

## EXECUTION VERSION

### AMENDMENT NO. 2 TO JOINT OPERATING AND MAINTENANCE AGREEMENT

This amendment (“**Amendment No. 2**”) is dated August <sup>8/15/2024</sup>\_\_\_\_, 2024, 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 joint operating and maintenance agreement (the “**JOMA**”) with the Virginia Department of Rail and Public Transportation (“**DRPT**”) dated March 26, 2021; and

WHEREAS, Art. 18 of the JOMA permits DRPT to assign the JOMA to VPRA, and on June 28, 2021, DRPT did in fact assign the JOMA to VPRA under an assignment agreement (the “**Assignment Agreement**”); and

WHEREAS, on January 31, 2024, the Parties entered into Amendment No. 1 to the JOMA; and

WHEREAS, Art. 9 of the JOMA governs cost sharing for CSXT’s Labor Protection Costs and the Parties now desire to amend the JOMA a second time to increase VPRA’s cost sharing under Art. 9.

### AMENDMENT

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

1. Article 9 of the JOMA is hereby revised as follows:

#### ARTICLE 9. Labor


The Parties will share CSXT’s Labor Protection Costs as follows: (i) CSXT will bear the first \$100,000; (ii) DRPT will bear the next \$100,000; (iii) the Parties will each bear 50% of additional Labor Protection Costs, provided further that DRPT’s liability for such Labor Protection Costs shall be capped at ~~\$250,000~~ **\$1,000,000** in the aggregate.

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 JOMA.
4. All other terms and conditions of the JOMA not changed by this Amendment No. 2 remain in full force and effect.

[SIGNATURE PAGES FOLLOW]

EXECUTION VERSION

**VIRGINIA PASSENGER RAIL AUTHORITY**

By:   
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Name: **DJ STADTLER**

Title: **VPRA EXECUTIVE DIRECTOR**

Date: 8/15/2024

*[VPRA SIGNATURE PAGE TO JOMA AMENDMENT NO. 2]*

EXECUTION VERSION

**CSX TRANSPORTATION, INC.**

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

Name: Andy Daly

Title: Sr. Director Passenger Operations

Date: 8/14/2024

[CSXT SIGNATURE PAGE TO JOMA AMENDMENT NO. 2]