

**FOURTH AMENDMENT TO THE JOINT STATEMENT OF UNDERSTANDINGS
REGARDING THE CREATE PROGRAM**

WHEREAS, on June 13, 2003, the (i) Association of American Railroads (“**AAR**”), acting for and on behalf of The Burlington Northern and Santa Fe Railway Company, Canadian National Railway Company, Canadian Pacific Railway Company, CSX Transportation Inc., Norfolk Southern Railway Company, Union Pacific Railroad Company, and Commuter Rail Division of the Regional Transportation Authority; (ii) the Illinois Department of Transportation (“**IDOT**”), and (iii) the City of Chicago, acting by and through its Department of Transportation (“**City**” or “**CDOT**”) (“**Original Stakeholders**”), entered into a Joint Statement of Understandings Regarding the Proposed CREATE Program (“**JSOU**”) to progress a joint effort to restructure, modernize and expand the freight and passenger rail facilities and highway grade separations in the Chicago metropolitan area while reducing the environmental and social impacts of rail operations on the general public;

WHEREAS, on June 13, 2003, the Original Stakeholders also entered into a “Joint Statement Regarding CREATE Governance Structure”, which provided that it “should be read and construed as a single integrated document with the JSOU” (hereinafter “**Governance Structure**”);

WHEREAS the JSOU subsequently has been amended three times, most recently effective February 9, 2009, and among other amendments, the National Passenger Rail Corporation (Amtrak) was added as an additional Stakeholder (together with the Original Stakeholders, the “**Current Stakeholders**”);

WHEREAS the governance structure for the Program has evolved since the execution

of the Governance Structure;

WHEREAS the Current Stakeholders and Cook County, Illinois (acting through the Cook County Department of Transportation and Highways) (“**DoTH**”) have agreed that in exchange for certain consideration as set forth below, DoTH should be added as an additional CREATE Stakeholder and should be given roles in the current CREATE Program governance structure consistent with that status;

NOW THEREFORE, the Current Stakeholders and DoTH hereby agree to amend the JSOU (including the integrated Governance Structure) as follows:

1. DoTH has committed to provide \$78 million in funding to the CREATE Program. The Stakeholders expect to use these funds for the group of Projects referred to as the “75th Street Corridor Improvement Project” or “75th St. CIP”, comprising the EW2, GS19, P2 and P3 Projects.

2. The first paragraph of the PREAMBLE to the JSOU is hereby revised to read as follows:

The Chicago Regional Environmental and Transportation Efficiency Program (CREATE) (the Program) is a joint effort of (i) the Association of American Railroads (AAR), acting for and on behalf of The Burlington Northern and Santa Fe Railway Company (BNSF), Canadian National Railway Company (CN), Canadian Pacific Railway Company (CP), CSX Transportation, Inc. (CSX), National Railroad Passenger Corporation (Amtrak), Norfolk Southern Railway Company (NS), Union Pacific Railroad Company (UP), and Commuter Rail Division of the Regional Transportation Authority (Metra), (ii) Cook County, Illinois, acting through the Cook County Department of Transportation and Highways (DoTH); (iii) the Illinois Department of Transportation (IDOT), and (iv) the City of Chicago, acting by and through its Department of Transportation (City) (AAR, IDOT, City, and DoTH are referred to collectively as the "Stakeholders"), to restructure, modernize and

expand the freight and passenger rail facilities and highway grade separations in the Chicago metropolitan area (the "Region") while reducing the environmental and social impacts of rail operations on the general public.

3. Paragraph 2 of Section II (Terms and Conditions) of the JSOU is amended to add the following new sentence at the end: "Cook County, Illinois will participate through the Cook County Department of Transportation and Highways (DoTH)."

4. Provisions in the JSOU in which ongoing rights and obligations of IDOT and City are specifically referenced are hereby amended to add a reference to "DoTH," so that "IDOT and City" will now read "IDOT, City, and DoTH." Those provisions are:

In Section II (Terms and Conditions):

- Paragraph 5, line 10
- Paragraph 8, last line
- Paragraph 9, second and third line
- Paragraph 10, first line
- Paragraph 11, 4th line
- Paragraph 12
- Paragraph 13, first line

In Section III (Scope of Work):

- First line

5. The Governance Structure is hereby updated to reflect the current CREATE Program committee structure shown on the attached. As reflected on the attached, each of the following Program committees is hereby expanded by adding one new member, to be filled by a representative appointed by DoTH: the Stakeholder Committee, the Management Committee, the Management Working Group, the Implementation Committee, the Advocacy Committee, and the Finance and Budget Committee. A DoTH representative will co-chair the Advocacy Committee, along with three other co-chairs representing (1) the

railroads, (2) IDOT; and (3) City.

6. This Fourth Amendment to the JSOU may be executed in two or more counterparts, each of which shall be deemed an original and all of which together shall be considered one and the same amendment.

7. This Fourth Amendment to the JSOU shall be effective on the date of the final signature made below, each signer representing by his or her signature that he or she is authorized to execute this document on behalf of the indicated Stakeholder.

Cook County Department of Transportation (DoTH), by John Yonan
Title: Superintendent
Signed: /s/ John Yonan
Date: 10/12/2018

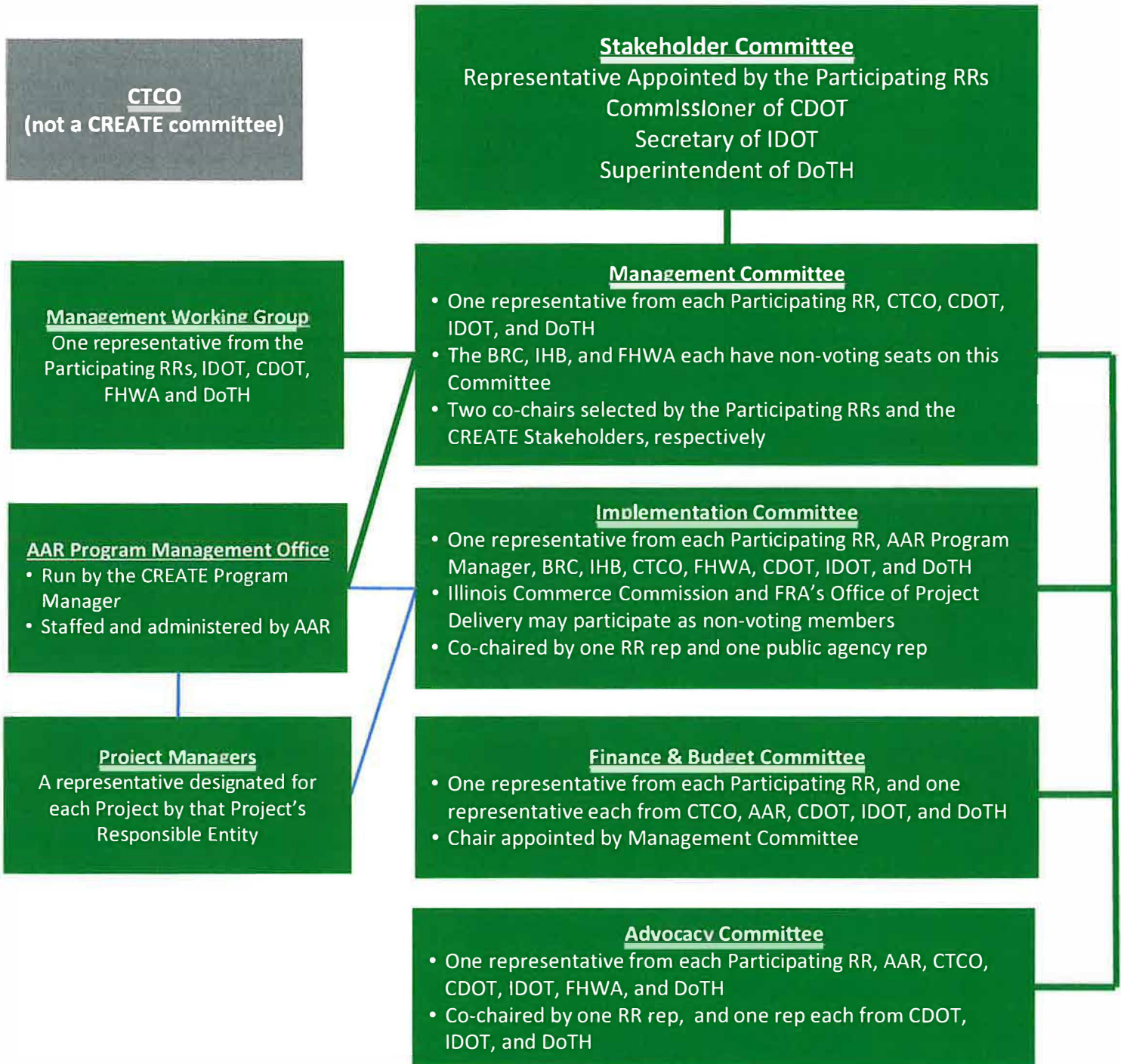
Illinois Department of Transportation (IDOT), by Randall S Blankenhorn
Title: Secretary
Signed: /s/ Randall S. Blankenhorn
Date: 10/10/2018

City of Chicago, acting through its Department of Transportation (City), by Rebekah Scheinfeld
Title: Commissioner
Signed: /s/ Rebekah Scheinfeld
Date: 10/11/2018

Association of American Railroads (AAR), by Edward R. Hamberger
Title: President and CEO
Signed: /s/ Edward R. Hamberger
Date: 10/16/2018

Attachment: CREATE Program Committee Structure chart

CREATE Organization



— communication
 — reporting