

**RESOLUTIONS AUTHORIZING EXECUTION OF AGREEMENTS FOR
FORCE ACCOUNT AGREEMENT AND TEMPORARY AND
PERMANENT EASEMENTS FOR THE WARWICK INTERMODAL
FACILITY**

AUGUST 8, 2008

WHEREAS, The Rhode Island Department of Transportation (RIDOT) has an existing contract with the Massachusetts Bay Transportation Authority (MBTA) for commuter rail service from Boston, Massachusetts to Providence, Rhode Island on the rail line of the National Railroad Passenger Corporation (Amtrak); and

WHEREAS, RIDOT has proposed new commuter rail service on the Amtrak rail line from Providence to Warwick Intermodal Station at T. F. Green Airport and to Wickford Junction in North Kingstown, Rhode Island (the South County Commuter Service or SCCS); and

WHEREAS, Amtrak has elected at this time not to provide intercity passenger service to the Warwick Intermodal Station or Wickford Junction, but is willing to provide the requisite access to the rail line for the SCCS on a fully allocated basis; and

WHEREAS, RIDOT and Amtrak intend to enter into an access agreement for the operation of SCCS (the Access Agreement); and

WHEREAS, The Board of the Corporation has determined that it is in

the proper and lawful position to assist RIDOT in the establishment and operation of the SCCS; and

WHEREAS, RIDOT and the Corporation intend to enter into an agreement to advance funds to the Corporation; and

WHEREAS, RIDOT has separately entered into a Project Agreement with the Rhode Island Airport Corporation (RIAC) for completion of design and construction of the Warwick Intermodal Station; and

WHEREAS, RIDOT has separately contracted for the design of necessary improvements to the Amtrak rail line to support the SCCS, and separately contracted for review of said improvements by Amtrak; and

WHEREAS, RIAC and Amtrak intend to enter into an agreement for the construction phase of those portions of the improvements where Amtrak has completed its review and approvals (the Force Account Agreement) including indemnification of Amtrak for all liability created thereby; and

WHEREAS, RIAC and Amtrak intend to enter into an agreement that grants RIAC certain rights to construct, maintain, repair and operate the Warwick Intermodal Station upon Amtrak property (the Temporary and Permanent Easements) including indemnification of Amtrak for all liability created thereby; and

WHEREAS, There may be certain restrictions on RIAC's ability to perform its obligations under the Force Account Agreement and the Temporary and Permanent Easements; and

WHEREAS, No such restriction precludes the Corporation from performing the obligations of RIAC under the Force Account Agreement and the Temporary and Permanent Easements and discharging its obligations thereunder; provided that RIDOT, RIAC, and the Corporation obtain approval of certain aspects of this undertaking from the Rhode Island General Assembly as required by Chapter 18 of Title 35 of the General Laws of Rhode Island; and

WHEREAS, Amtrak requires the contemporaneous execution of the Access Agreement, the Force Account Agreement, and the Temporary and Permanent Easements.

WHEREAS, RIDOT will provide financial support to the Corporation until such time as the Corporation obtains approval of certain aspects of this undertaking from the Rhode Island General Assembly as required by Chapter 18 of Title 35 of the General Laws of Rhode Island; and

WHEREAS, The Access Agreement, the Force Account Agreement and the Temporary and Permanent Easements, will terminate should the Rhode Island General Assembly fail to enact legislation, in a form

acceptable to Amtrak, by the end of the 2009 legislative session, or if such legislation is enacted should Rail Corp fail to provide the required financial security instrument by September 1, 2009.

NOW, THEREFORE, BE IT

RESOLVED, That upon the prudent acceptance of the terms of the Access Agreement by RIDOT, the Executive Director of the Corporation is hereby authorized to execute and deliver that certain Force Account Agreement and Temporary and Permanent Easements with Amtrak and RIAC in connection with the construction of the Warwick Intermodal Station; and be it further

RESOLVED, That the Corporation may enter into an agreement with RIDOT regarding the advancement of funds necessary to fulfill the Corporation's obligations to Amtrak during the construction of the Intermodal Facility as further provided for in the Assignment and Assumption Agreement; and be it further

RESOLVED: That the officers of the Corporation Corp be, and each of them hereby is, authorized to do and perform all such acts and things, and to execute and deliver in the name the Corporation all such documents, certificates, conveyances, transfers, instruments, agreements and assurances, and any documents relating thereto in connection with the foregoing resolutions, and to take all such other

actions as each may deem necessary or advisable to carry out the intent of the foregoing resolutions (the execution and delivery thereof and the performance of any and all actions by such officer shall constitute conclusive evidence of such determination); and be it further

RESOLVED: That any and all actions heretofore taken by any officer of the Corporation and any person or persons designated and authorized to act by any such officer of the Corporation which acts would have been authorized by the foregoing resolutions except that such acts were taken prior to the adoption of such resolutions, are hereby severally ratified, confirmed, approved and adopted as acts of the Corporation.

**RHODE ISLAND PUBLIC RAIL CORPORATION
RESOLUTIONS OF THE BOARD OF DIRECTORS
AUGUST 8, 2008**

WHEREAS, The Board of Rail Corp has determined that it is in the proper and lawful position to assist the Department of Transportation (“DOT”) of the State of Rhode Island and Providence Plantations (the “State”) in the establishment and operation of the South County Commuter Rail Service, as such term is defined in that certain Agreement between National Railroad Passenger Corporation

(“Amtrak”) and State of Rhode Island and Providence Plantations for Access to Northeast Corridor Properties for Operation of South County Commuter Rail Service dated August ____, 2008 (the “Access Agreement”);

WHEREAS, There may be certain restrictions on RIDOT’s ability to perform its obligations under the Access Agreement;

WHEREAS, No such restriction precludes Rail Corp from performing the obligations of RIDOT under the Access Agreement and discharging its obligations hereunder; provided that RIDOT and Rail Corp obtain approval of certain aspects of this undertaking from the Rhode Island General Assembly as required by Chapter 18 of Title 35 of the General Laws of Rhode Island; and

WHEREAS, RIDOT wishes to assign and Rail Corp wishes to assume all the obligations of RIDOT under the Access Agreement.

NOW, THEREFORE, BE IT

RESOLVED: That the Executive Director of Rail Corp is hereby authorized to execute and deliver that certain Assignment and Assumption Agreement by and between RIDOT and Rail Corp

RESOLVED: That the Assistant Secretary of Rail Corp is hereby authorized to execute and deliver that certain Secretary’s Certificate

in the form attached hereto as Exhibit A, to be provided to Hinckley, Allen & Snyder LLP in connection with such firm opining on the validity and enforceability of the Assignment Agreement on behalf of Rail Corp; and be it further

RESOLVED: That the officers of Rail Corp be, and each of them hereby is, authorized to do and perform all such acts and things, and to execute and deliver all such documents, certificates, conveyances, transfers, instruments, agreements and assurances, and any documents relating thereto in connection with the foregoing resolutions, and to take all such other actions as each may deem necessary or advisable to carry out the intent of the foregoing resolutions (the execution and delivery thereof and the performance of any and all actions by such officer shall constitute conclusive evidence of such determination); and be it further

RESOLVED: That any and all actions heretofore taken by any officer of Rail Corp and any person or persons designated and authorized to act by any such officer of Rail Corp, which acts would have been authorized by the foregoing resolutions except that such acts were taken prior to the adoption of such resolutions, are hereby severally ratified, confirmed, approved and adopted as acts of Rail Corp.