AMENDMENT NO. 4 TO COMPREHENSIVE RAIL AGREEMENT AND

ANCILLARY AGREEMENTS

This amendment ("Amendment No. 4") is dated August 14, 2025, 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, which includes as exhibits several Ancillary Agreements; 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; and

WHEREAS, on February 24, 2023, the Parties entered into a second amendment to the CRA titled "Amendment No. 2"; and

WHEREAS, on January 31, 2024, the Parties entered into a third amendment to the CRA titled "Amendment No. 3"; and

WHEREAS, CRA contemplates certain Infrastructure Improvements, including at the following three locations:

- (i) Woodford to Milford Third Track (Siding B) (R13C) CFP 40.4 to CFP 43.5,
- (ii) Hanover Third Track (Siding C) (R13D) CFP 15.8 18.7,
- (iii) Crossroads Third Track (Siding F) (R13B) CFP 48.7 53.0; and

WHEREAS, the Parties now desire to amend the CRA a fourth time to:

(i) remove Woodford to Milford Third Track (Siding B) (R13C) from Phase 1, and move it to a new "Phase 3A",

- (ii) as contemplated by § 4.2.3 of the CRA, add a new Phase 1 Project referred to as "Taylorsville Crossovers and Third Track",
- (iii) as contemplated by § 4.2.3 of the CRA, remove Hanover Third Track (Siding C) (R13D) as a Phase 1 Project, and preserve its possible implementation for a future phase after Phase 4 is completed,
- (iv) expedite Crossroads Third Track (Siding F) (R13B) from Phase 2 into Phase 1 and incorporate certain additional crossovers into the scope of Crossroads Third Track (Siding F) (R13B), at the approximate locations reflected in **EXHIBIT B1-B** (*Enhanced Valuation Maps (Design)*), as revised by this Amendment No. 4, and
- (v) incorporate the service changes in accordance with new § 12.2.3.1 of the CRA, as set forth in this Amendment No. 4.

AMENDMENT

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

1. The CRA is amended as follows.

Woodford to Milford Third Track (Siding B) (R13C) - CFP 40.4 to CFP 43.5

a. The following original valuation map sheets are hereby deleted from **EXHIBIT B1-B** (*Enhanced Valuation Maps (Design)*) and replaced with the corresponding revised valuation map noted in the following table, and attached hereto within **ATTACHMENT 1** (*Revised Enhanced Valuation Maps (Design)*):

ORIGINAL DELETED VAL MAP	CORRESPONDING REVISED VAL MAP
sheet EV-143 of EV-215	sheet EV-143.1 of EV-215 (dated 2/21/2025)
sheet EV-144 of EV-215	sheet EV-144.1 of EV-283 (dated 2/21/2025)
sheet EV-145 of EV-215	sheet EV-145.1 of EV-283 (dated 2/21/2025)
sheet EV-146 of EV-215	sheet EV-146.1 of EV-283 (dated 2/21/2025)
sheet EV-147 of EV-215	sheet EV-147.1 of EV-283 (dated 2/21/2025)
sheet EV-148 of EV-215	sheet EV-148.1 of EV-283 (dated 2/21/2025)

Hanover Third Track (Siding C) (R13D) Changes

b. The following original valuation map sheets are hereby deleted from **EXHIBIT B1-B** (*Enhanced Valuation Maps (Design)*) and replaced with the corresponding revised valuation map noted in the following table, and attached hereto within **ATTACHMENT 1** (*Revised Enhanced Valuation Maps (Design)*):

ORIGINAL DELETED VAL MAP	CORRESPONDING REVISED VAL MAP
sheet EV-190 of EV-283	sheet EV-190.1 of EV-283 (dated 3/19/25)
sheet EV-191 of EV-283	sheet EV-191.1 of EV-283 (dated 3/19/25)
sheet EV-192 of EV-283	sheet EV-192.1 of EV-283 (dated 3/19/25)
sheet EV-193 of EV-283	sheet EV-193.1 of EV-283 (dated 3/19/25)
sheet EV-194 of EV-283	sheet EV-194.1 of EV-283 (dated 3/19/25)
sheet EV-195 of EV-283	sheet EV-195.1 of EV-283 (dated 3/19/25)

Taylorsville Crossovers and Third Track (R13-2S) Changes

c. The following original valuation map sheets are hereby deleted from **EXHIBIT B1-B** (*Enhanced Valuation Maps (Design)*) and replaced with the corresponding revised valuation map noted in the following table, and attached hereto within

ATTACHMENT 1 (*Revised Enhanced Valuation Maps (Design)*) to generally depict the improvements being made as the Taylorsville Crossovers and Third Track project:

ORIGINAL DELETED VAL MAP	CORRESPONDING REVISED VAL MAP
N/A	sheet EV-181 pf EV 283 (dated 3/19/2025)
N/A	sheet EV-182 pf EV 283 (dated 3/19/2025)
N/A	sheet EV-183 pf EV 283 (dated 3/19/2025)
sheet EV-184 of EV-283	sheet EV-184.1 pf EV 283 (dated 3/19/2025)
sheet EV-185 of EV-283	sheet EV-185.1 pf EV 283 (dated 3/19/2025)
sheet EV-186 of EV-283	sheet EV-186.1 pf EV 283 (dated 3/19/2025)
sheet EV-187 of EV-283	sheet EV-187.1 pf EV 283 (dated 3/19/2025)
sheet EV-188 of EV-283	sheet EV-188.1 pf EV 283 (dated 3/19/2025)
sheet EV-189 of EV-283	sheet EV-189.1 pf EV 283 (dated 3/19/2025)
N/A	sheet EV-195.1 pf EV 283 (dated 3/19/2025)

Crossroads Third Track (Siding F) (R13B) Changes

d. The following original valuation map sheets are hereby deleted from **EXHIBIT B1-B** (*Enhanced Valuation Maps (Design)*) and replaced with the corresponding revised valuation map noted in the following table, and attached hereto within **ATTACHMENT 1** (*Revised Enhanced Valuation Maps (Design)*):

ORIGINAL DELETED VAL MAP	CORRESPONDING REVISED VAL MAP
sheet EV-124 of EV-283	sheet EV-124.1 of EV-283 (dated 3/19/2025)
sheet EV-134 of EV-283	sheet EV-134.1 of EV-283 (dated 3/19/2025)

e. For the avoidance of doubt, no Revised Enhanced Valuation Map (Design) in **EXHIBIT B1-B** has any effect on the enhanced valuation maps listed in **EXHIBIT B1-A** (*List of Enhanced Valuation Maps (Property*)) to the CRA.

Other CRA Changes

- f. The first page of **EXHIBIT D** (*Service Plan*) "Important Notes" is hereby deleted from the CRA and replaced with **ATTACHMENT 2** (*Revised Service Plan Important Notes*) attached to this Amendment No. 4.
- g. There is hereby added a new section **12.2.3.1** to the CRA as follows:
 - **12.2.3.1** On completion of Phase 3A, VPRA shall be entitled to begin the corresponding new VRE Commuter Rail Service in accordance with the Service Plan as noted on Note 9 ATTACHMENT 2 (Revised Service Plan Important Notes) to Amendment No. 4.

