

FIRST AMENDMENT TO TRANSIT SERVICE AGREEMENT

THIS FIRST AMENDMENT TO THE TRANSIT SERVICE AGREEMENT ("First Amendment"), is effectively entered into this 21st day of March, 2018, by and between **ELIZABETH RIVER CROSSINGS OPCO, LLC**, a Delaware limited liability company ("ERC Opco"), and the **TRANSPORTATION DISTRICT COMMISSION OF HAMPTON ROADS**, a body corporate and politic created pursuant to the Transportation District Commission Act of 1964, ("HRT") (collectively, the "Parties").

RECITALS

A. ERC Opco and HRT are parties to that certain Transit Service Agreement, effectively dated December 18, 2013, ("Agreement"). Pursuant to the Agreement, HRT provides ERC Opco with the ERC Supported Services in exchange for an annual ERC Supported Services Payment.

B. The annual ERC Supported Service Payment is an estimate based on, *inter a/ia*, the projected number of service hours, average service hour cost and related expenses anticipated by the Parties to be incurred annually by HRT for the provision of the ERC Supported Services.

C. During the course of the Agreement, HRT implemented route and related efficiencies that resulted in HRT providing some of the ERC Supported Services at a lower annual cost than estimated by the Parties.

D. For the period beginning on December 18, 2013 and ending on July 31, 2018, these efficiencies have resulted in a credit to ERC Opco in the amount of six hundred forty-six thousand two hundred nine dollars and 00/100 cents (\$646,209.00) ("Efficiency Credit").

E. ERC Opco would like to exchange its Efficiency Credit for enhanced marketing efforts to be performed by HRT and related to the Downtown Tunnel, Midtown Tunnel, Martin Luther King, Jr. Expressway Extension, EZ-Pass and the ERC Supported Services ("Enhanced Marketing Campaign").

NOW, THEREFORE, in consideration of the Enhanced Marketing Campaign and of the mutual covenants and agreements hereinafter set forth, and for other good and valuable consideration, the sufficiency of which is mutually acknowledged, the Parties agree as follows:

1. HRT shall, at no additional cost to ERC Opco, implement the Enhanced Marketing Campaign described in Exhibit . which is attached to this First Amendment and incorporated by reference as if stated fully herein.

2. The Parties agree that the value of the Enhanced Marketing Campaign equals the Efficiency Credit. At the conclusion of the Enhanced Marketing Campaign, the Efficiency Credit due ERC Opco will be deemed fully satisfied.

3. The Parties will meet on or before July 1 of each year, beginning in FY19 and continuing thereafter in accordance with Paragraph 6 of the Agreement, to review and confirm

the full and final amount of the annual ERC Supported Services Payment for the ERC Supported Services to be provided by HRT in the subsequent service year.


4. The Parties represent and warrant that the recitals to this First Amendment are accurate and correct and incorporate them in this First Amendment.

5. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Agreement.

6. Except as amended hereby, all other terms and conditions of the Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the parties have executed this Amendment as of the date first set forth above.

