

AMENDMENT NO. 2 TO COMPREHENSIVE RAIL AGREEMENT

This amendment (“**Amendment No. 2**”) is dated February 24 2023 and is between the Virginia Passenger Rail Authority (“**VPRA**”), a political subdivision of the Commonwealth of Virginia, and CSX Transportation, Inc. (“**CSXT**”), a Virginia corporation.

RECITALS

WHEREAS, CSXT entered into a comprehensive rail agreement (the “**CRA**”) with the Virginia Department of Rail and Public Transportation (“**DRPT**”) dated March 26, 2021; and

WHEREAS, on April 14, 2021, the Parties entered into a first amendment to the CRA titled “Closing Amendment”; and

WHEREAS, § 22.1 of the CRA permits DRPT to assign the CRA to VPRA, and on June 28, 2021, DRPT did in fact assign the CRA to VPRA under an assignment agreement (the “**Assignment Agreement**”); and

WHEREAS, § 4.9 of the CRA permits VPRA to conduct prepare certain optional Surveys by a Survey Deadline; and

WHEREAS, due to limited staffing resources and other causes, VPRA may be unable to prepare the Surveys by the Survey Deadline and the Parties now wish to modify the CRA a second time to extend the Survey Deadline under § 4.9.

AMENDMENT

NOW THEREFORE, the Parties agree to amend the CRA as follows.

1. Section 4.9 of the CRA is hereby deleted in its entirety and replaced with the following language:

4.9 Surveys; Deeds of Confirmation. DRPT may elect to have plats of surveys prepared by one or more certified land surveyors licensed in Virginia to establish definitively, and to confirm the accuracy of, the boundary lines of Segment 1 (or portions thereof identified by DRPT) as set forth on the Enhanced Valuation Maps (the “**Surveys**”). Such Surveys shall be submitted to CSXT no later than ~~December 16, 2023~~ **February 28 16, 2023** (the “Survey Deadline”), **provided that DRPT shall be entitled to a one-week extension of the Survey Deadline for each calendar week (measured as Sunday through Saturday) between February 28, 2023 and February 28, 2024 for which CSXT does not provide a flagman to VPRA for at least one full eight-hour workday in support of the Survey preparation work.** Each Survey shall be prepared in compliance with the minimum requirements set forth in Exhibit C-4 (*Survey Requirements*) and such other requirements as DRPT may deem appropriate. As the Surveys are prepared in accordance

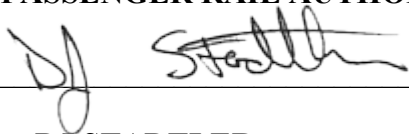
such requirements, DRPT shall submit copies of such Surveys to CSXT for its approval, which approval shall not be unreasonably withheld, conditioned or delayed; *provided*, that **(i) any Survey submitted to CSXT prior to December 16, 2023** that is not approved or rejected within 180 days of receipt of such Survey shall be deemed approved, **and (ii) any Survey submitted to CSXT after December 16, 2023 and prior to the Survey Deadline that is not approved or rejected within 150 days of receipt of such Survey shall be deemed approved.** However, if a submitted survey conflicts with any previously approved surveys, the previous approval will be deemed rescinded, and the new survey as well as the impacted survey(s) shall be subject to approval by CSXT within 180 days of receipt of the submitted survey. Upon CSXT's approval (or resolution of any Dispute concerning approval pursuant to ARTICLE 24 (*Dispute Resolution*) of this Agreement) of any of the Surveys submitted by DRPT, the Parties shall enter into a deed of confirmation for the portion or portions of Segment 1 shown on such Surveys in the form attached hereto as Exhibit C-5 (*Form of Deed of Confirmation (for Rail Corridor Easement (VA))*), Exhibit C-5A (*Form of Deed of Confirmation for Springfield Flyover Easement*), or Exhibit C-5B (*Form of Deed of Confirmation for Rail Corridor Easement (DC)*), as appropriate (each, a "**Deed of Confirmation**" and, collectively, the "**Deeds of Confirmation**"), confirming, establishing or modifying the boundary lines of Segment 1 as described in the Enhanced Valuation Maps, or the portion or portions thereof covered by such Surveys, to conform to the boundary lines shown by the Surveys, and effecting a conversion of the Passenger Easement over such portion(s) of Segment 1, other than the Springfield Flyover, to such right, title or interest therein as CSXT may have, subject to all of the covenants, restrictions, terms and conditions set forth in the Deed of Confirmation. The Parties agree that multiple Deeds of Confirmation may be executed on a rolling basis as Surveys are submitted and approved for portions of Segment 1; *provided*, that CSXT is not required to review or approve any Survey that was initially submitted to it after the Survey Deadline – but CSXT shall review for approval any Survey re-submitted by DRPT after the Survey Deadline to correct inaccuracies or disputed aspects of such Survey, as long as it was initially submitted to CSXT prior to the Survey Deadline.

2. In accordance with the Assignment Agreement, all references to DRPT within the "Amendment" portion of this Amendment No. 2 shall refer to VPRA.
3. Any capitalized terms used in this Amendment No. 2 and not otherwise defined herein shall have the meanings ascribed to the same terms within the CRA.
4. All other terms and conditions of the CRA not changed by this Amendment No. 2 remain in full force and effect.

[SIGNATURE PAGES FOLLOW]

EXECUTION VERSION

VIRGINIA PASSENGER RAIL AUTHORITY

By:  _____

Name: **DJ STADTLER**

Title: **VPRA EXECUTIVE DIRECTOR**

Date: 2/23/2023

[VPRA SIGNATURE PAGE TO CRA AMENDMENT NO. 2]

EXECUTION VERSION

CSX TRANSPORTATION, INC.

By: 

Name: Christina Bottomley

Title: VP Real Estate & Industrial Development

Date: February 24, 2023

[CSXT SIGNATURE PAGE TO CRA AMENDMENT NO. 2]