

**FOURTH AMENDMENT**

to the

**AMENDED CENTRAL FLORIDA OPERATING AND MANAGEMENT AGREEMENT**

THIS FOURTH AMENDMENT TO THE AMENDED CENTRAL FLORIDA OPERATING AND MANAGEMENT AGREEMENT (this "Fourth Amendment"), made as of April \_\_, 2014 (the "Fourth Amendment Effective Date"), by and between STATE OF FLORIDA, DEPARTMENT OF TRANSPORTATION, ("State") and CSX TRANSPORTATION, INC., ("CSXT"), amends that certain AMENDED CENTRAL FLORIDA OPERATING AND MANAGEMENT AGREEMENT dated as of March 29, 2010, by and between State and CSXT (the "Amended CFOMA").<sup>1</sup>

**WHEREAS**, the original CFOMA was executed on November 30, 2007 (the "Original CFOMA"); and

**WHEREAS**, said Original CFOMA was superseded by the Amended CFOMA; and

**WHEREAS**, the Amended CFOMA was amended by that certain First Amendment to the Amended CFOMA dated December 20, 2010 (the "First Amendment"); and

**WHEREAS**, the Amended CFOMA was further amended by that certain Second Amendment to the Amended CFOMA, dated October 5, 2011 (the "Second Amendment"); and

**WHEREAS**, the Amended CFOMA was further amended by that certain Third Amendment to the Amended CFOMA, dated March 26, 2014 (the "Third Amendment"); and

**WHEREAS**, as set forth in Appendix A to the Amended CFOMA, the Original CFOMA, as amended by the Amended CFOMA, the First Amendment, the Second Amendment, the Third Amendment and this Fourth Amendment shall be referred to as the CFOMA; and

**WHEREAS**, the Parties desire to now replace Exhibit 1 of the CFOMA with the Exhibit 1 attached hereto.

**NOW, THEREFORE**, in consideration of the premises and of the mutual covenants hereinafter

---

<sup>1</sup> Capitalized terms not defined herein shall have the meaning given to them in the CFOMA.

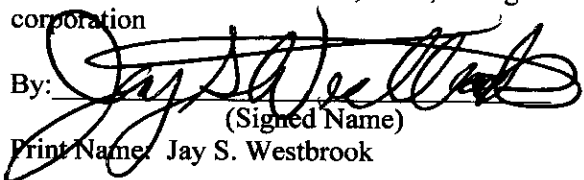
set forth, the Parties hereto, intending to be legally bound, agree as follows:

1. Exhibit 1 to the CFOMA is hereby superseded as of the Fourth Amendment Effective Date by Exhibit 1 attached hereto.
2. This Fourth Amendment may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute but one and the same instrument.
3. Other than as expressly set forth above, the terms and conditions of the CFOMA remain in full force and effect.

[signature page follows]

**IN WITNESS WHEREOF, CSX TRANSPORTATION, INC. and STATE OF FLORIDA, DEPARTMENT OF TRANSPORTATION**, pursuant to due corporate and statutory authority, have caused their names to be signed hereto by officer(s) or official(s) hereunto duly authorized as of the Fourth Amendment Effective Date.

**CSX TRANSPORTATION, INC.**, a Virginia corporation

By:   
(Signed Name)

Print Name: Jay S. Westbrook

Its: Assistant Vice President Passenger Operations

**STATE OF FLORIDA DEPARTMENT OF TRANSPORTATION**

By: \_\_\_\_\_  
(Signed Name)

Print Name: Ananth Prasad, P.E.

Its: Secretary

LEGAL REVIEW:

\_\_\_\_\_  
Special Counsel

APPROVED AS TO FINANCIAL TERMS  
AND FUNDS ARE PROGRAMMED

\_\_\_\_\_  
Office of the Comptroller

[signature page of Fourth Amendment to the Amended CFOMA]



**CSX Transportation – Central Florida Rail Corridor  
Jacksonville Division - General Freight Service Plan  
Effective at April 5, 2014 0500hrs**

**Phase One Commuter Operations**

The following freight service operating plan reflects operations within the CFRC Orlando Subdivision during Phase One of commuter operations. The freight service plan consists of 4 different classes of service which are Local, Thru Freight, Work and Unit trains. Operating Plan covers CSXT Freight trains only. Train symbols and composition herein reflect current designations, may be subject to change, and will be communicated with CFRC management. Operating Windows provided as reference below.

- 0500 to 1000 – Commuter Operation Only (Morning Commute)
  - 1000 to 1500 - Commuter and Freight Operation Only (Mid-Day Window)
  - 1500 to 2200 – Commuter Operation Only (Evening Commute)
  - 2200 to 2400 - Commuter and Freight Operation Only (Night Window)
  - 2400 to 0500 – Exclusive Freight Operation Only / No CFRC passenger trains and No CFRC Track work allowed (Night Window)
- Comment: Betterments and additions, curfew and program work, construction and signal suspension, bridge, track, and signal inspection and maintenance shall be in accordance with CFOMA 3.i.4.**

**CSXT Thru Freight Operating Plan**

Thru Freight plan covers trains operating on the Orlando Subdivision in the Central Florida Rail Corridor. Phase One covers commuter train operations. This operating plan is subject to change based on customer commitments.