ELIZABETH RIVER ,CROSSINGS OPCO, LLC

By: 
Name: Douglas R. Wilson
Title: Chief Executive Officer

TRANSPORTATION DISTRICT COMMISSION OF HAMPTON ROADS

By: 
Name: William E. Harrell
Title: President & Chief Executive Officer

EXHIBIT A

ENHANCED MARKETING CAMPAIGN

| ENHANCED MARKETING COMPONENT | ESTIMATED START DATE | ESTIMATED END DATE | #OF MONTHS | COMPONENT LOCATION | PRODUCTION COST | MONTHLY ADVERTISING COST | TOTAL ADVERTISING COST | ENHANCED MARKETING COMPONENT VALUE |
|------------------------------|----------------------|--------------------|------------|--------------------|-----------------|--------------------------|------------------------|------------------------------------|
| Light Rail Full Wrap | 6/1/2018 | 11/30/2018 | 6 | Train# 401 | \$ 15,800 | \$ 4,000 | \$ 24,000 | \$ 39,800 |
| Light Rail Full Wrap | 12/1/2018 | 5/31/2019 | 6 | Train# 401 | \$ 15,800 | \$ 4,000 | \$ 24,000 | \$ 39,800 |
| Light Rail Full Wrap | 6/1/2018 | 11/30/2018 | 6 | Train #402 | \$ 15,800 | \$ 4,000 | \$ 24,000 | \$ 39,800 |
| Light Rail Full Wrap | 12/1/2018 | 5/31/2019 | 6 | Train# 402 | \$ 15,800 | \$ 4,000 | \$ 24,000 | \$ 39,800 |
| Light Rail Full Wrap | 6/1/2018 | 11/30/2018 | 6 | Train# 403 | \$ 15,800 | \$ 4,000 | \$ 24,000 | \$ 39,800 |
| Bus Full Wrap | 7/15/2018 | 7/15/2019 | 12 | Bus# 5101 | \$ 5,800 | \$ 1,900 | \$ 22,800 | \$ 28,600 |
| Bus Full Wrap | 7/15/2018 | 7/15/2019 | 12 | Bus# 5102 | \$ 5,800 | \$ 1,900 | \$ 22,800 | \$ 28,600 |
| Bus Full Wrap | 7/15/2018 | 7/15/2019 | 12 | Bus# 5103 | \$ 5,800 | \$ 1,900 | \$ 22,800 | \$ 28,600 |
| Bus Full Wrap | 7/15/2018 | 7/15/2019 | 12 | Bus# 5104 | \$ 5,800 | \$ 1,900 | \$ 22,800 | \$ 28,600 |
| Bus Full Wrap | 7/15/2018 | 7/15/2019 | 12 | Bus# 5105 | \$ 5,800 | \$ 1,900 | \$ 22,800 | \$ 28,600 |
| Bus Full Wrap | 7/15/2018 | 7/15/2019 | 12 | Bus# 5106 | \$ 5,800 | \$ 1,900 | \$ 22,800 | \$ 28,600 |
| Bus Full Wrap | 7/15/2018 | 7/15/2019 | 12 | Bus# 5107 | \$ 5,800 | \$ 1,900 | \$ 22,800 | \$ 28,600 |

Initial:

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HRT

EXHIBIT A

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|-----------------------------------|----------------------|--------------------|------------|---------------------|-----------------|--------------------------|------------------------|------------------------------------|
| Bus Full Wrap | 10/15/2019 | 10/15/2020 | 12 | Bus# 5101 | \$ 5,800 | \$ 1,900 | \$ 22,800 | \$ 28,600 |
| Bus Full Wrap | 10/15/2019 | 10/15/2020 | 12 | Bus# 5102 | \$ 5,800 | \$ 1,900 | \$ 22,800 | \$ 28,600 |
| Bus Full Wrap | 10/15/2019 | 10/15/2020 | 12 | Bus# 5103 | \$ 5,800 | \$ 1,900 | \$ 22,800 | \$ 28,600 |
| Bus Full Wrap | 10/15/2019 | 10/15/2020 | 12 | Bus# 5104 | \$ 5,800 | \$ 1,900 | \$ 22,800 | \$ 28,600 |
| Bus Full Wrap | 10/15/2019 | 10/15/2020 | 12 | Bus# 5105 | \$ 5,800 | \$ 1,900 | \$ 22,800 | \$ 28,600 |
| Bus Full Wrap | 10/15/2019 | 10/15/2020 | 12 | Bus# 5106 | \$ 5,800 | \$ 1,900 | \$ 22,800 | \$ 28,600 |
| Bus Full Wrap | 10/15/2019 | 10/15/2020 | 12 | Bus# 5107 | \$ 5,800 | \$ 1,900 | \$ 22,800 | \$ 28,600 |
| Light Rail Platform Panel (Large) | 5/1/2018 | 5/1/2019 | 12 | MacArthur Station | \$ 35 | \$ 350 | \$ 4,200 | \$ 4,235 |
| Light Rail Platform Panel (Large) | 5/1/2019 | 5/1/2020 | 12 | MacArthur Station | \$ 35 | \$ 350 | \$ 4,200 | \$ 4,235 |
| Light Rail Platform Panel (Large) | 5/1/2018 | 5/1/2019 | 12 | Civic Plaza Station | \$ 35 | \$ 350 | \$ 4,200 | \$ 4,235 |



