

AMENDMENT NO. 4

TO

CONTRACT NO. OP136-10
METROLINK OPERATOR SERVICES

BETWEEN

SOUTHERN CALIFORNIA REGIONAL RAIL AUTHORITY AND
NATIONAL RAILROAD PASSENGER CORPORATION

This Amendment No. 4 to Contract No. OP136-10 by and between the Southern California Regional Rail Authority ("SCRRA") and the National Railroad Passenger Corporation ("Amtrak") (collectively, the "Parties") is entered into effective June 24, 2016.

RECITALS

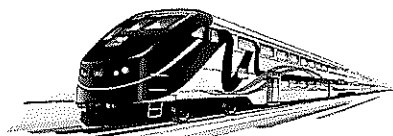
WHEREAS, SCRRA and Amtrak are parties to the Contract No. OP136-10, Metrolink Operator Services, dated March 26, 2010 (the "Original Operator Services Contract"); and

WHEREAS, the Original Operator Services Contract has been amended by Amendment Nos. 1, 2 and 3 (as amended, the "Operator Services Contract"); and

WHEREAS, the Parties intend by this Amendment No. 4 to modify certain terms and conditions of the Operator Services Contract, as set forth herein.

NOW, THEREFORE, in view of the mutual promises recited herein and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties hereby agree to amend the Operator Services Contract as follows:

- I. Amend Article C, General Conditions, Section 1.b., Term: Period of Performance to read in its entirety as follows:
 - b. The period of performance for this Agreement shall be from the Start Date and will terminate on June 30, 2020 or unless earlier terminated.



- II. Amend Section D, COSTS, BUDGETING, AND COMPENSATION, Section 1, Costs, Paragraph (c) and (d), to read in their entirety as follows:

c. Profit and Overhead

(1) SCRRA will pay an eight (8%) Management Fee with respect to the actual Direct Costs and G&A that are included in the Approved Budget, as such Approved Budget may be amended from time to time, effective with Fiscal Year commencing July 1, 2015. Amtrak will credit the SCRRA for any management fee that may have been paid in excess of (8%) for any Fiscal Year commencing on or after July 1, 2015.

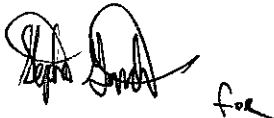
(2) SCRRA will pay the Management Fee of 8% on actual Direct Costs and G&A incurred in providing any Services in addition to those provided for in the Approved Budget.

d. Contingency Fee

There shall be no Contingency Fee payable during any Fiscal year commencing on or after July 1, 2015. Amtrak will credit SCRRA for any Contingency Fee that may have been previously paid to Amtrak with respect to any Fiscal Year commencing on or after July 1, 2015.

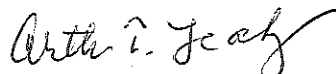
IN WITNESS WHEREOF, the Parties hereto have caused this Amendment No 4. to be executed effective as of the Effective Date.

**NATIONAL RAILROAD
PASSENGER CORPORATION**



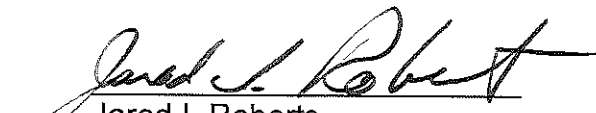
Name: C.W. Moorman
Title: President and Chief Executive Officer

**SOUTHERN CALIFORNIA
REGIONAL RAIL AUTHORITY**



Arthur T. Leahy
Chief Executive Officer

APPROVED AS TO FORM:


Jared I. Roberts
Deputy General Counsel

APPROVED AS TO FORM:


Don O. Del Rio
General Counsel