



UPRR Folder No.: 2655-32

UPRR Audit No.: 257116

SUPPLEMENTAL AGREEMENT

THIS SUPPLEMENTAL AGREEMENT (the "Supplement") is made as of the _____ day of _____, 20____, by and between **UNION PACIFIC RAILROAD COMPANY**, a Delaware corporation ("Railroad") and the **CITY OF SAN ANTONIO**, a municipal corporation, whose address is 114 W. Commerce Street, 6th Floor, San Antonio, TX 78205. ("City").

RECITALS:

By instrument dated October 14th, 2008, Union Pacific Railroad Company and the City entered into an Agreement Regarding Quiet Zone Warning Devices identified as the Railroad's Folder No. 2655-32, UPRR Audit No. 257116 (hereinafter the "Original Agreement") covering the Quiet Zone Warning Devices at the railroad crossings on the Del Rio Subdivision at the locations indentified in **Exhibit 1**, attached hereto and hereby made a part hereof.

The Parties desire to supplement the Original Agreement to clarify correct annual signal maintenances fees.

AGREEMENT:

NOW, THEREFORE, IT IS MUTUALLY AGREED BY AND BETWEEN THE PARTIES HERETO AS FOLLOWS:

SECTION 1 - AMENDMENT OF THE ORIGINAL AGREEMENT

Effective as of _____ Railroad amends the Agreement, to replace Paragraph 4 with the following new article:

4. Public Authority's Payment for All Operation and Maintenance Costs

A. Effective as of November 1, 2019, the City, in addition to maintaining at its sole cost and expense the Road Crossings described in the Original Agreement, agrees to pay to Railroad the sum of **Twenty Thousand Seven Hundred and Forty Dollars (\$20,740.00)** per annum, payable annually in advance, as payment for Railroad's maintenance of the railroad crossing warning signals that were installed by the Railroad at the Road Crossing site, as shown on the **Railroad's Estimate of Annual Maintenance Cost** marked **Exhibit 4**, attached hereto and hereby made a part hereof as **Exhibit 4** to the Agreement, which shall be, and hereby is amended to include the attached **Exhibit 4**. In addition to above annual maintenance fee the City paid a one-time lump sum signal maintenance fee of **Ninety Thousand Six Hundred Ten Dollars (\$90,610.00)** effective March 30, 2017.

B. The above annual fee is based on the number of current signal units at the Road Crossing. City shall reimburse Grantee on an annual basis upon receipt and approval of an invoice within thirty (30) days after receipt of an approved invoice. Effective on the first anniversary of this Agreement and on the anniversary date of each subsequent one year period, the annual fee will be increased at a rate based on the American Association of Railroad's (AAR) signal unit cost index and AREMA manual marked **Exhibit 5**, attached hereto and hereby made a part hereof as **Exhibit 5** to the Agreement. Such changes in the maintenance fee may be made by the Railroad by means of automatic adjustment in billing. The signal unit base for the annual fee may be re-determined by the Railroad at any time subsequent to the expiration of five (5) years following the date on which the annual rental was last determined or established. Such changes in the maintenance fee may be made by means of automatic adjustment in billing.

SECTION 3 - AGREEMENT SUPPLEMENTAL

This agreement is supplemental to the Original Agreement, as herein amended, and nothing herein contained shall be construed as amending or modifying the same except as herein specifically provided.

IN WITNESS WHEREOF, the parties hereto have caused this Supplement to be executed in duplicate as of the date first herein written.

UNION PACIFIC RAILROAD COMPANY
(Federal Tax ID No. 94-6001323)

By _____
DANIEL A. LEIS
General Director-Real Estate

CITY OF SAN ANTONIO

By _____
Printed Name: _____
Title: _____

EXHIBIT 1

To Supplemental Agreement

Crossing Locations

EAST DOWNTOWN QUIET ZONE SAN ANTONIO, TEXAS

BURLESON ST - CONVERT TO ONE WAY EASTBOUND
RELOCATE GATE ARM

BURNET ST - CONVERT TO ONE WAY EASTBOUND
RELOCATE GATE ARM

DAWSON ST - CONVERT TO ONE WAY WESTBOUND
RELOCATE GATE ARM

HOUSTON ST - INSTALL QUAD GATE

CROCKETT ST - CONVERT TO ONE WAY WESTBOUND
RELOCATE GATE ARM

CENTER ST - CONVERT TO ONE WAY EASTBOUND
RELOCATE GATE ARM

COMMERCE ST - REMOVE
TRACK SECTION

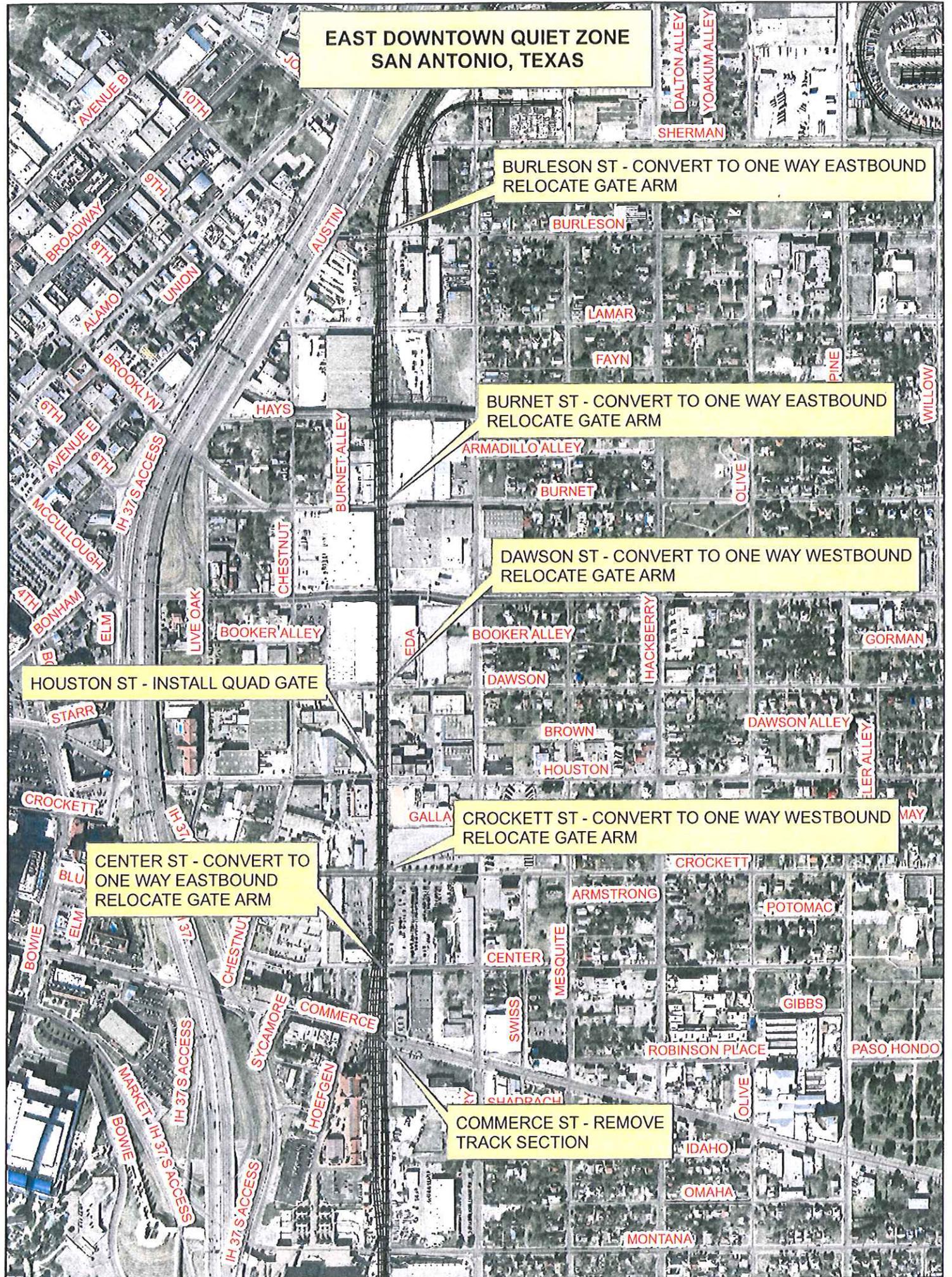


EXHIBIT 4

To Supplemental Agreement

Railroad's Estimate of

Annual Maintenance Cost

**AREMA UNIT STATEMENT OF RAILROAD HIGHWAY GRADE CROSSING SIGNALS
ESTIMATED MAINTENANCE COSTS**

FOR



BY THE UNION PACIFIC RAILROAD

STREET E. HOUSTON STREET
TOWN SAN ANTONIO, TEXAS
MILEPOST 209.03
SUBDIVISION DEL RIO
AAR/DOT NO. 764374R
WORK ORDER# _____

DESCRIPTION	UNIT VALUE	QUANTITY	UNITS
NON-CODED TRK. CIRCUIT, (Standalone AFTAC or Ring 10)	2	1	2
SUPERIMPOSED CIRCUIT(AFTAC) / DETECTION LOOP	2	0	0
HIGHWAY GRADE CROSSING SIGNAL (ONE PAIR OF FLASHING LIGHTS)	2	6	12
ADDITIONAL PAIR OF LIGHTS	1	2	2
GATE MECHANISM, AUTOMATIC WITH ARM UP TO 26 FT	8	4	32
GATE MECHANISM, AUTOMATIC WITH ARM OVER 26 FT	10	0	0
GCP/HXP (Constant warning device, per track circuit)	15	4	60
EXIT GATE MANAGEMENT SYSTEM RACK*	10	1	10
MOVEMENT DETECTOR (PMD)	6	0	0
MOVEMENT DETECTOR (STANDBY UNIT)	3	0	0
RADIO DATA LINK, PER UNIT	1	0	0
PREEMPTION CIRCUIT	2	0	0
DATA RECORDER	1	0	0
REMOTE MONITORING DEVICE*	2	1	2
BONDED RAIL JOINTS (per mile, each rail, single bonded)	1	0	0
BATTERY AND CHARGER (per set)	1	2	2
TOTAL UNIT COUNT			122
PAVEMENT RESTORATION COSTS			(Actual)
		Annual Maintenance Cost at \$170/Unit	\$20,740

*UP supplied Unit Value

October 29, 2018

EXHIBIT 5
To Supplemental Agreement

AREMA Manual

EXHIBIT 5

AREMA® C&S Manual

2019

Part 1.3.2

Recommended Table of Signal and Interlocking Units and Interpretations Revised 2019 (8 Pages)

A. Purpose

This Manual Part recommends relative Signal and Interlocking unit values used for division of costs in joint facility and other agreements. A relative unit value can be defined as a unit of cost for construction and maintenance of a signal apparatus. No table can be made which will be entirely equitable for dividing all the cost of ownership, installation, operation and maintenance, but experience has demonstrated that almost any table of units will prove equitable when applied fairly and the law of averages is allowed to apply.

<u>Item No.</u>	<u>Description</u>	<u>Relative Unit Value</u>
B. <u>Wayside Signal Devices</u>		
1.	Signal inoperative arm or light	1
2.	Signal complete with mast, blade or light, inoperative	2
3.	*Signal, three aspects	6
4.	*Signal, two aspects	4
5.	*Signal, one aspect	2
6.	*Signal, each additional aspect	2
7.	*Smashboards	4
8.	*Marker light, operated	2
9.	*Grade signal	2

*Each signal, or marker device to be counted separately.

C. Track, Switch and Derail Devices

1.	Switch with one or two points or derail	
	a. Mechanical	4
	b. Power	8
2.	Single slip switch with two points	
	a. Mechanical	4
	b. Power	8
3.	Double slip switch with four points	12
4.	Movable point frog with one or two points	8
5.	Movable point frog with four points	16
6.	Derail, pipe connected to switch and operated thereby	4
7.	Spring switch	
	a. Buffer	1
	b. Mechanical facing point lock	4
8.	Switch and lock movement, mechanical	4

9.	Switch circuit controller (not part of switch & lock mov't).....	1
10.	Switch point detector (for PTC Systems)	2
11.	Switch or derail position, target or light	1
12.	Snow removal device, controlled or automatic, per pair of switch points	2
13.	Switch point helper	
a.	Mechanical or Pipe Connected	1
b.	Power	4

D. Movable Bridge Devices

1.	Facing point lock or movable bridge lock or rail lock	
a.	Mechanical	2
b.	Power	6
2.	Facing point lock, or movable bridge lock or rail lock operated with another unit.....	1
3.	Movable bridge circuit controller or pipe coupler	
a.	Mechanical	4
b.	Power	8
4.	Movable Bridge circuit controller or pipe coupler operated with another unit.....	2
5.	Auxiliary circuit controller or movable bridge wedge, latch, lift rail, etc	1
6.	Proximity switch detector or infrared detector for movable bridge wedge, latch, lift rail, etc. (per detector)	2

