**EXHIBIT A**

**PROJECT ADDENDUM TO TERM AGREEMENT**

**County:**  **AAR-DOT#** *(if applicable)***:**

**Federal Number:**

**State Number:**

**Route:**  **Railroad Milepost:**

**Project Description:**  **Company Milepost:**

**Item Number:**  **Route Milepost:**

This Project Addendum (“**Addendum**”) is entered into as of \_\_\_\_\_\_\_\_\_\_\_, 201\_\_, by and between  *Company name and address* (“***Company*”**) and the Kentucky Transportation Cabinet, Department of Highways (the “**Cabinet**”).

EXPLANATORY STATEMENT

A. *The* ***Company*** and the Cabinet entered into a Term Agreement identified as RAILROAD COORDINATION TERM AGREEMENT dated *Date* for use when the Cabinet initiated highway project passes either over, under, adjacent to or at-grade with ***Company’s*** railroad facilities (collectively, the “Projects”, individually a “Project”).

B. In addition to the covenants contained in the Term Agreement, it is the purpose of this Addendum to provide for the specific project descriptions, obligations, project funding and responsibilities of the parties.

NOW, THEREFORE, in consideration of the foregoing Explanatory Statement and other good and valuable consideration, the receipt and sufficiency of which are acknowledged by the parties, the parties agree and covenant as follows:

1. The specific Project information is as follows:
* Project Identification:
* Category of ***Company*** Work and Estimated Reimbursable Costs:
(Please note proposed consultant labor and provide individual estimate and rates for said services)

[x]  Preliminary Engineering: $



 Proposed Consultant:

[x]  Construction Engineering/Work (Detailed Estimate Attached): $



 Proposed Consultant:

[ ]  Administrative: $



 Proposed Consultant:

[x]  Flagging (Detailed Estimate Attached): $

[x]  Contingencies: $

**Total Estimate: $**

1. Allocation of Work:
* Work to be done by the ***Company*** at sole cost and expense of the Cabinet:
* Work to be done by the Cabinet:

The estimate of work is to be attached to this addendum for cabinet review and approval. Final execution constitutes agreement to these terms.

The rest of this page is left intentionally blank.

1. Ascertainable Benefit to the ***Company*** as defined in 23 CFR 646, Subpart B and supplements:

[x]  This project has **no ascertainable** **benefit** to the ***Company*.**

[ ]  This project has an **ascertainable benefit** to the ***Company***. ***Company*** participation shall be as follows:

* N/A% Company N/A% Cabinet
* The Company participation is not readily calculated in % share terms. It can be defined as follows:

1. Additional Details:

The rest of this page is left intentionally blank.

**ADDENDUM EXECUTION**

 By the execution of this Addendum, the Parties warrant that they have fully read the Agreement and Addendum, and agree to the terms and conditions. The ***Company*** warrants that the ***Company*** facilities exist and require active ***Company*** participation due to the above-referenced Cabinet project. The required services are reimbursable as defined in KRS 277.065 and within the body of this addendum. The Cabinet warrants that all reimbursable costs invoiced will be paid as defined within the body of the Agreement. This Addendum shall be binding upon the parties hereto, their successors or assigns and all portions of the Term Agreement not specifically changed by this Addendum remain in full force and effect.

 **IN WITNESS WHEREOF**, the parties have executed this Agreement by their duly authorized officers.

 This, the \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_day of\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ 2014.

 Approval of ***Company***

 Signature: Date:

 Printed Name: Title:

**COMMONWEALTH OF KENTUCKY**

**TRANSPORTATION CABINET APPROVALS**

Approval of the Utilities & Rails Branch

 Signature:

 TEBM – Utilities and Rails

 Date:

Approval of the Division of Right of Way and Utilities

 Signature:

 Keith McDonald, Division Director

Approved Form and Legality

Signature:

 Office of Legal Services Representative

Date: