ADDENDUM B
TO MEMORANDUM OF UNDERSTANDING
CORRIDOR IMPROVEMENT PROJECT
GROUP 2 INTERIM IMPROVEMENTS

This ADDENDUM “B” to the MEMORANDUM OF UNDERSTANDING (this “Addendum”) is made by and among CSX TRANSPORTATION, INC. (“CSXT”), the NORTHERN VIRGINIA TRANSPORTATION COMMISSION and the POTOMAC AND RAPPAHANNOCK TRANSPORTATION COMMISSION (jointly and severally, the “Commissions”), and the COMMONWEALTH OF VIRGINIA’S DEPARTMENT OF RAIL AND PUBLIC TRANSPORTATION (“DRPT”).

Explanatory Statement

This Addendum is executed and delivered by the parties to evidence their understanding, pursuant to Section 5(b) of the Memorandum of Understanding dated January 31, 2002, as amended from time to time, among the parties (the “Memorandum”), as to the construction of specific improvements, the maintenance and operation of such improvements and the implementation of associated enhancements in passenger rail service, in accordance with the terms and conditions of this Addendum and the Memorandum, as amended.

NOW, THEREFORE, in consideration of the foregoing Explanatory Statement and other good and valuable consideration, the receipt and sufficiency of which are acknowledged by the parties, the parties agree as follows:

1. Definitions. All capitalized terms not otherwise defined by this Addendum shall have the meanings ascribed to them by the Memorandum and any amendments thereto.
2. **Improvements.** The parties acknowledge that, in accordance with the Memorandum, they have identified and agreed upon the improvements more particularly described by Exhibit A to this Addendum, as constituting some of the improvements encompassed by the Corridor Improvement Project (collectively, the “Group 2 Interim Improvements”).

3. **Construction and Design.**
   a. **Preliminary Engineering and Design.** Pursuant to separate written preliminary engineering agreements between CSXT and the Commissions, either or both CSXT and the Commissions shall perform preliminary engineering and design services to better define the Group 2 Interim Improvements, so as to permit the commencement of construction of the Group 2 Interim Improvements, all as more particularly described by such preliminary engineering agreements.
   b. **Construction.** Pursuant to separate construction agreements between CSXT and the Commissions, CSXT or the Commissions shall construct, cause to be constructed, or oversee the final design and construction of the Group 2 Interim Improvements, all as more particularly described by the applicable construction agreement.
   c. **Potomac Shores Station.** The VRE passenger station to be designed and built at Potomac Shores shall be designed and built to enable train service on at least two (2) of the main line tracks.

4. **Funding.** The Commissions and DRPT represent and warrant to CSXT that funds necessary for the design and construction of the Group 2 Interim Improvements have been or will be secured and appropriated for those purposes. The parties acknowledge and agree that CSXT shall bear no costs or expenses other than those expressly agreed to CSXT by written
agreement, and that, unless otherwise agreed, the costs and expenses incurred by CSXT in connection with the design or construction of the Group 2 Interim Improvements shall be advanced or reimbursed to CSXT by DRPT and/or the Commissions pursuant to the preliminary engineering agreements and the construction agreements.

5. **Applicability of Operating Agreements.** Notwithstanding anything to the contrary in this Addendum, the parties’ respective rights and obligations with respect to indemnification, insurance, regulation of rail operations, and the ownership, operation, repair, replacement and maintenance of the Group 2 Interim Improvements shall be subject to the provisions of the operating access agreement, dated July 1, 2011, between CSXT and the Commissions.

6. **Initial Implementation.** Upon completion of the funding schedule for Phase I and II of the Group 2 Interim Improvements to the satisfaction of CSXT, and subject to the satisfaction of the other conditions set forth in the Memorandum, CSXT shall permit the initiation of the rail service enhancements as described by Exhibit A to this Addendum.

7. **No New Stations Until Group 2 Interim Improvements Completed.** Upon the execution of this Addendum and the Second Amendment to the Memorandum of Understanding dated January 31, 2002, no additional new stations, other than the Potomac Shores station described in the Service Enhancements in Exhibit A to this Addendum, and the previously approved station in Spotsylvania County, shall be permitted by CSXT until all of the construction of all projects listed in Exhibit A to this Addendum is completed.

8. **Notices.** All notices, approvals and consents required or permitted by this Addendum shall be written and shall be deemed delivered upon personal delivery, upon the expiration of three (3) days following mailing by certified mail, or upon the next business day following mailing by a recognized overnight delivery service, to the parties at the addresses set
for below, or such other address as either party may designate by delivery of prior notice to the
other party:

If to CSXT: CSX Transportation, Inc.
500 Water Street J-315
Jacksonville, Florida 32203
Attention: Vice President of Passenger Services

If to the Department: Virginia Department of Rail and Public
Transportation
1313 E. Main Street, Suite 300
P.O. Box 590
Richmond, Virginia 23218-0590
Attention: Director

If to the Commissions: Chief Executive Office
Virginia Railway Express
1500 King Street, Suite 202
Alexandria, Virginia 22314

IN WITNESS WHEREOF, the parties have examined and delivered this Addendum as of
the date set forth above.

CSX TRANSPORTATION, INC.

Attest: By: ______________________________
Name: ______________________________
Title: ______________________________

NORTHERN VIRGINIA TRANSPORTATION
COMMISSION

Attest: By: ______________________________
Chairman
Title: ______________________________
POTOMAC AND RAPPAHANNOCK TRANSPORTATION COMMISSION

Attest: ________________________________

By: ________________________________

Chairman

Title: ___________________________

COMMONWEALTH OF VIRGINIA’S DEPARTMENT OF RAIL AND PUBLIC TRANSPORTATION

Attest: ________________________________

By: ________________________________

Director

Title: ___________________________