- h. The Railroad Bridges Over Route 1 project (R06B) is removed from Phases 1 and/or 2 and moved into Phase 3.
- i. Hanover Third Track (Siding C) (R13D) is removed from Phase 1 and moved into a future phase to be pursued after Phase 4.
- j. There is hereby added a new definition to **EXHIBIT A** (*Definitions*) as follows:
 - "Phase 3A" means the implementation of the Woodford to Milford Third Track (Siding B) (R13C) CFP 40.4 to CFP 43.5, which was removed from Phase 1 pursuant to Amendment No. 4. For clarity, Phase 3A is distinct from Phases 1, 2, 3, and 4, and is expected to be accomplished after Phase 2 is completed and prior to the completion of Phase 3.
- k. The following **EXHIBIT** E (*Infrastructure Improvements*)¹ documents are hereby deleted and replaced with the revised documents attached hereto as **ATTACHMENT 3** (*Revised Exhibit E Documents*) as follows:
 - a. **EXHIBIT E** (*Infrastructure Improvements*) is hereby deleted from the CRA and replaced with **REVISED EXHIBIT E** (*Infrastructure Improvements*) attached to this Amendment No. 4.;
 - b. **EXHIBIT E-1** (*Design, Procurement, and Construction Responsibility Matrix*) is hereby deleted from the CRA and replaced with **REVISED EXHIBIT E-1** (*Design, Procurement, and Construction Responsibility Matrix*) attached to this Amendment No. 4;
 - c. **EXHIBIT E-2** (*Transforming Rail in Virginia Financial Plan*) is hereby deleted from the CRA and replaced with **REVISED EXHIBIT E-2** (*Transforming Rail in Virginia Financial Plan*) attached to this Amendment No. 4; and
 - d. **EXHIBIT E-3** (Project Funding for Unconfirmed Track Separation Distances (Phases 1 and 2)) is hereby deleted from the CRA and replaced with **REVISED EXHIBIT E-3** (Project Funding for Unconfirmed Track Separation Distances (Phases 1 and 2)) attached to this Amendment No. 4.
- 2. The Ancillary Agreements are modified as follows.

¹ Original Exhibit E-4 (Confirmed Track Separation Distances Less Than 15 Feet (Phases 1 and 2)) to the CRA remains unmodified by this Amendment No. 4.

- a. The *Project Authorization Notice* dated March 28, 2023², between VPRA and CSXT for the Woodford to Milford Third Track (Siding B) (R13C) is hereby terminated. CSXT agrees to submit to VPRA a final invoice for any efforts undertaken pursuant to that project authorization notice prior to its termination on or before September 30, 2025.
- b. Following the execution of this Amendment No. 4, the Parties agree to collaborate in good faith to amend and restate the *Project Authorization Notice* dated June 28, 2023³, between VPRA and CSXT for the Hanover Third Track (Siding C) (R13D) to provide for the Taylorsville Crossovers and Third Track project, as contemplated by the CRA, as amended by this Amendment No. 4.
- 3. The Parties agree to append a copy of the executed version of this Amendment No. 4 to the Master Engineering Agreement (CSXT).
- 4. All capitalized terms used in this Amendment No. 4 and not otherwise defined herein shall have the meanings ascribed to those same terms within the CRA.
- 5. All other terms of the CRA not modified by this Amendment No. 4 shall continue in full force and effect.

[SIGNATURE PAGES FOLLOW]

² This Project Authorization Notice was entered into between the Parties pursuant to the Master Engineering Agreement (CSXT), the form of which is Exhibit N-1 to the CRA, and which was executed by the Parties as an Ancillary Agreement on March 31, 2021.

³ This Project Authorization Notice was entered into between the Parties pursuant to the Master Engineering Agreement (CSXT), the form of which is Exhibit N-1 to the CRA, and which was executed by the Parties as an Ancillary Agreement on March 31, 2021.

VIRGINIA PASSENGER RAIL AUTHORITY

By: CODEGCO037AD424...

Name: **DJ STADTLER**

Title: VPRA EXECUTIVE DIRECTOR

Date: 8/14/2025

[VPRA SIGNATURE PAGE TO CRA AMENDMENT NO. 4]

CSX	TR	AN	ISI	PO	RT	ATI	ON.	INC.
							O 1 1	

By:

Name: Christina Bottomley

Date: 8/15/2025

[CSXT SIGNATURE PAGE TO CRA AMENDMENT NO. 4]

ATTACHMENT 1

Revised Enhanced Valuation Maps (Design)

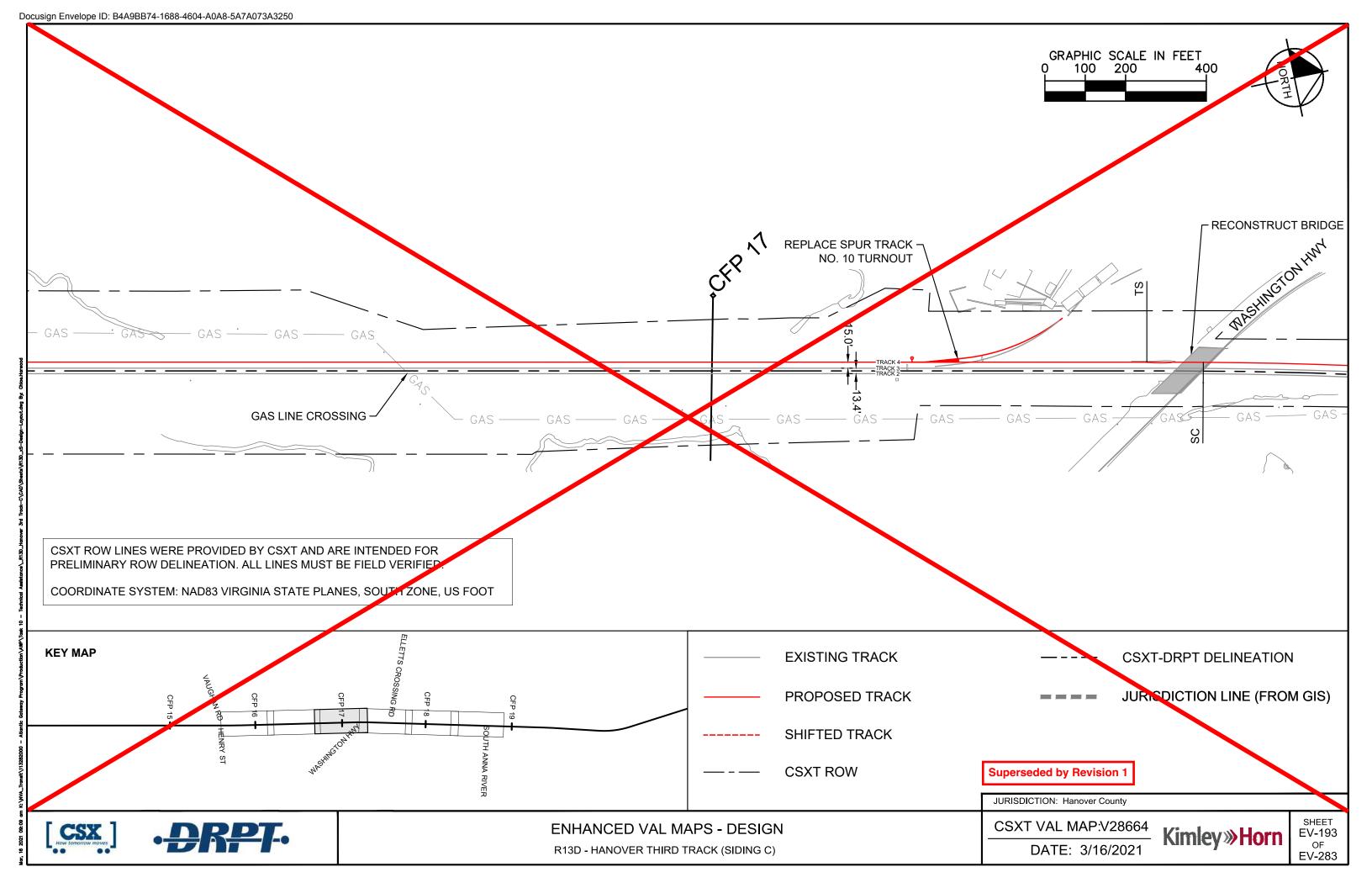
R13D - HANOVER THIRD TRACK (SIDING C)

