ancillary Agreement.

[Remainder of page intentionally left blank]

EXECUTED by DRPT and CSXT as of the date first written above.

**VIRGINIA DEPARTMENT OF RAIL  
AND PUBLIC TRANSPORTATION**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**CSX TRANSPORTATION, INC.**

By:  \_\_\_\_\_

Name: Christina W. Bottomley  
Head of Real Estate

Title: \_\_\_\_\_

*(signature page to Closing Amendment)*

EXECUTED by DRPT and CSXT as of the date first written above.

**VIRGINIA DEPARTMENT OF RAIL  
AND PUBLIC TRANSPORTATION**

By: Jennifer Mitchell  
Name: Jennifer Mitchell  
Title: Director

**CSX TRANSPORTATION, INC.**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_