

FIRST AMENDMENT TO INTERLOCAL OPERATING AGREEMENT FOR
THE OPERATION OF THE CENTRAL FLORIDA COMMUTER RAIL SYSTEM

**THIS FIRST AMENDMENT TO INTERLOCAL OPERATING AGREEMENT FOR
THE OPERATION OF THE CENTRAL FLORIDA COMMUTER RAIL SYSTEM** (the
"First Amendment") dated as of December 19 2008 (the "Effective Date") is
entered into between the State of Florida, Department of Transportation, an agency of
the State of Florida ("FDOT") and the Central Florida Commuter Rail Commission (the
"Commission"), a legal entity and public body created by the Interlocal Governance
Agreement for Creation of the Central Florida Commuter Rail Commission By and
Among Orange County, Florida, Osceola County, Florida, Seminole County, Florida,
County of Volusia, Florida, and City of Orlando, Florida pursuant to Section 163.01,
Florida Statutes.

WITNESSETH:

WHEREAS, FDOT and the Commission desire to amend Section 3.02(D) of the
**INTERLOCAL OPERATING AGREEMENT FOR THE OPERATION OF THE
CENTRAL FLORIDA COMMUTER RAIL SYSTEM** to change the date therein from
December 31, 2008 to December 31, 2009, and


WHEREAS, the Local Government Partners have all consented to the execution
of this First Amendment.

NOW THEREFORE, FDOT and the Commission hereby agree to amend the
**INTERLOCAL OPERATING AGREEMENT FOR THE OPERATION OF THE
CENTRAL FLORIDA COMMUTER RAIL SYSTEM** as follows:

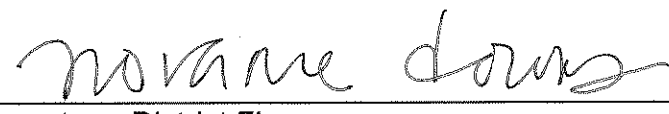
1. The date of December 31, 2008 contained in Section 3.02(D) shall be changed to the new date of December 31, 2009.
2. Other than expressly set forth herein, all other terms and conditions of the **INTERLOCAL OPERATING AGREEMENT FOR THE OPERATION OF THE CENTRAL FLORIDA COMMUTER RAIL SYSTEM** remain in full force and effect.

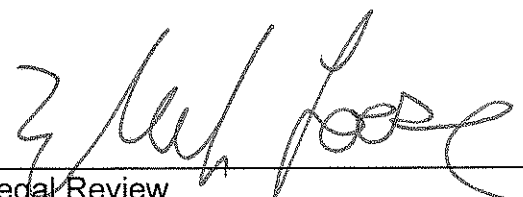
IN WITNESS WHEREOF, the parties hereby have caused this First Amendment to be executed as of the Effective Date.

By and For the Central Florida Commuter Rail Commission:


Date: 12.19.08

By and For The State of Florida, Department of Transportation:


Secretary, District Five
Date: 12.19.08


Legal Review
Date: 12/19/08