

EIGHTY SEVENTH SG SUPPLEMENTAL AGREEMENT

between

NETWORK RAIL INFRASTRUCTURE LIMITED

and

ARRIVA TRAINS WALES/ TRENAU ARRIVA CYMRU LIMITED

relating to Schedule 8

THIS EIGHTY SEVENTH SG SUPPLEMENTAL AGREEMENT

is dated 30 July 2018 and made between:

- (1) **NETWORK RAIL INFRASTRUCTURE LIMITED** ("Network Rail"), a company registered in England under company number 02904587, having its registered office at 1 Eversholt Street, London, NW1 2DN; and
- (2) **ARRIVA TRAINS WALES/TRENAU ARRIVA CYMRU LIMITED** (the "Train Operator"), a private company limited by shares registered in England and Wales under company number 04337645, having its registered office at St. Mary's House, 47 Penarth Road, Cardiff CF10 5DJ.

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 parties now propose to enter into this Supplemental Agreement in order to amend Schedule 8 of the Contract in order to introduce and remove contractual monitoring points and redistribute the respective weightings.

IT IS HEREBY AGREED as follows:

1. INTERPRETATION

In this Supplemental Agreement, 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

2. EFFECTIVE DATE AND DURATION

'Effective Date' means the first day of the next full Period that commences following the date upon which the Office of Rail and Road issues its approval pursuant to section 22 of the Act of the terms of this Supplemental Agreement (for the purposes of this Supplemental Agreement, "Period" shall have the meaning ascribed to it in Schedule 8 to the Contract).

3. AMENDMENTS TO SCHEDULE 8 OF THE CONTRACT

- 3.1 In Appendix 1 to Schedule 8, the entries for Service Groups 'HL02 South, West and Central Wales', (Winter and Summer), 'HL05 Cardiff Valleys' (Peak and Off-Peak) and 'HL08 North Wales Inter-urban' (Winter and Summer) shall be deleted and replaced with the entries as shown in Appendix 1 in 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

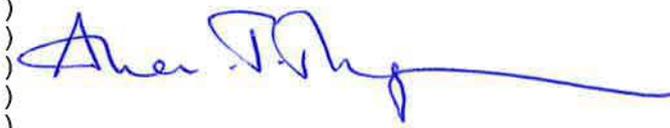
No person who is not a party to this Supplemental Agreement shall have any right under the Contracts (Rights of Third Parties) Act 1999 to enforce any term of this Supplemental Agreement.

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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SIGNED BY

for and on behalf of

**ARRIVA TRAINS WALES/
TRENAU ARRIVA CYMRU LIMITED**

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APPENDIX 1

HL02 - South, West and Central Wales (Winter and Summer)

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	
Service Group	Network Rail				Train Operator				Cancellation Minutes	Cap	Train Service Code	Direction	Monitoring Point	Weighting	
	Performance Point	Payment Rate			Performance Point (Minutes)	Payment Rate									
		Not used	Not used	Total		Not used	Not used	Total							
HL02	2014-15	████		████	████			████	68	270	431	Cardiff - Maesteg	Forward	Cardiff Central	████
	2015-16	████									431	Cardiff - Maesteg	Reverse	Maesteg	████
South, West	2016-17	████									432	Swansea - Milford Haven/Pembroke Dock	Forward	Carmarthen	████
and Central	2017-18	████									432	Swansea - Milford Haven/Pembroke Dock	Forward	Swansea	████
Wales	2018-19	████									432	Swansea - Milford Haven/Pembroke Dock	Forward	Clarbeston Road	████
											432	Swansea - Milford Haven/Pembroke Dock	Forward	Tenby	████
All trains											432	Swansea - Milford Haven/Pembroke Dock	Reverse	Fishguard Harbour	████
											432	Swansea - Milford Haven/Pembroke Dock	Reverse	Milford Haven	████
											432	Swansea - Milford Haven/Pembroke Dock	Reverse	Carmarthen	████
											432	Swansea - Milford Haven/Pembroke Dock	Reverse	Pembroke Dock	████
											432	Swansea - Milford Haven/Pembroke Dock	Reverse	Haverfordwest	████
											432	Swansea - Milford Haven/Pembroke Dock	Reverse	Tenby	████
											432	Swansea - Milford Haven/Pembroke Dock	Reverse	Llanelli	████
											435	Swansea - Shrewsbury	Forward	Llandrindod	████
											435	Swansea - Shrewsbury	Forward	Shrewsbury	████
											435	Swansea - Shrewsbury	Forward	Llandovery	████
											435	Swansea - Shrewsbury	Reverse	Llandrindod	████
											435	Swansea - Shrewsbury	Reverse	Swansea	████
											438	South Wales Mainline	Forward	Cardiff Central	████
											438	South Wales Mainline	Reverse	Swansea	████
											439	Barry - Bridgend via Aberthaw	Forward	Barry	████
											439	Barry - Bridgend via Aberthaw	Reverse	Bridgend	████

HL05 – Cardiff Valleys 'Off-Peak'

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	
Service Group	Network Rail				Train Operator				Cancellation Minutes	Cap	Train Service Code	Direction	Monitoring Point	Weighting	
	Performance Point	Payment Rate			Performance Point	Payment Rate									
		Not used	Not used	Total		Not used	Not used	Total							
HL05	2014-15	████		████	████			████	38	150	430	Cardiff Queen Street - Cardiff Bay	Forward	Cardiff Queen Street	████
	2015-16	████									430	Cardiff Queen Street - Cardiff Bay	Reverse	Cardiff Bay	████
Cardiff	2016-17	████									440	Cardiff - Radyr via City Line	Forward	Cardiff Central	████
Valleys	2017-18	████									440	Cardiff - Radyr via City Line	Reverse	Radyr	████
	2018-19	████									441	Cardiff - Aberdare	Forward	Pontypridd	████
Off-peak											441	Cardiff - Aberdare	Forward	Aberdare	████
											441	Cardiff - Aberdare	Forward	Mountain Ash	████
											441	Cardiff - Aberdare	Reverse	Cardiff Queen Street	████
											441	Cardiff - Aberdare	Reverse	Pontypridd	████
											442	Barry Island - Cardiff Central	Forward	Cardiff Central	████
											442	Barry Island - Cardiff Central	Reverse	Barry	████
											443	Penarth - Cardiff Central	Forward	Cardiff Central	████
											443	Penarth - Cardiff Central	Reverse	Penarth	████
											445	Cardiff Central - Coryton	Forward	Coryton	████
											445	Cardiff Central - Coryton	Reverse	Cardiff Queen Street	████
											446	Cardiff Central - Merthyr	Forward	Merthyr Tydfil	████
											446	Cardiff Central - Merthyr	Forward	Pontypridd	████
											446	Cardiff Central - Merthyr	Reverse	Cardiff Queen Street	████
											446	Cardiff Central - Merthyr	Reverse	Pontypridd	████
											447	Cardiff Central - Treherbert	Forward	Treherbert	████
											447	Cardiff Central - Treherbert	Forward	Pontypridd	████
											447	Cardiff Central - Treherbert	Reverse	Cardiff Queen Street	████
											447	Cardiff Central - Treherbert	Reverse	Pontypridd	████
											448	Cardiff - Rhymney	Forward	Caerphilly	████
											448	Cardiff - Rhymney	Forward	Bargoed	████
											448	Cardiff - Rhymney	Forward	Rhymney	████
											448	Cardiff - Rhymney	Reverse	Cardiff Queen Street	████
											448	Cardiff - Rhymney	Reverse	Caerphilly	████

HL05 – Cardiff Valleys 'Peak'