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|-------------------------------------|-----------------------------|---------------------------|-------------------|---------------------------|------------------------|---------------------------------|-------------------------------|---|
| Light Rail Platform Panel (Large) | 5/1/2019 | 5/1/2020 | 12 | Civic Plaza Station | \$ 35 | \$ 350 | \$ 4,200 | \$ 4,235 |
| Bus Shelter Insert (Full) | 5/1/2018 | 11/1/2018 | 6 | County & Court | \$ 900 | \$ 385 | \$ 2,310 | \$ 3,210 |
| Bus Shelter Insert (Full) | 5/1/2018 | 11/1/2018 | 6 | County & Court | \$ 900 | \$ 385 | \$ 2,310 | \$ 3,210 |
| Bus Shelter Insert (Full) | 5/1/2018 | 11/1/2018 | 6 | County & Court | \$ 900 | \$ 385 | \$ 2,310 | \$ 3,210 |
| Bus Shelter Insert (Full) | 5/1/2018 | 11/1/2018 | 6 | High St & Loudon Ave | \$ 900 | \$ 385 | \$ 2,310 | \$ 3,210 |
| Bus Shelter Insert (Full) | 5/1/2018 | 11/1/2018 | 6 | High St & Wmsburg Ave | \$ 900 | \$ 385 | \$ 2,310 | \$ 3,210 |
| Bus Shelter Insert (Full) | 5/1/2018 | 11/1/2018 | 6 | Bart & Frederick | \$ 900 | \$ 385 | \$ 2,310 | \$ 3,210 |

Initial:

HRT

EXHIBIT A

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|-------------------------------------|-----------------------------|---------------------------|-------------------|----------------------------|------------------------|---------------------------------|-------------------------------|---|
| Bus Shelter Insert (Full) | 5/1/2018 | 11/1/2018 | 6 | Geo Washington & Greenwood | \$ 900 | \$ 385 | \$ 2,310 | \$ 3,210 |
| Bus Shelter Insert (Full) | 5/1/2018 | 11/1/2018 | 6 | Florida & High | \$ 900 | \$ 385 | \$ 2,310 | \$ 3,210 |
| Bus Shelter Insert (Full) | 5/1/2018 | 11/1/2018 | 6 | Florida & High | \$ 900 | \$ 385 | \$ 2,310 | \$ 3,210 |
| Bus Shelter Insert (Full) | 5/1/2018 | 11/1/2018 | 6 | Towne Pt & Pepperwood | \$ 900 | \$ 385 | \$ 2,310 | \$ 3,210 |
| Ferry Dock Poster (Large) | 5/1/2018 | 5/1/2019 | 12 | Waterside | \$ 35 | \$ 200 | \$ 2,400 | \$ 2,435 |
| | | | | | \$ 169,375 | | \$ 481,500 | \$ 650,875 |

Initial :

ERCOPCO

HRT

EXHIBIT A

ENHANCED MARKETING CAMPAIGN

* HRT MUST RECEIVE PROPOSED MARKETING COMPONENT DESIGNS AT LEAST THIRTY (30) DAYS PRIOR TO THE CONTEMPLATED CAMPAIGN COMMENCEMENT DATE TO ALLOW SUFFICIENT TIME FOR REVIEW, PRODUCTION AND SCHEDULING OF INSTALLATION. ANY DELAY IN PROMPTLY PROVIDING MARKETING COMPONENT DESIGNS MAY DELAY THE CORRESPONDING DISPLAY START DATE.