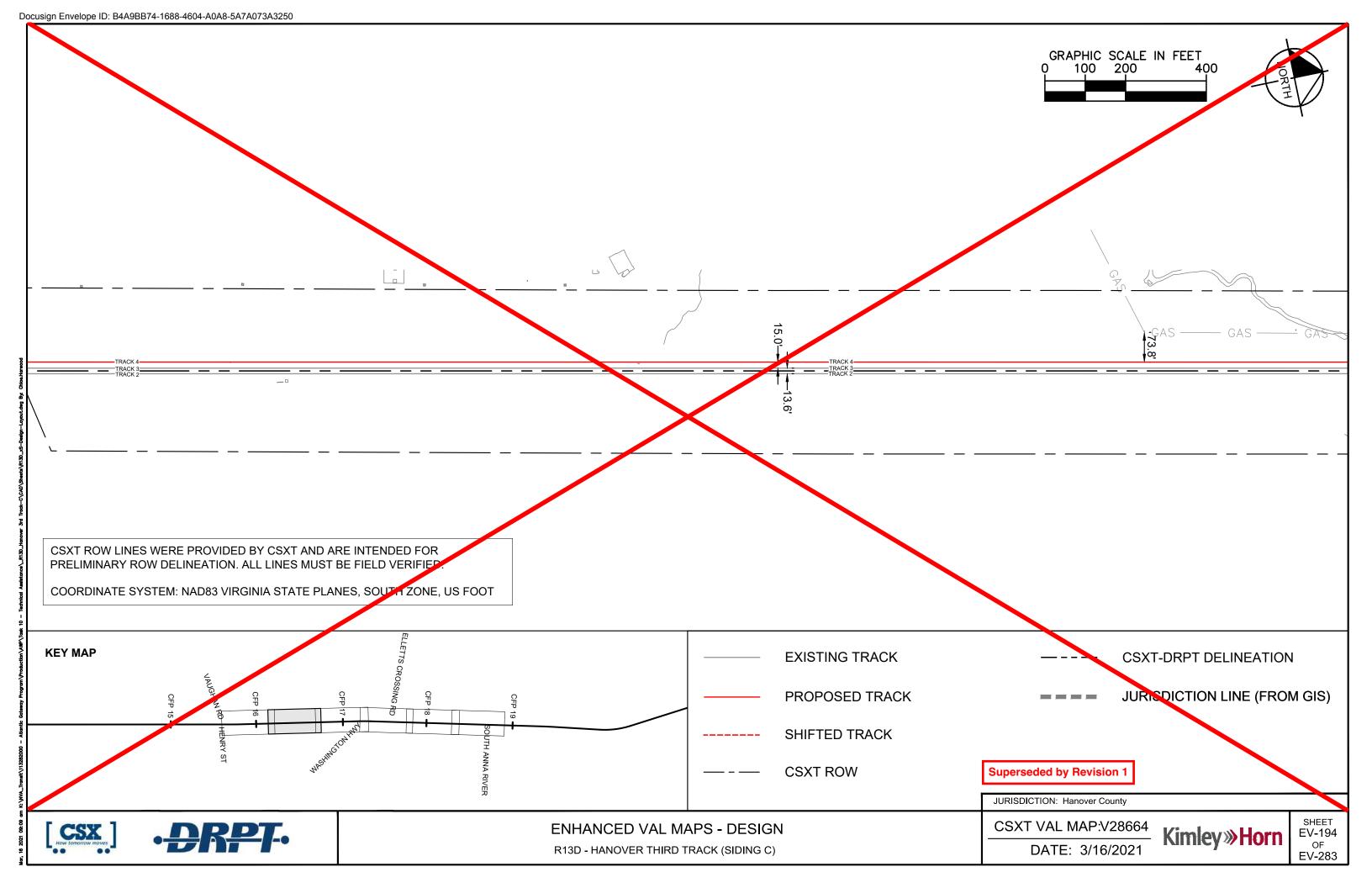
Kimley»Horn

DATE: 3/19/2025

EV-195.1

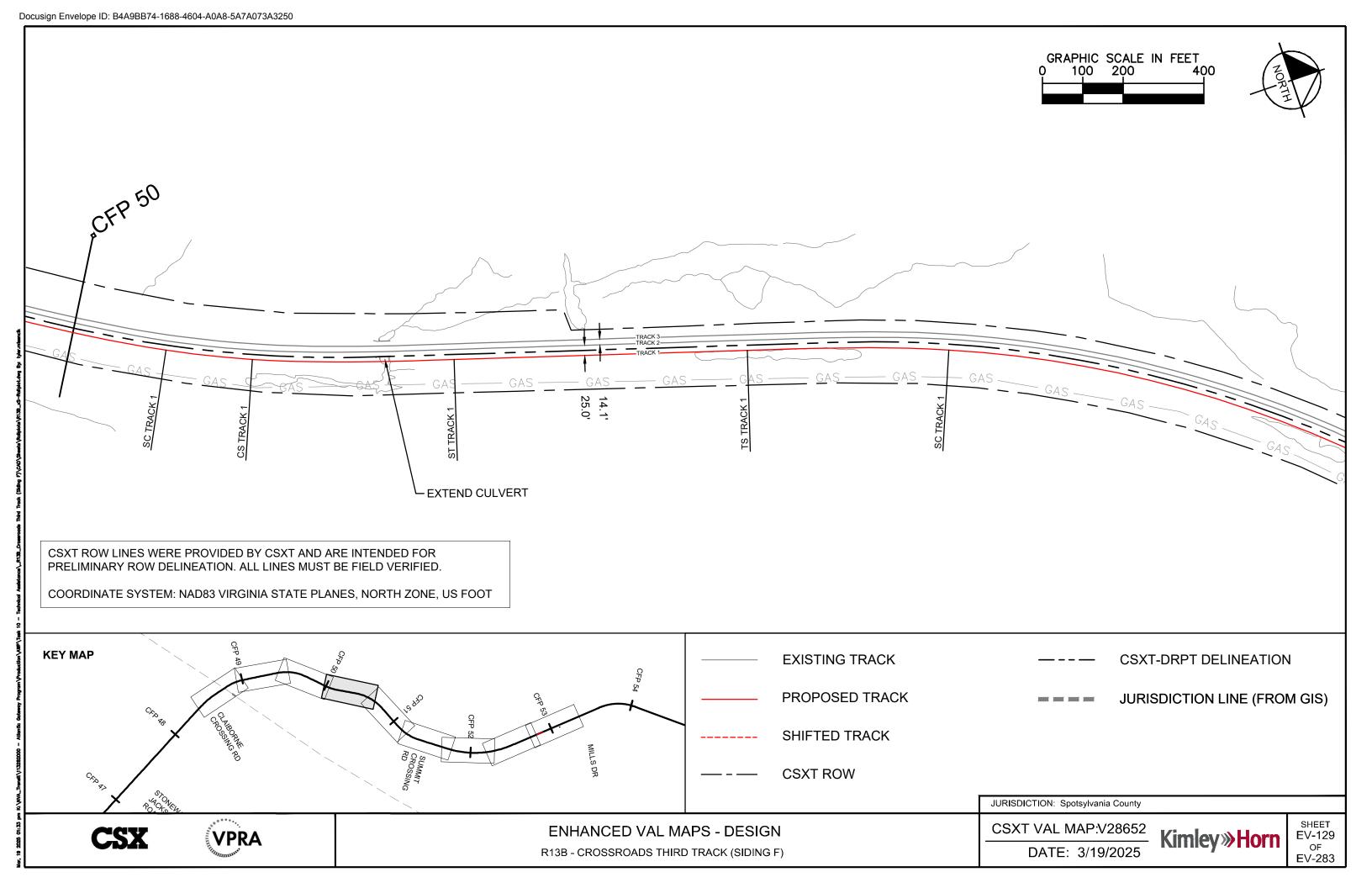
EV-283





R13B - CROSSROADS THIRD TRACK (SIDING F)

