

ELEVENTH SUPPLEMENTAL AGREEMENT

between

**SEILWAITH AMEY CYMRU / AMEY INFRASTRUCTURE WALES LIMITED
and**

TRANSPORT FOR WALES RAIL LTD

relating to the Track Access Contract (Passenger Services) dated 24 December 2019

THIS ELEVENTH SUPPLEMENTAL AGREEMENT

is dated **XX XX 2024** and made between:

- (1) **SEILWAITH AMEY CYMRU / AMEY INFRASTRUCTURE WALES LIMITED**, a company registered in England under number 11389544, whose registered office is at Transport for Wales CVL Infrastructure Depot, Ty Trafnidiaeth, Treforest Industrial Estate, Gwent Road, Pontypridd, United Kingdom, CF37 5UT (the "**CVL IM**"); and
- (2) **TRANSPORT FOR WALES RAIL LTD**, a company registered in England under number 12619906, whose registered office is at 3 Llys Cadwyn, Pontypridd, Wales CF37 4TH (the "**Train Operator**").

Whereas:

- A. The parties entered into a Track Access Contract (Passenger Services) dated 24th December 2019 pursuant to Section 18(6) of the Act, as amended by supplemental agreements from time to time, each in a form approved by ORR 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 make amendments to the Contract on the terms set out below.

IT IS HEREBY AGREED as follows:

1 INTERPRETATION

In this Supplemental Agreement:

- 1.1 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
- 1.2 "Effective Date" shall mean the later of:
 - (a) 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; and
 - (b) 02:00 on the Subsidiary Change Date 2025

2 EFFECTIVE DATE AND DURATION

- 2.1 The amendments made to the Contract pursuant to this Supplemental Agreement shall have effect from the Effective Date and shall cease to have effect at the Expiry Date.

3 AMENDMENTS TO THE CONTRACT

3.1 In Schedule 5 of the Contract:

Table 2.1 of Schedule 5 shall be deleted in its entirety and replaced with the version set out in Annex 1 to 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 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 the CVL IM 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)
)
AMEY INFRASTRUCTURE WALES /)
SEILWAITH AMEY CYMRU LIMITED)

SIGNED BY)
)
for and on behalf of)
)
TRANSPORT FOR WALES RAIL LTD)

Annex 1

Table 2.1a Passenger Train Slots¹

Service group: HL05													
Service Description: Valley Lines and Cardiff Local Services						Total Weekday	Peak Times		Off-peak times	Total Saturday	Saturday		Sunday
From	To	Via	Description	TSC	Timing Load		Morning Peak	Evening Peak			Peak	Off-peak	
East Boundary	Coryton	Heath Level Low	5.1.1	25445000	150	34	4	5	24	34	16	18	0
Coryton	East Boundary	Heath Level Low	5.1.2	25445000	150	34	4	5	24	34	16	18	0
East Boundary	Bargoed	Heath Level High	5.2.1	25448000	150	27	0	0	17	27	16	11	0
Rhymney	East Boundary	Heath Level High	5.2.2	25448000	150	29	0	0	19	31	16	15	12
Bargoed	East Boundary	Heath Level High	5.2.3	25448000	150	28	6	8	19	26	16	10	0
Caerphilly	East Boundary	Heath Level High	5.2.4	25448000	150	27	3	2	17	27	16	11	13
East Boundary	Caerphilly	Heath Level High	5.2.5	25448000	150	27	2	2	18	27	16	11	12
East Boundary	Rhymney	Heath Level High	5.2.6	25448000	150	29	7	8	20	33	16	17	12
East Boundary	Ystrad Mynach	Heath Level High	5.2.7	25448000	150	0	0	0	0	1	0	1	0
Pontypridd	East Boundary	Llandaf	5.3.1	25447000	150	3	5	5	3	3	0	3	0
Treherbert	East Boundary	Llandaf	5.3.2	25447000	150	32	0	0	27	32	16	16	14
East Boundary	Pontypridd	Llandaf	5.3.3	25447000	150	2	0	0	2	2	0	2	1
East Boundary	Treherbert	Llandaf	5.3.4	25447000	150	32	5	5	27	32	16	16	14
East Boundary	Cardiff Queen Street		5.3.5	25447000	150	0	0	0	0	1	0	1	12
Cardiff Queen Street	East Boundary		5.3.6	25447000	150	0	0	0	0	0	0	0	13

Merthyr Tydfil	East Boundary	Llandaf	5.4.1	25446000	150	34	4	5	25	33	16	17	13
East Boundary	Merthyr Tydfil	Llandaf	5.4.2	25446000	150	33	5	5	23	33	16	17	14
Pontypridd	West Boundary	Ninian Park	5.5.1	25441000 / 25440000	150	0	0	0	0	0	0	0	1
Pontypridd	Aberdare		5.5.2	25441000	150	1	0	0	1	1	0	1	0
West Boundary	Aberdare	Ninian Park	5.5.3	25440000 / 25441000	150	32	0	0	24	32	16	16	13
Aberdare	West Boundary	Ninian Park	5.5.4	25440000 / 25441000	150	34	0	0	24	34	16	18	12
Cardiff Queen Street	Cardiff Bay		5.6.1	25430000	150	36	5	0	31	36	16	20	38
Cardiff Bay	East Boundary	Cardiff Queen Street	5.6.2	25430000 / 25447000	150	1	0	0	1	1	0	1	0
Cardiff Bay	Cardiff Queen Street		5.6.3	25430000	150	35	0	5	30	35	16	19	39
East Boundary	Cardiff Bay	Cardiff Queen Street	5.6.4	25447000 / 25430000	150	0	0	0	0	0	0	0	1
Pontypridd	Cardiff Bay	Llandaf	5.6.5	25430000 / 25447000	150	34	5	0	29	34	16	18	13
Cardiff Bay	Pontypridd	Llandaf	5.6.6	25430000 / 25447000	150	34	0	5	29	34	16	18	13

Footnotes

1. The Passenger Train Slots in Table 2.1a shall cease to have effect and will be replaced by the passenger train slots in Table 2.1b, when the required elements of the CVL Transformation Project are complete and commissioned but, in any event, no earlier than the Subsidiary Change Date 2025

Table 2.1b Passenger Train Slots²

Service Group: HL05						Passenger Train Slots							
Service Description: Valley Lines and Cardiff Local Services						Total Weekday	Peak Times		Off-peak times	Total Saturday	Saturday		Sunday
From	To	Via	Descr	TSC	Timing Load		Morning Peak	Evening Peak			Peak	Off-peak	
Cardiff Bay	Cardiff Queen Street		CVL 5.1.1	25430000	398	105 (108 on Friday)	n/a	n/a	n/a	108	n/a	n/a	80
Cardiff Queen Street	Cardiff Bay		CVL 5.1.2	25430000	398	104 (106 on Friday)	n/a	n/a	n/a	106	n/a	n/a	80
West Boundary	Radyr	Danescourt	CVL 5.2.1	25440000	398	35 (36 on Friday)	n/a	5	30 (31 on Friday)	36	16	20	14
Radyr	West Boundary	Danescourt	CVL 5.2.2	25440000	398	35 (36 on Friday)	6	n/a	29 (30 on Friday)	36	16	20	14
Aberdare	East Boundary	Llandaf	CVL 5.3.1	25441000	398	18	3	n/a	15	18	8	11	14
Aberdare	Cardiff Queen Street	Llandaf	CVL 5.3.2	25441000	398	34 (36 on Friday)	n/a	n/a	n/a	36	n/a	n/a	0
Aberdare	Radyr	Pontypridd	CVL 5.3.3	25441000	398	18	n/a	n/a	n/a	18	n/a	n/a	14
East Boundary	Aberdare	Llandaf	CVL 5.3.4	25441000	398	18	n/a	3	15	18	8	11	14
Cardiff Queen Street	Aberdare	Llandaf	CVL 5.3.5	25441000	398	35 (37 on Friday)	n/a	n/a	n/a	37	n/a	n/a	0
Radyr	Aberdare	Pontypridd	CVL 5.3.6	25441000	398	18	n/a	n/a	n/a	18	n/a	n/a	14

Merthyr Tydfil	East Boundary	Llandaf	CVL 5.4.1	25446000	398	18	3	n/a	15	18	8	10	14
Merthyr Tydfil	Cardiff Queen Street	Llandaf	CVL 5.4.2	25446000	398	36	n/a	n/a	n/a	36	n/a	n/a	0
Merthyr Tydfil	Radyr	Pontypridd	CVL 5.4.3	25446000	398	18	n/a	n/a	n/a	18	n/a	n/a	14
East Boundary	Merthyr Tydfil	Llandaf	CVL 5.4.4	25446000	398	18	n/a	3	15	18	8	11	14
Cardiff Queen Street	Merthyr Tydfil	Llandaf	CVL 5.4.5	25446000	398	36 (39 on Friday)	n/a	n/a	n/a	39	n/a	n/a	0
Radyr	Merthyr Tydfil	Pontypridd	CVL 5.4.6	25446000	398	18	n/a	n/a	n/a	18	n/a	n/a	14
Treherbert	East Boundary	Llandaf	CVL 5.5.1	25447000	398	35 (36 on Friday)	6	n/a	29 (30 on Friday)	36	8	28	28
Treherbert	Cardiff Queen Street	Llandaf	CVL 5.5.2	25447000	398	34 (35 on Friday)	n/a	n/a	n/a	35	n/a	n/a	0
East Boundary	Treherbert	Llandaf	CVL 5.5.3	25447000	398	35 (36 on Friday)	n/a	5	30 (31 on Friday)	36	16	20	28
Cardiff Queen Street	Treherbert	Llandaf	CVL 5.5.4	25447000	398	34 (35 on Friday)	n/a	n/a	n/a	35	16	19	0
Coryton	East Boundary	Heath Low Level	CVL 5.6.1	25445000	756	36 (37 on Friday)	6	n/a	30 (31 on Friday)	37	16	21	27
East Boundary	Coryton	Heath Low Level	CVL 5.6.2	25445000	756	36 (38 on Friday)	n/a	5	31 (33 on Friday)	38	16	22	27
Rhymney	East Boundary	Heath High Level	CVL 5.7.1	25448000	756	69 (72 on Friday)	12	n/a	57 (60 on Friday)	72	32	40	31

Caerphilly	East Boundary	Heath High Level	CVL 5.7.2	25448000	756	28	6	n/a	22	28	16	12	3
East Boundary	Rhymney	Heath High Level	CVL 5.7.3	25448000	756	69 (72 on Friday)	n/a	10	59 (62 on Friday)	72	32	40	30
East Boundary	Caerphilly	Heath High Level	CVL 5.7.4	25448000	756	28	n/a	5	23	28	16	12	0
Cardiff Central	West Boundary	Ninian Park	5.2.1	25440000	398	35 (36 on Friday)	n/a	5	30 (31 on Friday)	36	16	20	14
West Boundary	Cardiff Central	Ninian Park	5.2.2	25440000	398	35 (36 on Friday)	6	n/a	29 (30 on Friday)	36	16	20	14
East Boundary	Cardiff Central		5.3.1	25441000	398	18	3	n/a	15	18	8	11	14
Cardiff Central	East Boundary		5.3.4	25441000	398	18	n/a	3	15	18	8	11	14
East Boundary	Cardiff Central		5.4.1	25446000	398	18	3	n/a	15	18	8	10	14
Cardiff Central	East Boundary		5.4.4	25446000	398	18	n/a	3	15	18	8	11	14
East Boundary	Cardiff Central		5.5.1	25447000	398	35 (36 on Friday)	6	n/a	29 (30 on Friday)	36	8	28	28
Cardiff Central	East Boundary		5.5.3	25447000	398	35 (36 on Friday)	n/a	5	30 (31 on Friday)	36	16	20	28
East Boundary	Cardiff Central		5.6.1	25445000	756	36 (37 on Friday)	6	n/a	30 (31 on Friday)	37	16	21	27
Cardiff Central	East Boundary		5.6.2	25445000	756	36 (38 on Friday)	n/a	5	31 (33 on Friday)	38	16	22	27
East Boundary	Cardiff Central		5.7.1	25448000	756	69 (72 on Friday)	12	n/a	57 (60 on Friday)	72	32	40	31

East Boundary	Cardiff Central		5.7.2	25448000	756	28	6	n/a	22	28	16	12	3
Cardiff Central	East Boundary		5.7.3	25448000	756	69 (72 on Friday)	n/a	10	59 (62 on Friday)	72	32	40	30
Cardiff Central	East Boundary		5.7.4	25448000	756	28	n/a	5	23	28	16	12	0
Barry	Cardiff Central	Cogan	5.8.1	25442000	231	32	6	n/a	26	32	8	22	12
Barry Island	Cardiff Central	Cogan	5.8.2	25442000	756	49	9	n/a	40	49	16	33	27
Cardiff Central	Barry	Cogan	5.8.3	25442000	231	32	n/a	5	27	32	8	22	7
Cardiff Central	Barry Island	Cogan	5.8.4	25442000	756	49	n/a	8	41	49	16	33	28
Penarth	Cardiff Central	Grangetown	5.9.1	25443000	756	63	12	n/a	51	63	16	47	27
Cardiff Central	Penarth	Grangetown	5.9.2	25443000	756	61	n/a	10	51	61	16	45	27
Bridgend	Barry	Rhose	2.6.1	25439000	231	32	n/a	n/a	n/a	32	n/a	n/a	12
Barry	Bridgend	Rhose	2.6.2	25439000	231	32	n/a	n/a	n/a	32	n/a	n/a	12

Footnote

- The Passenger Train Slots in Table 2.1b shall take effect and replace the passenger train slots shown in Table 2.1a, when the required elements of the CVL Transformation Project are complete and commissioned but, in any event, no earlier than the Subsidiary Change Date 2025