** ALL MARKETING COMPONENT DESIGNS WILL BE SUBJECT TO HRT'S STANDARD ADVERTISING POLICY. HRT'S ADVERTISING POLICY WILL BE PROVIDED ON REQUEST AND IS OTHERWISE MADE PUBLICLY AVAILABLE AT:

<https://gohrt.com/wp-content/uploads/2009/11/Advertising-Policy-MAY-2016.pdf>

Initial:

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ERCOPCO

HRT



AMPTON ROADS TRANSIT

Efficiency Study of ERC Supported Services

| Route | Description | Schedule 2 Annual Hours | Schedule 2 Annual Cost | FY15 Hours | FY15 Cost | FY16 Hours | FY16 Cost | FY17 Hours | FY17 Cost | FY18 Hours | FY18 Annual Cost |
|--------------------------------------|---|----------------------------|---------------------------|---------------|--------------|---------------|--------------|---------------|--------------|---------------|---------------------|
| 44 | Extend service span from 7:00 PM to 10:00 PM Monday through Saturday | 2,790 | \$ 248,171 | 2,904 | \$ 266,123 | 2,992 | \$ 265,181 | 3,009 | \$ 265,424 | 3,036 | \$ 277,035 |
| 45 | 15 minute peak service - 6:00 AM - 9:00 AM and 4:00 PM - 7:00 PM | 6,072 | \$ 540,104 | 6,072 | \$ 556,438 | 6,191 | \$ 549,240 | 6,980 | \$ 618,106 | 7,036 | \$ 642,035 |
| 47 | 15 minute peak service - 6:00 AM - 8:00 AM and 4:00 PM - 6:30 PM | 4,554 | \$ 405,078 | 3,120 | \$ 285,917 | 3,160 | \$ 280,071 | 3,120 | \$ 275,215 | 3,113 | \$ 284,061 |
| 47 | Extend service span from 7:00 PM to 10:00 PM Monday through Saturday | 2,277 | \$ 202,539 | 1,893 | \$ 173,475 | 1,882 | \$ 166,802 | 1,928 | \$ 170,069 | 1,909 | \$ 174,196 |
| 47 | Add Sunday service - 7:00 AM to 7:00 PM | 1,320 | \$ 117,414 | 1,320 | \$ 120,965 | 701 | \$ 62,130 | 778 | \$ 68,627 | 806 | \$ 73,548 |
| Ferry | Add an additional hour of Ferry service weekdays from 6:00 AM - 7:00 AM | 254 | \$ -54,574 | 253 | \$ 54,944 | 253 | \$ 56,136 | 253 | \$ 53,272 | 254 | \$ 58,577 |
| Paratransit | Additional hours to match extended service span and weekend service | 1,825 | \$ 48,436 | 1,825 | \$ 130,798 | 1,825 | \$ 129,758 | 1,825 | \$ 117,275 | 1,825 | \$ 114,446 |
| Total Annual Service Cost: | | 19,092 | \$ 1,616,316 | 17,387 | \$ 1,588,659 | 17,010 | \$ 1,509,316 | 17,893 | \$ 1,565,587 | 17,979 | \$ 1,623,898 |
| Annual Lease Cost for 7 buses: | | | \$ 540,000 | | \$ 408,562 | | \$ 445,704 | | \$ 445,704 | | \$ 445,704 |
| Total Annual Service and Lease Cost: | | | \$ 2,156,316 | | \$ 1,997,221 | | \$ 1,955,020 | | \$ 2,011,291 | | \$ 2,069,602 |
| Annual ERC Contract Payment: | | | | | \$ 2,145,000 | | \$ 2,145,933 | | \$ 2,149,290 | | \$ 2,236,121 |
| Annual Surplus: | | | | | \$ (147,779) | | \$ (193,912) | | \$ (137,999) | | \$ (166,519) |
| Cumulative Surplus: | | | | | | | | | | | \$ (646,209) |

| | Schedule 2 | FY15 | FY16 | FY17 | FY18 |
|-----------------------------|------------|------------|------------|------------|------------|
| Bus Budgeted Rate per Hour: | \$ 88.95 | \$ 91.64 | \$ 88.63 | \$ 88.21 | \$ 91.25 |
| Budgeted Lease Cost: | \$ 540,000 | \$ 540,000 | \$ 540,000 | \$ 540,000 | \$ 540,000 |