EV-283



CSX



ENHANCED VAL MAPS - DESIGN R13-2S - TAYLORSVILLE SIDING CSXT VAL MAP:V28667

DATE: 3/19/2025

Kimley»Horn

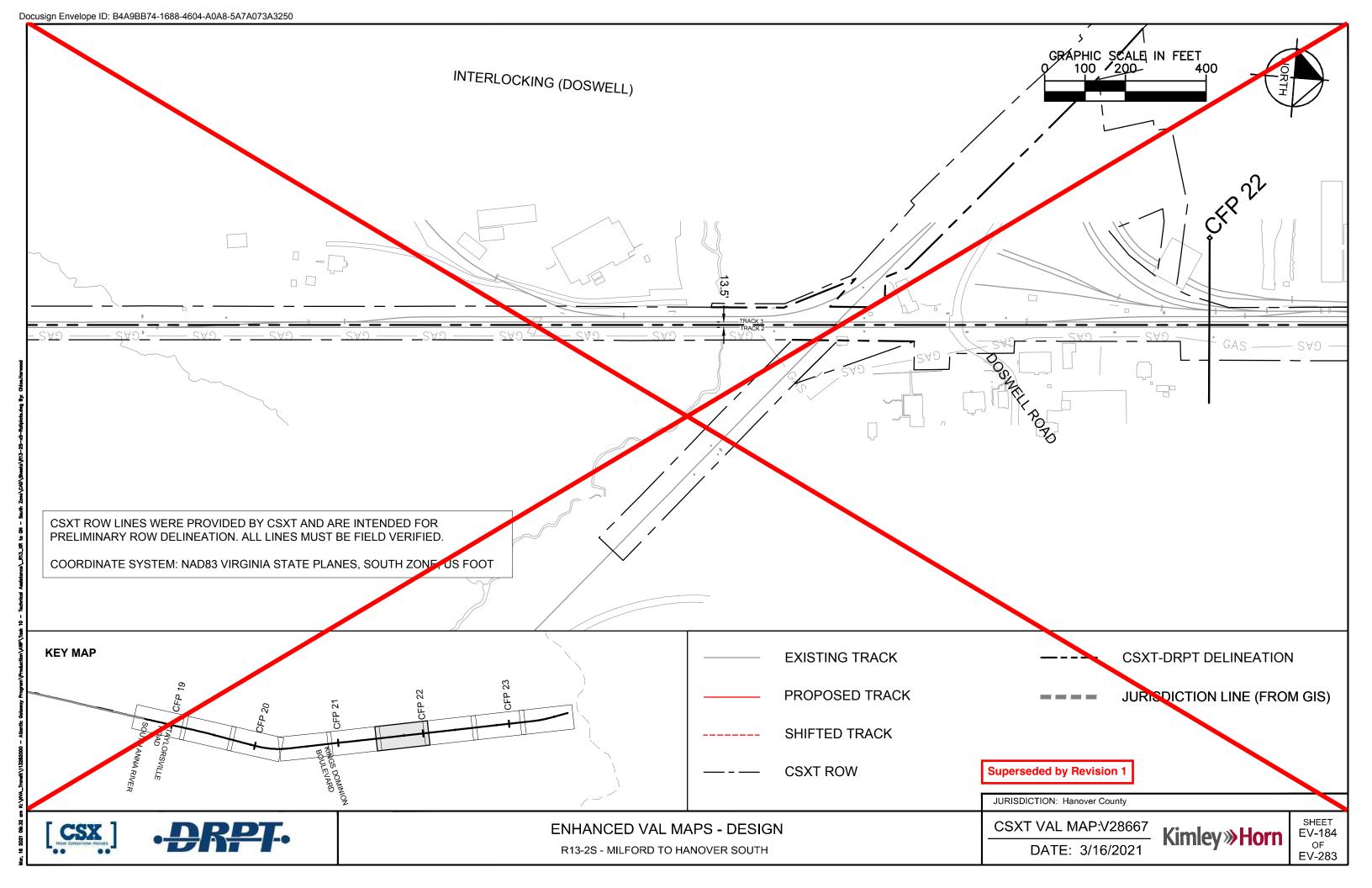
OFN SHEET EV-183 OF EV-283

CSXT VAL MAP:V28663 **ENHANCED VAL MAPS - DESIGN CSX VPRA** DATE: 3/19/2025 R13D - HANOVER THIRD TRACK (SIDING C)

Kimley»Horn EV-283

SHEET

EV-195.1



ATTACHMENT 2

Revised Service Plan Important Notes

UPDATED 8-14-25 WITH AMENDMENT NO. 4

EXHIBIT D

Revised Service Plan

Important Notes:

- 1. Certain trains have not been listed regarding future stations, run times, future service changes, etc. Please consult all notes when reviewing timetables.
- 2. Richmond to Williamsburg-Newport News and Richmond to Petersburg-Norfolk assume REG runtimes.
- 3. Long Distance train runtimes based on published Amtrak schedules.
- 4. Runtimes for VRE trains are based on current runtimes as outlined in the public timetables.
- 5. All times, stopping patterns, and slot activation horizons listed are conceptual and may change subject to host railroad approval, changes or delays to infrastructure improvement, and/or Performance Committee feedback.
- 6. Prior to and after completion of construction projects, the Performance Committee will readjust the schedules to reflect changes to infrastructure, the Performance Committee's readjustments being made in accordance with and subject to the provisions Article 12 of the Joint Operating and Maintenance Agreement.
- 7. To remove the current deadhead moves to and from Main Street Station for the existing (as of July 1, 2025) Richmond roundtrip train, the existing Richmond train will extend to Newport News as soon as practicable after the execution of Amendment No. 4, contingent on Amtrak fleet and crew availability. Furthermore, the Parties will work in good faith to finalize a plan that would allow for the elimination of Phase 1 and Phase 2 deadhead movements by building three layover tracks, at VPRA's expense, in the CSXT Fulton Yard to accommodate the one new roundtrip train that will commence after completion of Phase 1 and four new roundtrip trains that will commence after completion of Phase 2. If the layover facility is not yet complete at the time the Phase 1 train is expected to commence, to the extent practicable, the train shall be allowed to originate and terminate at Staples Mill Station.
- 8. NEC slots are connected to all trains at the Acquisition Phase. As NEC schedules are developed for future phases, the Performance Committee will be responsible for ensuring train connectivity between Virginia and the NEC, the Performance Committee's actions relating to train connectivity being made in accordance with and subject to the provisions Article 12 of the Joint Operating and Maintenance Agreement.
- 9. The parties will delay (beyond the completion of Phases 1 and 2) one VRE roundtrip from the Manassas Line and one VRE roundtrip from the Fredericksburg Line until Phase 3A is complete. The exact VRE trains that will be delayed are to be determined between the parties.

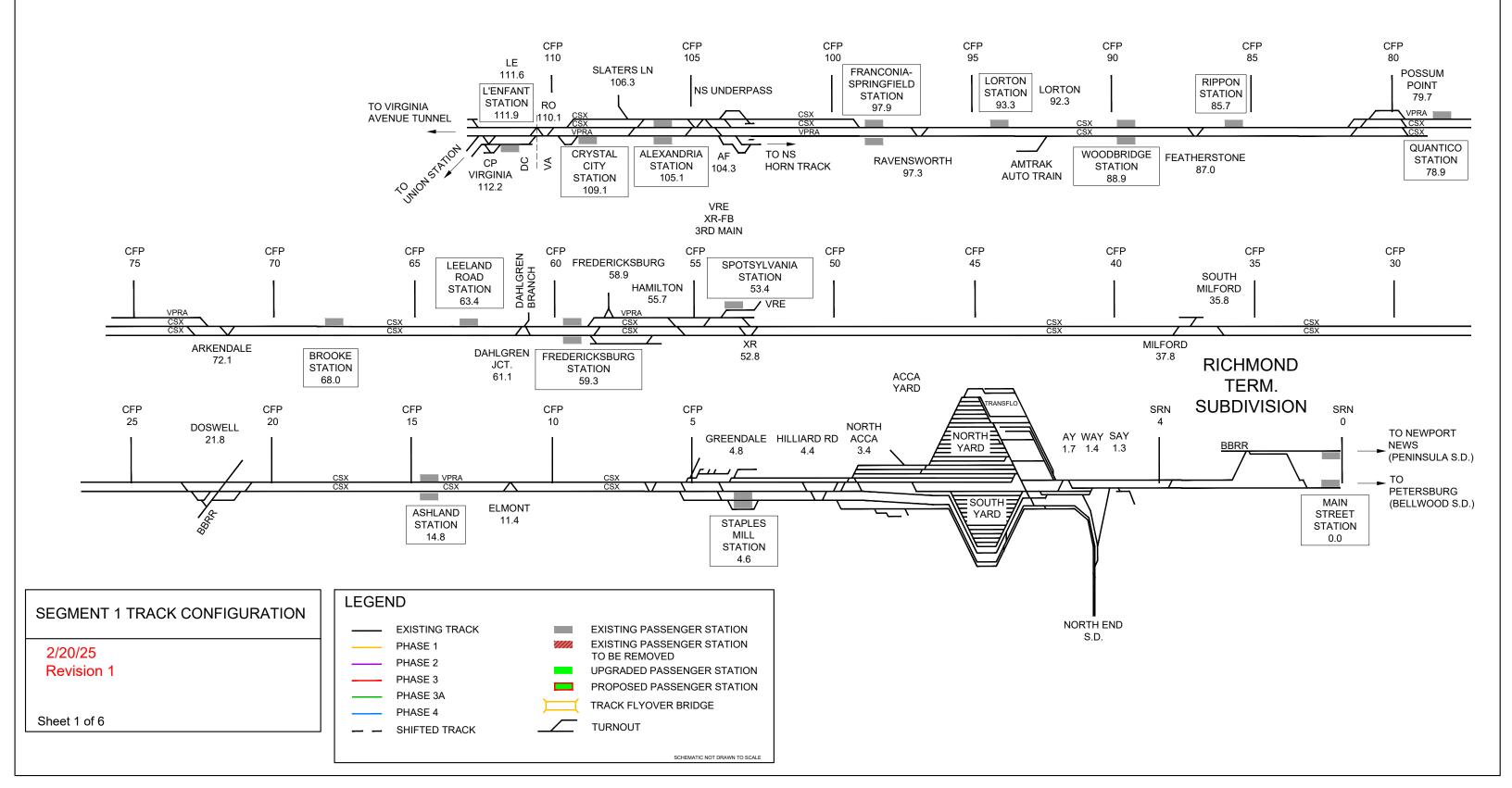
INFRASTRUCTURE IMPROVEMENTS

POST-ACQUISITION - ESTIMATED TIMEFRAME 2021

UPDATED 8-14-25 WITH CRA AM. NO. 4

Acquisition Of Right-Of-Way

- ~ Half of RF&P Corridor (Washington, DC to Petersburg, VA)
- S-Line Corridor (Petersburg, VA to Ridgeway, NC)
- Buckingham Branch Corridor (Doswell, VA to Clifton Forge, VA)

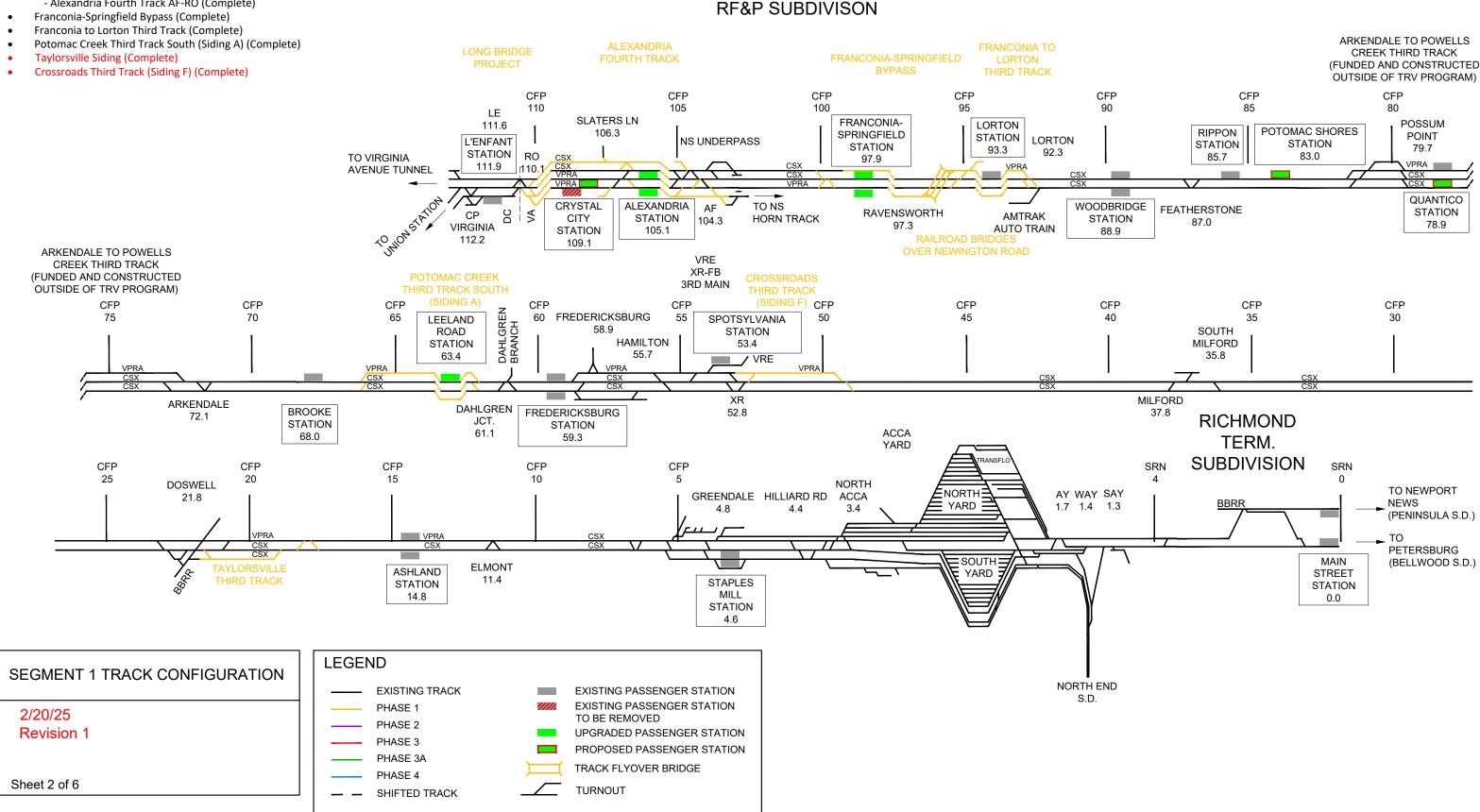


UPDATED 8-14-25 WITH CRA AM, NO. 4

PHASE 1 - ESTIMATED TIMEFRAME 2026

Phase 1 Infrastructure Improvements

- Long Bridge AF-CP Virginia (In Progress)
 - Alexandria Fourth Track AF-RO (Complete)



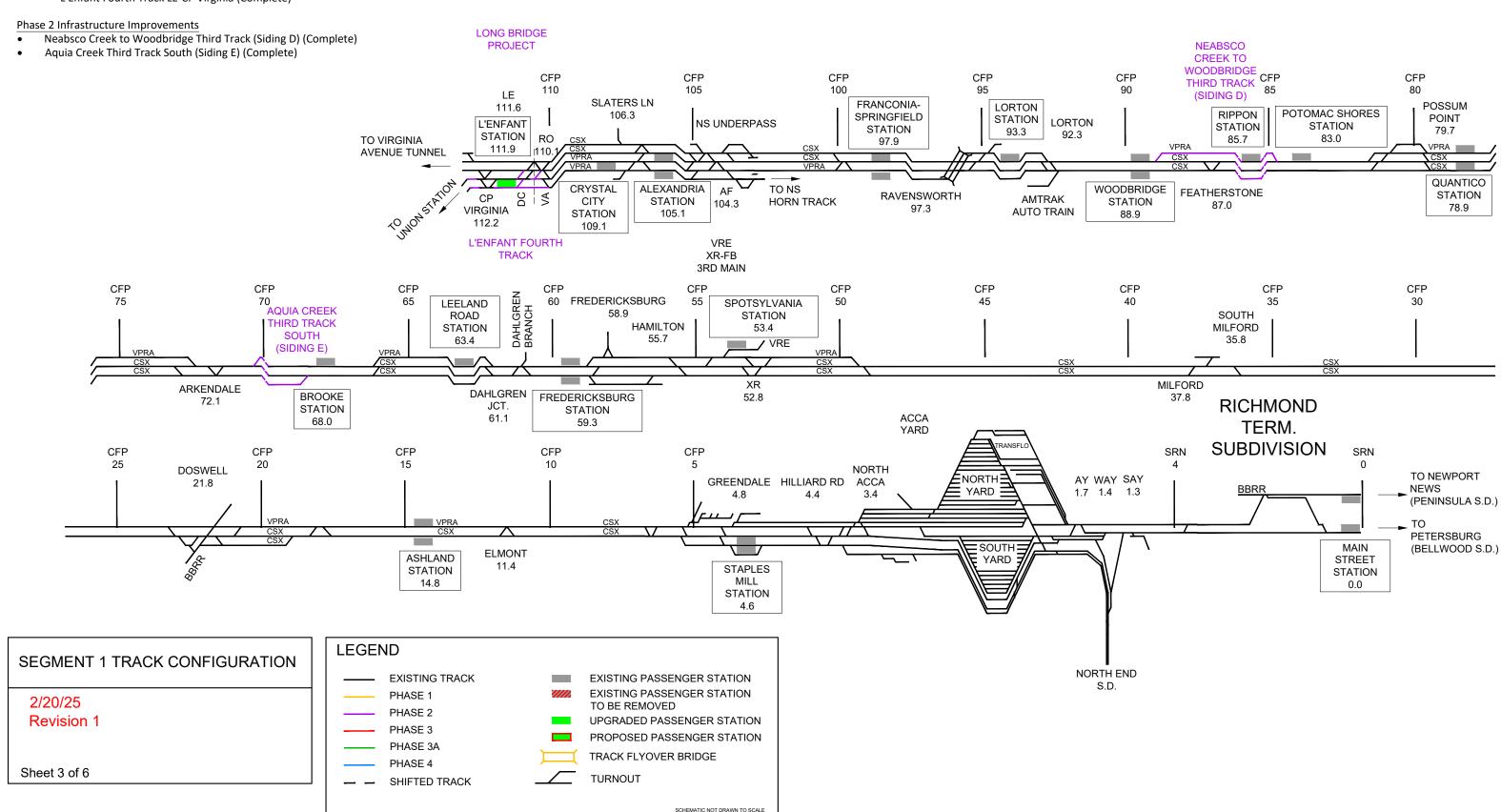
SCHEMATIC NOT DRAWN TO SCALE

UPDATED 8-14-25 WITH CRA AM. NO. 4

PHASE 2 - ESTIMATED TIMEFRAME 2030

Phase 1 Infrastructure Improvements

- Long Bridge AF-CP Virginia (Complete)
 - Long Bridge RO-LE (Complete)
 - L'Enfant Fourth Track LE-CP Virginia (Complete)