<u>Train</u>	<u>Originates</u>	<u>Destination</u>	<u>Operational Window</u>	<u>Notes</u>
Q/R/L456	Taft / 2200	Waycross / 1000	Night Window	Works Sanford / General Merchandise
Q/R/L455	Waycross / 1500	Taft / 0400	Night Window	Works Sanford / General Merchandise
Q/R/L235	Louisville / 1000	Taft / 0200	Night Window	Works Taft / Automobiles*
Q/R/L258	Taft / 2330	Waycross / 1500	Night Window	Works Taft / Automobiles*

*NOTE: The following trains: Q/R/L177 - Q/R/L178 - Q/R/L170 - Q/R/L187 will divert and operate to the CFILC in Winter Haven prior to commuter train commencement date of April 5<sup>th</sup>, 2014. All Trains listed above will operate 7 days a week and are subject to operate advanced of given schedule.*

*\* Trains will use the "S" and "A" line routes until December 31, 2018, with route selection based on further discussions between State and CSXT.*

**CSXT Unit Train Operating Plan**

Unit Train plan covers trains operating on the Orlando Subdivision in the Central Florida Rail Corridor during phase one of commuter train operation of CFMOA.

<u>Train</u>	<u>Originates</u>	<u>Destination</u>	<u>Operational Window</u>	<u>Notes</u>
K750	Miami	Orlando/Sanford	Night Window	Unit Rock (loads) – Mon/Tues
K709	Jct. City GA	Orlando	Night Window	Unit Rock (loads) - Tues/Weds
K703	Augusta GA	Sanford/Kaley	Night Window	Unit Rock (loads) - Weds/Thurs
K751	Orlando/Sanford	Miami	Night Window	Unit Rock (empty) – Tues/Weds
K710	Orlando	Jct. City GA	Night Window	Unit Rock (empty) – Thurs/Fri
K704	Kaley/Sanford	Jax/Savannah	Night Window	Unit Rock (empty) – Thurs/Fri
K724	Augusta GA	Orlando	Night Window	Unit Rock (loads) – Weds/Thurs
K725	Orlando	Augusta	Night Window	Unit Rock (empty) – Fri/Sat
K797	Montgomery	Sanford/Kaley	Night Window	Unit Rock (loads) – Tues/Weds
K798	Sanford/Kaley	Montgomery	Night Window	Unit Rock (empty) – Thurs/Fri
K977	Miami	Orlando	Night Window	Unit Rock (loads) – Thurs/Fri
K978	Orlando	Miami	Night Window	Unit Rock (empty) – Sat/Sun
Unit Coal1	Baldwin	Stanton/OUC	Night Window	Unit Coal (load) – daily
Unit Coal2	Stanton/OUC	Baldwin	Night Window	Unit Coal (empty) – daily

*NOTE: CSXT operates an average of 1-2 rock trains per day into or out of the Greater Orlando Area that operate using the Orlando Subdivision of the CFRC based on customer demand. Rock trains will operate during the night window between 2200 and 0500 Unless operation conditions (flood, derailment, etc.) on the CFRC prevent such operation. CSXT operations and CFRC operations may coordinate operations between both parties and if agreeable operate such trains during the mid-day window between 1000-1500 pursuant to CFOMA.*

**CSXT Local Operating Plan**

Local Operating plan encompasses road switchers and local trains serving designated CSXT customers located on the Central Florida Rail Corridor. Local operating plan is subject to change based on customer commitments and will be adjusted to meet those requests.

<u>Train</u>	<u>Originates/On Duty / Dept.</u>	<u>Destination</u>	<u>Operational Window</u>	<u>Notes</u>
A776 #	Taft / 0600 / ----	Taft	Taft Yard Job	Works Taft Yard / Off Sat-Sun
A766 **	Sanford / 0700 / 1030	Sanford	Mid-Day Window	Deland-Aloma Switcher / Off Sat-Sun
A779 **	Taft / 0800 / 1130	Taft	Mid-Day Window	Autos-Inside Work / Off Sat-Sun
A777 #	Taft / 1600 / ----	Taft	Sexton Branch	Taft-Sexton Branch / Off Tue-Weds
A775	Taft / 2000 / 2330	Taft	Night Window	Local / Customer job / Off Sat-Sun
A786 **	Taft / 2030 / 2330	Taft	Night Window	Taft-RC Branch Job / Off Sat-Sun
A784 **	Taft / 2100 / 2359	Taft	Night Window	Autos-Inside Work / Off Mon-Sun
A798	Taft / 2100 / 2330	Taft	Night Window	Poinciana Turn / Off Sat-Sun
A764	Taft / 2200 / 0100	Taft	Night Window	Rock Peddler – Operates As warranted

# Trains A777-A776 are local jobs that perform work on CSXT Branch Lines and in CSXT yards which by plan do not occupy the main track unless operating conditions warrant

\*\* Trains A766-A779-A786-A784 operate during non-commuter train hours and by plan clear up at locations along the CFRC on CSXT Branch lines or yards to perform customer work.

**CSXT Work Train Operating Plan**

Work Train plan covers trains operating on the Orlando Subdivision in the Central Florida Rail Corridor during Phase 1 commuter operation. CSXT reserves the right to operate MofW trains as needed to support current freight operation in and around the CFRC corridor.

<u>Train</u>	<u>Originates</u>	<u>Destination</u>	<u>Operational Window</u>	<u>Notes</u>
Work1	Deland	Poinciana	Night Window	Ballast Train
Work2	Deland	Poinciana	Night Window	Rail Train
Work3	Poinciana	Deland	Night Window	Ballast Train
Work4	Poinciana	Deland	Night Window	Rail Train

# Trains operate as warranted and subject to operate advanced of given schedule and subject to route change to support engineering needs on CSXT owned track in the Orlando Area. Example – Ballast Train for CSXT Yard or Branch Line.

**Operating Plan is subject to change under provisions of CFOMA**

**End of General Freight Service Plan for Phase 1 Commuter Operation**