



COMMONWEALTH of VIRGINIA

Virginia Passenger Rail Authority Board

Jennifer L. Mitchell
Chairperson

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RESOLUTION
OF THE
VIRGINIA PASSENGER RAIL AUTHORITY BOARD

May 24, 2021

MOTION

Made By: Seconded By:

Action:

Title: Authorization of Assignment of Agreements between DRPT and CSXT to the Virginia Passenger Rail Authority; Authorization of Segment 1 Property Transfer

WHEREAS, the Commonwealth is undertaking the Transforming Rail in Virginia Program ("TRV") to expand and improve passenger and freight rail services; and

WHEREAS, under the TRV, the Department of Rail and Public Transportation ("DRPT") has entered into a Comprehensive Rail Agreement with CSX Transportation, Inc. ("CSXT") dated March 26, 2021, under which DRPT has agreed to the conditions it will acquire, improve, and facilitate passenger services over three discrete railroad corridors principally within the Commonwealth; and

WHEREAS, the Comprehensive Rail Agreement includes as exhibits the six ancillary agreements, each also between DRPT and CSXT, each governing specific aspects of the Comprehensive Rail Agreement, and each of which has been executed and delivered by both DRPT and CSXT as follows:

- (1) Joint Operating and Maintenance Agreement dated March 26, 2021,
(2) Master Engineering Agreement (CSXT) dated March 31, 2021,
(3) Master Engineering Agreement (DRPT) dated March 31, 2021,
(4) Master Construction Agreement (CSXT) dated March 31, 2021,
(5) Master Construction Agreement (DRPT) dated March 31, 2021, and
(6) Inspection Right of Entry Agreement dated April 14, 2021 (collectively with the Comprehensive Rail Agreement, the "Assigned Agreements"); and

WHEREAS, when each of the Assigned Agreements was executed, the necessary executive and administrative actions had not yet been taken to permit the Virginia Passenger Rail Authority (“VPRA”) to undertake the rights and duties imposed by the Assigned Agreements; and

WHEREAS, because such actions had not yet been taken at the time of execution, each of the Assigned Agreements permits DRPT to make an assignment to VPRA of DRPT’s rights and duties thereunder; and

WHEREAS, VPRA has now taken the necessary executive and administrative actions to undertake the rights and duties imposed by the Assigned Agreements, and DRPT and VPRA now desire that the Assigned Agreements be assigned fully to VPRA and for VPRA to be availed of all the rights and duties of DRPT under the Assigned Agreements; and

WHEREAS, as of April 14, 2021, under the Comprehensive Rail Agreement DRPT has acquired certain real property interests (the “Segment 1 Interests”) between approximately CSXT milepost CFP 112.35 in Washington, DC and CSXT milepost A 29.04 in Dinwiddie County; and

WHEREAS, concurrently with the assignment of the Assigned Agreements DRPT and VPRA desire to transfer from DRPT to VPRA all the Segment 1 Interests.

NOW THEREFORE, BE IT RESOLVED, that the Board authorizes the VPRA Executive Director to execute an agreement in substantially the form attached hereto as **EXHIBIT A**, making effective the assignment of the Assigned Agreements from DRPT to VPRA, with such modifications as he may deem necessary and appropriate; and

NOW THEREFORE, BE IT FURTHER RESOLVED, that the Board authorizes the VPRA Executive Director to execute one or more deeds that transfer(s) of all the Segment 1 Interests from DRPT to VPRA, each in a form acceptable to the VPRA Executive Director.

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EXHIBIT A

Execution Version

VPRA ASSIGNMENT AGREEMENT

THIS VPRA ASSIGNMENT AGREEMENT is made and entered into as of this [●] day of [●], 2021, by and between the **VIRGINIA DEPARTMENT OF RAIL AND PUBLIC TRANSPORTATION**, a political subdivision of the Commonwealth of Virginia (hereinafter referred to as “**DRPT**”), and the **VIRGINIA PASSENGER RAIL AUTHORITY**, a body corporate and political subdivision of the Commonwealth of Virginia (hereinafter referred to as “**VPRA**”). DRPT and VPRA hereinafter are referred to collectively as the “**Parties**”.

RECITALS

WHEREAS, DRPT and CSX Transportation, Inc., a Virginia corporation (“**CSXT**”), have entered into the following agreements (collectively, the “**DRPT-Assigned Agreements**”):

- (1) Comprehensive Rail Agreement dated March 26, 2021;
- (2) Joint Operating and Maintenance Agreement dated March 26, 2021;
- (3) Master Engineering Agreement (CSXT) dated March 31, 2021;
- (4) Master Engineering Agreement (DRPT) dated March 31, 2021;
- (5) Master Construction Agreement (CSXT) dated March 31, 2021;
- (6) Master Construction Agreement (DRPT) dated March 31, 2021; and
- (7) Inspection Right of Entry Agreement dated April 14, 2021.

WHEREAS, the DRPT-Assigned Agreements allow DRPT to assign unilaterally to VPRA the DRPT-Assigned Agreements, and the Parties desire now for DRPT to make such assignment.

AGREEMENT

NOW, THEREFORE, DRPT hereby assigns the DRPT-Assigned Agreements to VPRA. All references to DRPT within the DRPT-Assigned Agreements are hereby deleted and replaced with VPRA, unless the context clearly indicates otherwise. VPRA agrees to step into the place of DRPT with respect to the DRPT-Assigned Agreements, to be bound by the DRPT-Assigned Agreements with CSXT as the contractual counterparty, to be responsible for and to fulfill the

obligations of DRPT within the DRPT-Assigned Agreements, and to be availed of all the rights of DRPT within the DRPT-Assigned Agreements. This VPRA Assignment Agreement shall be effective upon its execution by the signatories below. The Parties agree to notify CSXT of the execution of this VPRA Assignment Agreement within five days after its execution.

[SIGNATURE PAGE TO FOLLOW]

**VIRGINIA DEPARTMENT OF RAIL
AND PUBLIC TRANSPORTATION**

By: _____

Name: _____

Title: _____

VIRGINIA PASSENGER RAIL AUTHORITY

By: _____

Name: _____

Title: _____

[SIGNATURE PAGE FOR VPRA ASSIGNMENT AGREEMENT]