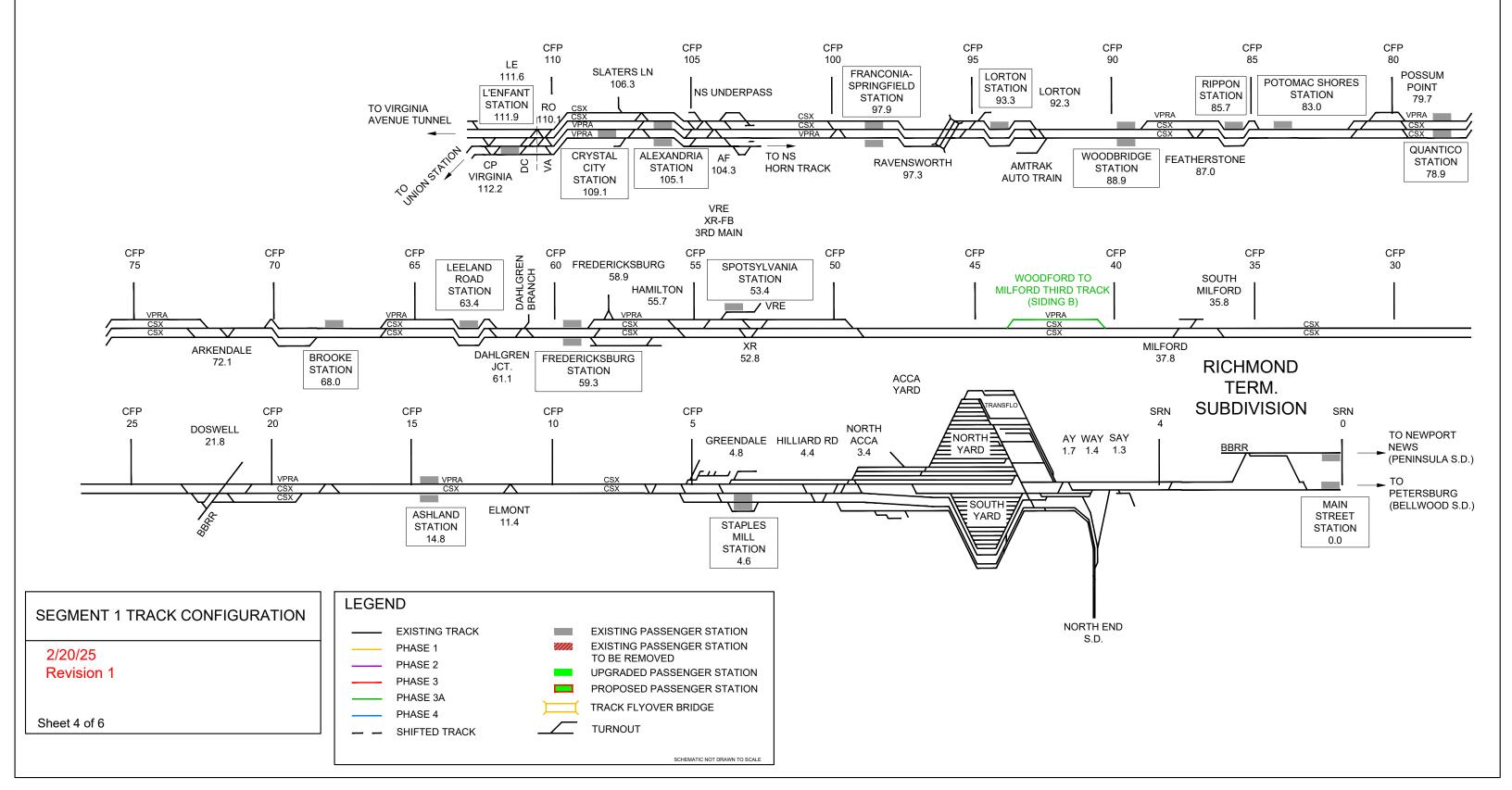


PHASE 3A - ESTIMATED TIMEFRAME TBD

UPDATED 8-14-25 WITH CRA AM. NO. 4

Phase 3A Infrastructure Improvements

Woodford to Milford Third Track (Siding B) (Complete)

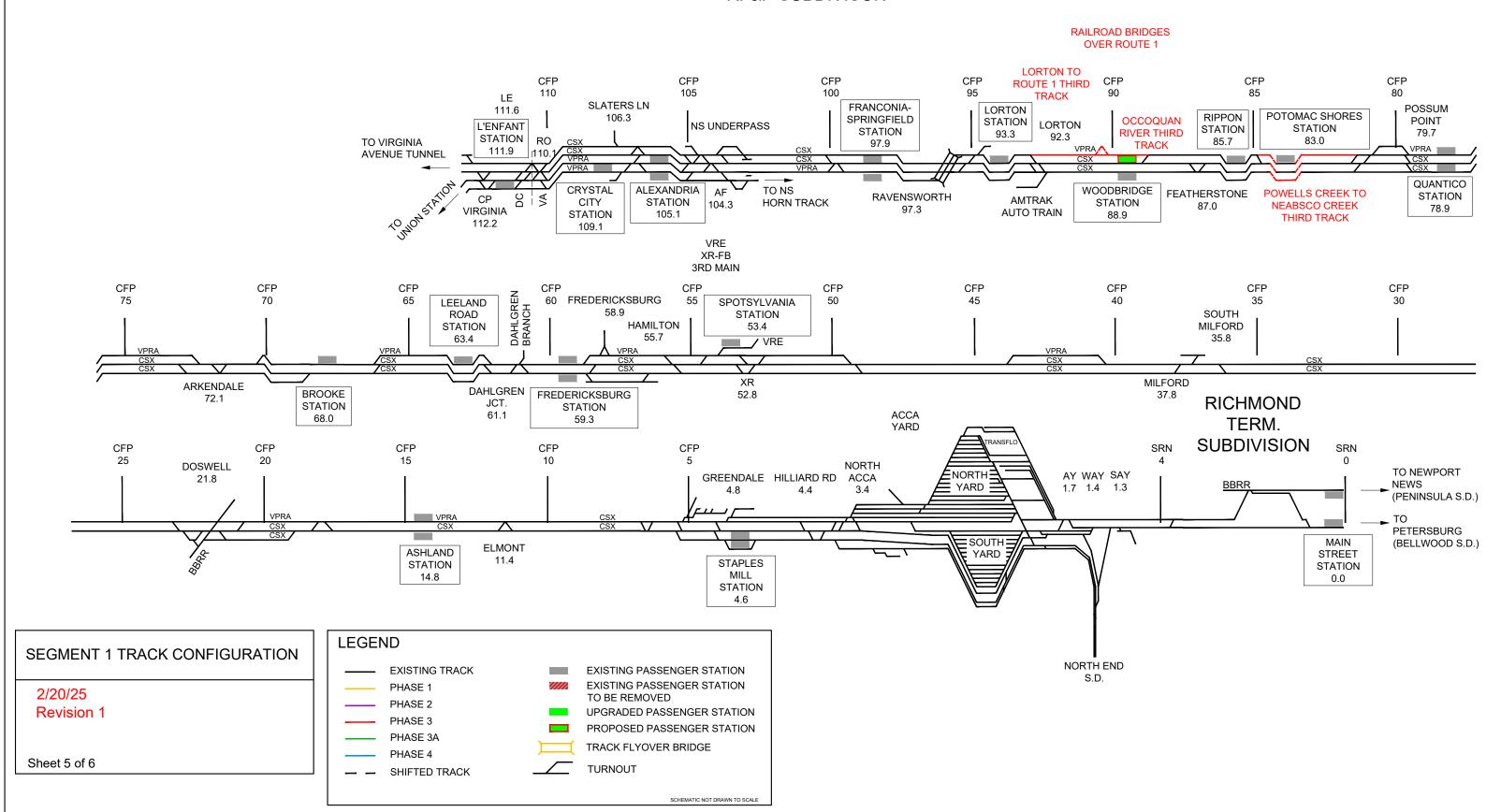


UPDATED 8-14-25 WITH CRA AM. NO. 4

PHASE 3 - ESTIMATED TIMEFRAME TBD

Phase 3 Infrastructure Improvements

- Powells Creek to Neabsco Creek Third Track (Complete)
- Occoquan River Third Track(Complete)

