This Project Agreement ("Agreement"), effective March 16, 2016, by and between the Commonwealth of Virginia Department of Rail and Public Transportation ("Department") and the Northern Virginia Transportation Commission ("Grantee") (collectively, the "Parties"), is for the provision of funding construction of the Lorton Station platform extension ("Project") for Virginia Railway Express ("VRE").

WHEREAS, the Project is managed by the Grantee and the Potomac and Rappahannock Transportation Commission, the joint owners and operators of VRE; and

WHEREAS, the Grantee submitted an application to the Department for capital program funding in the Fiscal Year 2009 Six Year Improvement Program for funding the design and engineering of the Lorton Station platform extension; and

WHEREAS, on June 19, 2008, the Commonwealth Transportation Board ("CTB") allocated funding and approved state matching funds in the amount of $749,000 for the design and engineering of the Lorton Station platform extension; and

WHEREAS, the Parties caused a state agreement for the design and engineering of the Lorton Station platform extension to be fully executed on July 23, 2008 (the "July 23, 2008 State Agreement"); and

WHEREAS, the Grantee did not expend $418,540 of the funds granted in the July 23, 2008 State Agreement prior to its expiration; and

WHEREAS, the Grantee wishes to expend the remaining $418,540 in state funds for construction of the Lorton Station platform extension; and

WHEREAS, the Department has approved the request by the Grantee to spend the remaining $418,540 for the construction of the Lorton Station platform extension; and

WHEREAS, on March 16, 2016, the CTB allocated funding and approved state matching funds in the amount of $418,540 for the construction of the Lorton Station platform extension; and

WHEREAS, the Parties wish to define the extent of the Project, the responsibilities of each Party, the manner of performing the necessary Work, the method and time of payment, and to set out additional conditions associated with the Project.

NOW, THEREFORE, in consideration of the covenants and agreements set forth, and other good and valuable consideration, the sufficiency of which is acknowledged, the Parties agree as follows:
ARTICLE 1. SCOPE OF WORK, TERM AND BUDGET

1. The Work under the terms of this Agreement is as follows:
   a. Construction of the Lorton Station platform extension.

2. The Department agrees to provide funding as detailed below:
   a. State grant funding in the amount of $418,540 for the Project. Details concerning this funding are contained in Appendix 1, attached and made a part of this Agreement.

3. The Grantee acknowledges that state grant funding for this grant is subject to appropriation by the General Assembly of Virginia and allocation by the CTB.

ARTICLE 2. INCORPORATION OF MASTER AGREEMENT FOR USE OF COMMONWEALTH FUNDS

The Parties agree to incorporate the Master Agreement for Use of Commonwealth Transportation Funds, dated April 24, 2012, as if set out in full herein.

This space intentionally left blank
IN TESTIMONY THEREOF, the Department and the Grantee have caused this Agreement to be executed, each by their duly authorized officers, all as of the day, month, and year first written.

DEPARTMENT OF RAIL AND PUBLIC TRANSPORTATION

By:  

Jennifer Mitchell
Director

Date Signed: 3/23/2016

NORTHERN VIRGINIA TRANSPORTATION COMMISSION

By:  

Scott Kalkwarf

Title:  
Director of Finance & Administration

Date Signed: 3/21/2016
Appendix 1

Grantee: Northern Virginia Transportation Commission

Project: Construction of the VRE Lorton Station Platform Extension

Capital Project Agreement

Project Number: 73109-51
Project Start Date: March 16, 2016
Project Expiration Date: December 31, 2017

<table>
<thead>
<tr>
<th>Fund Code</th>
<th>Item Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>478</td>
<td>Grant Amount (State share of Project cost - 70%)</td>
<td>$418,540</td>
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<tr>
<td>1400</td>
<td>Local Expense (share of Project cost - 30%)</td>
<td>$179,374</td>
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<tr>
<td></td>
<td><strong>Total Project Expense</strong></td>
<td><strong>$597,914</strong></td>
</tr>
</tbody>
</table>

In no event shall this grant exceed $418,540.