



METROLINK

SOUTHERN CALIFORNIA REGIONAL RAIL AUTHORITY
900 Wilshire Blvd. Suite 1500 Los Angeles, CA 90017

metrolinktrains.com

AMENDMENT NO. 5
TO
CONTRACT NO. OP136-10
METROLINK OPERATOR SERVICES
BETWEEN
SOUTHERN CALIFORNIA REGIONAL RAIL AUTHORITY AND
NATIONAL RAILROAD PASSENGER CORPORATION

This Amendment No. 5 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 May 10, 2019.

RECITALS

WHEREAS, SCRRA and Amtrak are parties to the Contract No. OP136-10, Metrolink Operator Services, dated March 26, 2010, as amended by Amendment Nos. 1, 2, 3, and 4 (the "Operator Services Contract"); and

WHEREAS, Amtrak has been providing the operating services described in the Operator Services Contract as amended since June 26, 2010; and

WHEREAS, the Parties intend by this Amendment No. 5 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:

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, which term shall be subject to renewal for an additional extended term of up to six (6) months (i.e., beginning on July 1, 2020 through no later than December 31, 2020) as set forth in this paragraph. SCRRA shall notify Contractor of its desire to extend this Agreement by no later than December 31, 2019.

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If SCRRA provides such written notice to Contractor of its desire to extend the Agreement by December 31, 2019, SCRRA will provide six months notice of any Agreement termination date to occur prior to December 31, 2020 ("Six-Month Early Termination Notice"), for example: SCRRA must notify the Contractor by January 31, 2020 that the Agreement will terminate on July 31, 2020; by February 29, 2020 that the Agreement will terminate on August 31, 2020; by March 31, 2020 that the Agreement will terminate on September 30, 2020; and so forth. The latest that a Six-Month Early Termination Notice can be given by SCRRA is June 30, 2020.

If SCRRA does not notify Contractor of its desire to extend the Agreement by December 31, 2019, this Agreement shall terminate on June 30, 2020. If SCRRA provides written notice to Contractor by December 31, 2019, of its desire to extend the Agreement but does not provide Contractor with any Six-Month Early Termination Notice prior to June 30, 2020, the Agreement will terminate on December 31, 2020."

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment No. 5 to be executed as of the date first shown above.

NATIONAL RAILROAD
PASSENGER CORPORATION

SOUTHERN CALIFORNIA
REGIONAL RAIL AUTHORITY

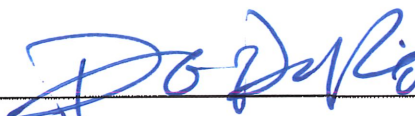


Name: Richard H. Anderson
Title: President and CEO



Stephanie N. Wiggins
Chief Executive Officer

APPROVED AS TO FORM



Don O. Del Rio
General Counsel