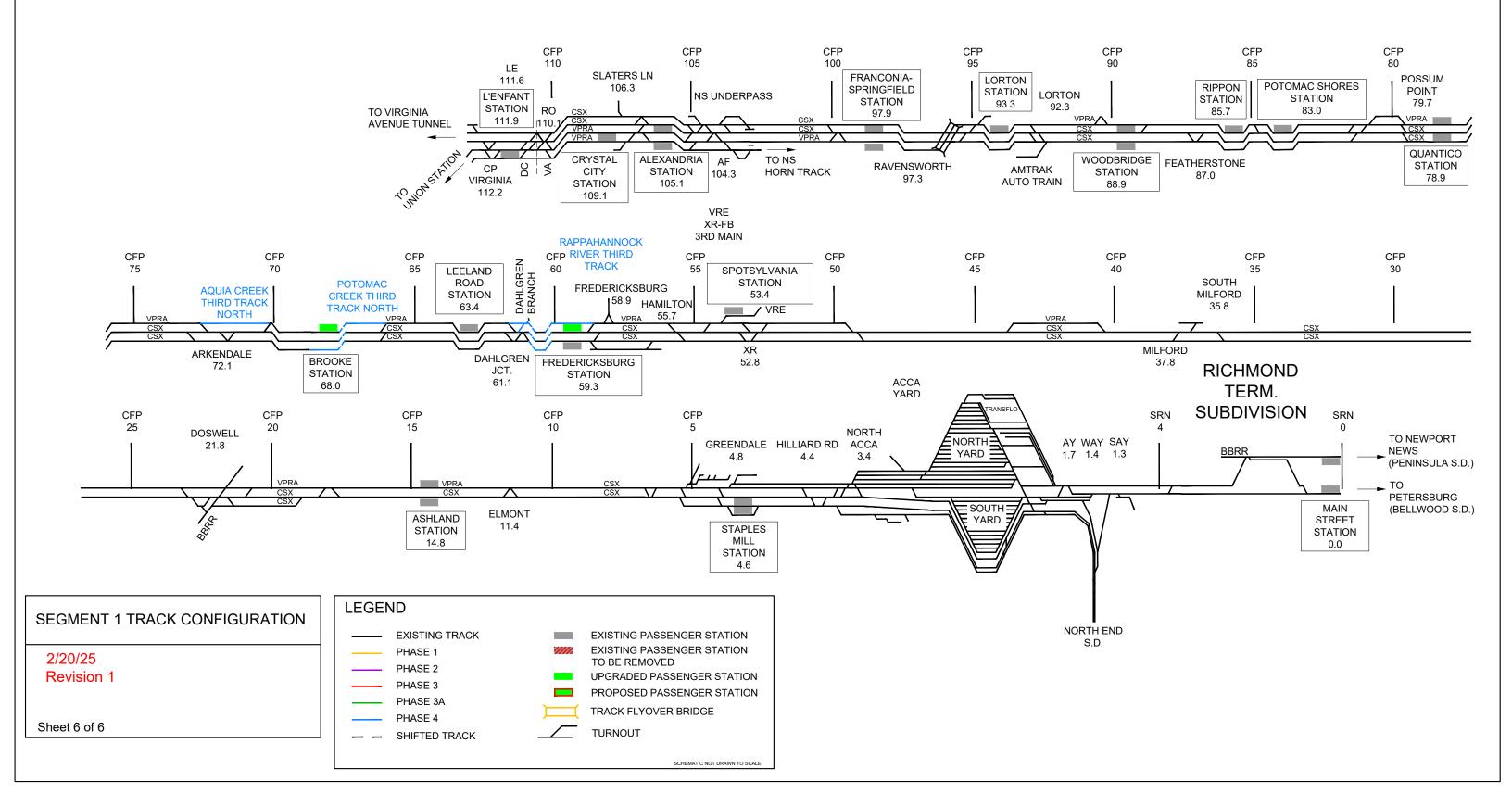


UPDATED 8-14-25 WITH CRA AM. NO. 4

PHASE 4 - ESTIMATED TIMEFRAME TBD

Phase 4 Infrastructure Improvements

- Aguia Creek Third Track North (Complete)
- Potomac Creek Third Track North (Complete)
- Rappahannock River Third Track (Complete)



ATTACHMENT 3

Revised Exhibit E Documents

REVISED 8-14-25 WITH AMENDMENT NO. 4

REVISED Exhibit E-1

Design, Procurement and Construction Responsibility Matrix

Project ID	Project Name	Beg. MP	End MP	Phase	Design Responsibility*	Construction Responsibility*
R01A	L'Enfant Fourth Track and Station Improvements	111.5	112.4	2	VRE	VRE
R02A	Long Bridge Project	110.1	111.5	2	VPRA	VPRA
R03A	Alexandria Fourth Track	104.1	110.1	1	CSXT	CSXT
R05A	Franconia to Lorton Third Track	92.3	99.0	1	CSXT	CSXT
R05B	Franconia-Springfield Bypass	96.4	97.3	1	VPRA	VPRA
R05C	Railroad Bridges Over Newington Road	95.3	96.2	1	CSXT	CSXT
R7A	Neabsco Creek to Woodbridge Third Track (Siding D)	84.9	88.0	2	CSXT	CSXT
R9A	Aquia Creek Third Track – South (Siding E)	68.5	70.8	2	CSXT	CSXT
R10B	Potomac Creek Third Track – South (Siding A)	61.3	65.2	1	CSXT	CSXT
R13B	Crossroads Third Track (Siding F)	48.7	53.0	1	CSXT	CSXT
R13E	Taylorsville Crossovers and Third Track	19.6	21.7	1	CSXT	CSXT

^{*} Responsibility is subject to modification as projects are developed and progressed into design and construction.

REVISED 8-14-25 WITH AMENDMENT NO. 4

REVISED Exhibit E-2

Transforming Rail in Virginia Financial Plan

Project Name	Estimated Total Cost (YOE \$s)					
Phase 1						
Alexandria Fourth Track	\$163,829,000					
Franconia to Lorton Third Track	\$208,549,000					
Franconia-Springfield Bypass	\$297,991,000					
Railroad Bridge Over Newington Road	\$37,950,000					
Potomac Creek Third Track South (Siding A)	\$107,576,000					
Crossroads Third Track (Siding F)	\$92,652,000					
Taylorsville Crossovers and Third Track	\$106,059,000					
Subtotal	\$1,014,606,000					
Phase 2						
L'Enfant Fourth Track and Station Improvements*	\$22,406,000					
Long Bridge Project	\$2,039,258,000					
Neabsco Creek to Woodbridge Third Track (Siding D)	\$90,721,000					
Aquia Creek Third Track South (Siding E)	\$53,015,000					
Subtotal	\$2,205,400,000					
Total	\$3,220,006,000					

^{*}L'Enfant Fourth Track and Station Improvements is a VRE project. Estimated cost shown represents the TRV-funded portion of the total project cost. Total project cost is \$84,590,000.

REVISED 8-14-25 WITH AMENDMENT NO. 4

REVISED Exhibit E-3 Project Funding for Unconfirmed Track Separation Distances (Phases 1 and 2)

Project Name Phase 1	Estimated Construction Cost (YOE \$s)	CSXT Construction Contingency Reserve (10%) (YOE \$s)	Total Estimated Design Cost (YOE \$s)**	Total Project Funding for Unconfirmed Track Separation (YOE \$s)**	Estimated VPRA PM and VPRA Contingency (YOE \$s)***	Estimated Total Project Cost (YOE \$s)
Potomac Creek Third Track South (Siding A)	\$72,234,000	\$7,223,400	\$7,954,400	\$87,411,800	\$20,164,200	\$107,576,000
Crossroads Third Track	\$61,916,000	\$6,191,600	\$6,603,700	\$74,711,300	\$17,940,700	\$92,652,000
(Siding F)	\$01,710,000	ψο,171,000	ψ0,005,700	Ψ/1,/11,500	Ψ17,510,700	<i>\$72,022,000</i>
Taylorsville Crossovers and Third Track	\$64,336,000	\$6,433,600	\$7,941,300	\$78,710,900	\$27,347,760	\$106,058,660
SUBTOTAL	\$198,486,000	\$19,848,600	\$22,499,400	\$240,834,000	\$65,452,660	\$306,286,660
Phase 2						
Neabsco Creek to Woodbridge Third Track (Siding D)	\$60,674,000	\$6,067,400	\$6,516,400	\$73,257,800	\$17,463,200	\$90,721,000
Aquia Creek Third Track South (Siding E)	\$35,331,000	\$3,533,100	\$3,951,500	\$42,815,600	\$10,199,400	\$53,015,000
SUBTOTAL	\$96,005,000	\$9,600,500	\$10,467,900	\$116,073,400	\$27,662,600	\$143,736,000
TOTAL	\$294,491,000	\$29,449,100	\$32,967,300	\$356,907,400	\$93,115,260	\$450,022,660

Includes the cost of ROW acquisition.
 CSXT-led design costs are a portion of the estimated design cost shown above and will be established pursuant to the Master Engineering Agreement.
 VPRA PM and VPRA Contingency funds are controlled by VPRA and are not available to pay for costs to achieve greater track separation.