

EIGHTY NINTH SG SUPPLEMENTAL AGREEMENT

between

NETWORK RAIL INFRASTRUCTURE LIMITED

and

KEOLIS AMEY OPERATIONS / GWEITHREDIADAU KEOLIS AMEY LIMITED

relating to Schedule 5

THIS EIGHTY NINTH SG SUPPLEMENTAL AGREEMENT

is dated *Thursday 29th November* 2018 and made between:

- (1) **NETWORK RAIL INFRASTRUCTURE LIMITED** ("Network Rail"), a private company limited by shares registered in England under company number 02904587, having its registered office at 1 Eversholt Street, London, NW1 2DN; and
- (2) **KEOLIS AMEY OPERATIONS / GWEITHREDIADAU KEOLIS AMEY LIMITED** (the "Train Operator"), a company registered in England under number 11389531, whose registered office is at Evergreen Building North, 160 Euston Road, London, NW1 2DX

Whereas:

- A. The parties entered into a Track Access Contract (Passenger Services) dated 5 February 2004 pursuant to Section 18 (7) of the Act as amended by various supplemental agreements in a form approved pursuant to Section 22 of the Act (which track access contract as subsequently amended is hereafter referred to as the "**Contract**");
- B. The Contract was novated from Arriva Trains Wales/Trenau Arriva Cymru Limited to the Train Operator pursuant to a Deed of Novation dated 1 October 2018.
- C. The parties now propose to enter into this Supplemental Agreement in order to amend Schedule 5 of the Contract in order to enable the Train Operator to provide additional services.

IT IS HEREBY AGREED as follows:

1. INTERPRETATION

In this Supplemental Agreement:

- 1.1 Words and expressions defined in and rules of interpretation set out in the Contract shall have the same meaning and effect when used in this Supplemental Agreement except where the context requires otherwise; and

"**Effective Date**" shall mean the later of:

- The date upon which the ORR issues its approval pursuant to Section 22 of the Act of the terms of this Supplemental Agreement; and
- 0200 hours on 9th December 2018.

2. EFFECTIVE DATE AND DURATION

- 2.1 The amendments made to the Contract shall have effect from the Effective Date and shall cease effect on the expiry or earlier termination of the Contract.

3. AMENDMENTS TO SCHEDULE 5 of THE CONTRACT

- 3.1 In Schedule 5, Table 2.1: Passenger Train Slots, the entries in Service Group HL05 'Valley Lines and Cardiff Local Services' relating to the descriptions 5.3.2, 5.3.3 and 5.7.3 shall be deleted and replaced with those set out in Appendix 1 to this Supplemental Agreement
- 3.2 In Schedule 5, Table 2.1: Passenger Train Slots, the entries in Service Group HL07 'North Wales branches' (Winter and Summer) relating to the descriptions 7.2.1 and 7.2.2 shall be deleted and replaced with those set out in Appendix 2 to this Supplemental Agreement

3.3 In Schedule 5, Table 2.1: Passenger Train Slots, the entries in Service Group HL08 'North Wales interurban' (Winter) relating to the descriptions 8.1.17 and (Summer) relating to the descriptions 8.1.18 shall be deleted and replaced with those set out in Appendix 3 to this Supplemental Agreement

4. EFFECT OF THIS SUPPLEMENTAL AGREEMENT ON THE CONTRACT

The parties agree that the Contract, as amended by this Supplemental Agreement, shall remain in full force and effect in accordance with its terms and with effect from and including the Effective Date and during the period in which the amendments made by this Supplemental Agreement are to have effect all references in the Contract to the "contract", "herein", "hereof", "hereunder" and other similar expressions shall, unless the context requires otherwise, be read and construed as a reference to the Contract as amended by this Supplemental Agreement.

5. LAW

This Supplemental Agreement shall be governed by, construed and given effect to in all respects in accordance with the law in England and Wales.

6. COUNTERPARTS

This Supplemental Agreement may be executed in any number of counterparts, each of which when executed and delivered shall constitute an original, but all the counterparts shall together constitute but one and the same instrument.

7. THIRD PARTY RIGHTS

No person who is not a party to this Supplemental Agreement shall have any right under the Contracts (Rights of Third Parties) Act 1999 to enforce any term of this Supplemental Agreement.

IN WITNESS WHEREOF Network Rail and the Train Operator have, by their duly authorised representatives, respectively entered into this Supplemental Agreement on the date first above written.

SIGNED BY

for and on behalf of

**NETWORK RAIL
INFRASTRUCTURE LIMITED**

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 ANDREW BANKS

SIGNED BY

for and on behalf of

**KEOLIS AMEY OPERATIONS
/GWEITHREDIADAU KEOLIS AMEY
LIMITED**

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Appendix 1

Service group – HL05 Service Description: Valley Lines and Cardiff Local Services													
Service Description:						Total Weekday	Peak Times			Total Saturday	Saturday		Sunday
From	To	Via	Description	TSC	Timing Load		Morning Peak	Evening Peak	Off-peak times		Peak	Off-peak	
Aberdare	Cardiff Central	Llandaf	5.3.2	25441000	142	30	4	5	21	29	14	15	11
Cardiff Central	Aberdare	Llandaf	5.3.3	25441000	142	28	5	4	19	28	14	14	10
Merthyr Tydfil	Cardiff Central	Llandaf	5.7.3	25446000	142	23	4	4	15	23	11	12	7

Appendix 2

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Service Group: HL07						Passenger Train Slots		
Service Description: North Wales Branches (Winter)						Total Weekday	Saturday	Sunday
From	To	Via	Description	TSC	Timing Load			
Bidston	Wrexham Central	Penyfford	7.2.1	22342000	150	12	12	3
Wrexham Central	Bidston	Penyfford	7.2.2	22342000	150	12	12	3
Wrexham General	Bidston	Penyfford	7.2.4	22342000	150	0	0	1
Bidston	Wrexham General	Penyfford	7.2.5	22342000	150	0	0	1

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Service Group: HL07						Passenger Train Slots		
Service Description: North Wales Branches (Summer)						Total Weekday	Saturday	Sunday
From	To	Via	Description	TSC	Timing Load			

Bidston	Wrexham Central	Penyfford	7.2.1	22342000	150	12	12	3
Wrexham Central	Bidston	Penyfford	7.2.2	22342000	150	12	12	3
Wrexham General	Bidston	Penyfford	7.2.4	22342000	150	0	0	1
Bidston	Wrexham General	Penyfford	7.2.5	22342000	150	0	0	1

Appendix 3

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Service Group: HL08						Passenger Train		
Service Description: North Wales Interurban (Winter)						Total Weekday	Saturday	Sunday
From	To	Via	Description	TSC	Timing Load			
Llandudno Junction	Chester	Flint	8.1.17	22340000	150	3	0	1

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Service Group: HL08						Passenger Train Slots		
Service Description: North Wales Interurban (Summer)						Total Weekday	Saturday	Sunday
From	To	Via	Description	TSC	Timing Load			
Llandudno Junction	Chester	Flint	8.1.18	22340000	150	3	0	1