E. Track Occupancy Detection Devices

1.	Non-coded track circuit (dc or ac/dc)	2
2.	Coded track circuit	
a.	Relay equipment	4
b.	Electronic equipment.....	2
3.	Superimposed circuit on track circuit	2
4.	Auxiliary track instrument for train detection	2
5.	Motion sensitive track circuit to continuously detect rate and direction of motion (constant warning)	
a.	Non-redundant.....	10
b.	Redundant.....	15
6.	Motion sensitive track circuit to continuously detect direction of motion	
a.	Non-redundant.....	6
b.	Redundant.....	9
7.	Presence detector.....	2
8.	Train control inductor or loop circuit.....	1
9.	Axle or wheel counter	1
10.	Bonded rail joints, per mile each rail	1

F. Locking Devices

- 1. Electric lever lock applied to a mechanical lever..... 1
- 2. Electric lock on hand-operated switch or railroad crossing gate 2
- 3. Electric lock applied to units C.1 or C.2 1
- 4. Manual operated time lock applied to a mechanical lever,
hand operated switch or to units C.1 or C.2..... 1

G. Grade Crossing Warning Devices

- 1. Signal, bell-type, with or without reflectorized signs, per mast..... 1
- 2. Signal, flashing light type (one pair), with or without bell or
reflectorized signs, per mast..... 2
- 3. Additional pair of flashing lights, illuminated "stop" sign or auxiliary
illuminated sign (ea.)..... 1
- 4. Each automatic gate mechanism, arm up to 26 ft (7.9 m)..... 8
- 5. Each automatic gate mechanism, arm over 26 ft (7.9 m)..... 10
- 6. Manual power gate, per mast..... 2
- 7. Radio data link, per unit 1
- 8. Interconnection circuit..... 2
- 9. Logic and control timing system for applications using exit gate(s)... 10

H. Classification Yard Devices

- 1. Car retarder including operating mechanism per rail foot of braking
length per rail..... 1
- 2. Weigh rail..... 1
- 3. Radar unit 2
- 4. Weather station..... 4

I. Indicators and Detector Device

- 1. Wayside track occupancy or switch position..... 2
- 2. Yard track 4
- 3. Third rail clearance, per instrument 2
- 4. Fence, slide, falling rock, or slump per 100 ft (30.5 m) 2
- 5. High water or fire, per installation 1
- 6. Dragging equipment, per detector 2
- 7. Clearance, high wide load..... 1
- 8. Hot bearing or wheel system 25
- 9. Hot bearing and wheel system..... 30
- 10. Automatic Equipment Identification (AEI) system 15
- 11. Wheel sensor..... 1
- 12. Wheel impact system..... 8

13.	Radio annunciator for train inspection	1
14.	Photo electric cell, per unit.....	1
15.	Highway vehicle detector, per detection zone.....	2

J. Traffic Control Devices

1.	Control function or Lever including circuit, within interlocking	1
2.	Control function or Lever including circuits, between interlockings	2
3.	Code unit for remote control	1
4.	Carrier unit.....	1
5.	Radio data link, per unit	1
6.	Control operators work station	20
a.	Local Control Panels.....	1
7.	Mechanical locking bed, per units of five levers	2
8.	Approach locking per track per direction.....	2
9.	Time locking per track per direction	1

K. Back Up Power Supply Systems

1.	Generator, per increments of 5 kVA	1
2.	Solar panel system, per increments of 2 kVA	1
3.	Uninterrupted power supply system, per increments of 3 kVA.....	1
4.	Battery and charger, per set	1

L. Wires, Working Conductors (between instrument housings)

1.	Pole line open wire, two wire each circuit per mile.....	2
2.	Aerial cable, one pair wires per mile	1
3.	Underground cable or wires, two pairs per mile	1

M. Positive Train Control

1.	Wayside Interface Unit (WIU) for PTC systems (stand-alone)	7
2.	Wayside Interface Unit (WIU) for PTC systems (integrated).....	5
3.	Wayside Data Radio for PTC systems.....	4
4.	Transponder/balise (passive).....	1
5.	Transponder/balise (active)	2
6.	Back office PTC equipment.....	15
7.	Track Data Configuration Management (per track mile)	0.5

N. Miscellaneous Devices