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	
Service Group	Network Rail				Train Operator				Cancellation Minutes	Cap	Train Service Code	Direction	Monitoring Point	Weighting	
	Performance Point		Payment Rate		Performance Point		Payment Rate								
	Not used	Not used	Total	Not used	Not used	Total									
HL05	2014-15	█		█	█			█	38	150	430	Cardiff Queen Street - Cardiff Bay	Forward	Cardiff Queen Street	█
	2015-16	█									430	Cardiff Queen Street - Cardiff Bay	Reverse	Cardiff Bay	█
Cardiff	2016-17	█									440	Cardiff Central - Radyr via City Line	Forward	Cardiff Central	█
Valleys	2017-18	█									440	Cardiff Central - Radyr via City Line	Reverse	Radyr	█
	2018-19	█									441	Cardiff Central - Aberdare	Forward	Pontypridd	█
Peak Trains											441	Cardiff Central - Aberdare	Forward	Aberdare	█
											441	Cardiff Central - Aberdare	Forward	Mountain Ash	█
											441	Cardiff Central - Aberdare	Reverse	Cardiff Queen Street	█
											441	Cardiff Central - Aberdare	Reverse	Pontypridd	█
											442	Barry Island - Cardiff Central	Forward	Cardiff Central	█
											442	Barry Island - Cardiff Central	Reverse	Barry	█
											443	Penarth - Cardiff Central	Forward	Cardiff Central	█
											443	Penarth - Cardiff Central	Reverse	Penarth	█
											445	Cardiff Central - Coryton	Forward	Coryton	█
											445	Cardiff Central - Coryton	Reverse	Cardiff Queen Street	█
											446	Cardiff Central - Merthyr	Forward	Merthyr Tydfil	█
											446	Cardiff Central - Merthyr	Forward	Pontypridd	█
											446	Cardiff Central - Merthyr	Reverse	Cardiff Queen Street	█
											446	Cardiff Central - Merthyr	Reverse	Pontypridd	█
											447	Cardiff Central - Treherbert	Forward	Treherbert	█
											447	Cardiff Central - Treherbert	Forward	Pontypridd	█
											447	Cardiff Central - Treherbert	Reverse	Cardiff Queen Street	█
											447	Cardiff Central - Treherbert	Reverse	Pontypridd	█
											448	Cardiff Central - Rhymney	Forward	Caerphilly	█
											448	Cardiff Central - Rhymney	Forward	Bargoed	█
											448	Cardiff Central - Rhymney	Forward	Rhymney	█
											448	Cardiff Central - Rhymney	Reverse	Cardiff Queen Street	█
											448	Cardiff Central - Rhymney	Reverse	Caerphilly	█

HL08 – North Wales Inter-urban (Winter and Summer)

A	B	C	D	E	F	G	H	I	J	K	L		M	N	O
Service Group	Network Rail				Train Operator				Cancellation Minutes	Cap	Train Service Code	Direction	Monitoring Point	Weighting	
	Performance Point	Payment Rate			Performance Point	Payment Rate									
		Not used	Not used	Total		Not used	Not used	Total							
HL08	2014-15	█		█	█			█	45	180	340	Crewe / Chester - Holyhead	Forward	Llandudno Junction	█
	2015-16	█									340	Crewe / Chester - Holyhead	Forward	Bangor (Gwynedd)	█
North Wales	2016-17	█									340	Crewe / Chester - Holyhead	Forward	Holyhead	█
Inter-Urban	2017-18	█									340	Crewe / Chester - Holyhead	Reverse	Bangor (Gwynedd)	█
	2018-19	█									340	Crewe / Chester - Holyhead	Reverse	Llandudno Junction	█
All trains											340	Crewe / Chester - Holyhead	Reverse	Chester	█
											340	Crewe / Chester - Holyhead	Reverse	Crewe	█
											345	Manchester - Chester	Forward	Chester	█
											345	Manchester - Chester	Reverse	Manchester Oxford Road	█
											345	Manchester - Chester	Reverse	Manchester Airport	█
											345	Manchester - Chester	Reverse	Manchester Piccadilly	█