



Florida Department of Transportation

RON DESANTIS
GOVERNOR

605 Suwannee Street
Tallahassee, FL 32312

KEVIN J. THIBAUT, P.E.
SECRETARY

March 1, 2021

Mr. Patrick Goddard
President
Brightline
161 NW 6 Street, Suite 900
Miami, FL 33136

Re: Sixth Request for Extension of Lease Negotiations—Leasing of Department and Central Florida Expressway Authority Rights of Way for an Intercity Passenger Rail System

Dear Mr. Goddard:

Thank you for Brightline Trains, LLC (Brightline)'s October 6, 2020 response to the Florida Department of Transportation (Department)'s September 11, 2020 correspondence seeking additional information in support of Brightline's request to restart the currently suspended lease negotiations. As requested by the Department, Brightline provided responsive information regarding its current progress and a planned schedule of future activities, as well as re-submitting its proposed draft lease agreement modeled on the existing lease agreement for certain portions of the State Road (SR) 528 corridor for intercity passenger rail service between Orlando and Miami.

While the Department appreciates the information provided in your letter and attached exhibits, there are still some unanswered questions regarding implementation of the Orlando to Tampa route. The Department is willing to enter into an additional lease extension, which shall conclude no later than July 31, 2021, in accordance with the items listed below.

Terms to be Negotiated Prior to Lease Execution

The Department is amenable to one final extension of negotiations. The items listed below must be negotiated to the Department's satisfaction prior to the conclusion of negotiations. Successful negotiation of the terms of these items will serve as a condition precedent to the execution of any lease agreement:

- Agree that Brightline will submit a ridership and toll diversion study and analysis with updated traffic and methodology and documentation acceptable to CFX and Florida's Turnpike Enterprise;
- Agree to the method that will be used for Central Florida Expressway Authority (CFX) and the Department to recover any loss of toll revenue due to the construction and operation of the Brightline system;
- Agree to provide a Lease Valuation that addresses the concerns raised with the previously submitted study;
- Execute an agreement with the Department that meets the requirements for use of the Central Florida Rail Corridor (CFRC) defined in the September 11, 2020 letter to Brightline;
 - This includes obtaining a resolution from the Central Florida Commuter Rail Commission that concurs with the agreement;
- Obtain a resolution from Greater Orlando Aviation Authority (GOAA), stating that it continues to support the intercity passenger rail connection between Orlando and Tampa;
- Obtain a written response from the Federal Railroad Administration (FRA) stating that: (1) the project will be handled as a reevaluation of the original Record of Decision/Environmental Impact Statement, and that it will consult with the Department throughout the reevaluation process; or (2) if FRA determines that any portion of the project will be handled as a separate class of action, provide a written response from FRA stating the class of action and confirming that the Department will be consulted on that project.
- Agree that Brightline will develop 15% plans for review and concurrence by the Department and CFX on the location and dimensions of the Brightline corridor;
- Agree that Brightline will submit 30%, 60%, 90% and final design plans for comment by the Department with final design subject to approval by the Department; and

The Department anticipates that negotiations will conclude with the execution of a lease agreement, provided that the negotiations appropriately address the above-listed items. The Department believes the best course forward would be a phased lease approach with appropriate milestones and deadlines contained within the lease.

The RFP's Requirements Will Guide Lease Terms and Conditions

Ultimately, the Department's primary interest is ensuring consistency with the purpose of the Request for Proposals (RFP), specifically advancement of the entire Orlando to Tampa portion of the rail project. To realize the Intercity Passenger Rail System, the Department will require that our negotiations include the development of enforceable milestones tying the service operations from Orlando International Airport to Disney Springs and the completion of the full connection to Tampa. Further, it should be recognized that establishing conditions for fully satisfying the requirements of the RFP will be a condition precedent to finalizing and executing the phased lease. Finally, although Brightline's proposed lease agreement is modeled after the 2018 lease for certain portions of the SR 528 corridor, all parties agree that the corridor contemplated for the

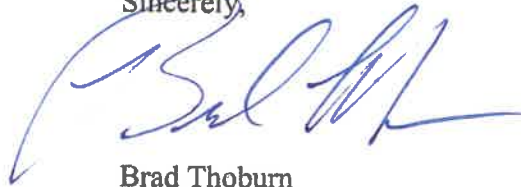
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construction and operation of intercity rail between Orlando and Tampa is unique and complex. Therefore, we anticipate revisions to the proposed lease to address those complexities.

Lease Negotiations Are Extended Through July 31, 2021

Through this letter, I am confirming the Department's consent to one final extension of lease negotiations. Please confirm Brightline's acceptance of this extension by returning a copy of this letter signed in the space provided below, no later than March 10, 2021. It is the Department's understanding that CFX concurs with this extension. By copy of this letter, the Department requests that CFX confirm its agreement by returning a copy signed by an authorized representative of CFX in the space provided below. Upon full execution, please immediately contact me to resume and conclude negotiations.

Sincerely,



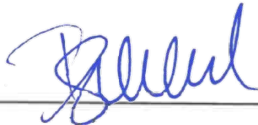
Brad Thoburn

Assistant Secretary for Strategic Development

Agreed and Acknowledged:

Brightline Trains, LLC

Signature: _____



Print Name: Patrick Goddard

Title: President/CEO

Date: March 1, 2021

Agreed and Acknowledged:

Central Florida Expressway Authority

Signature: _____



Print Name: Laura Kelley

Title: Executive Director

Date: 3-1-21