

**FIRST AMENDMENT TO THE AGREEMENT TO FUND THE CAPITAL COST OF
CONSTRUCTION OF METRORAIL IN THE DULLES CORRIDOR**

This First Amendment to the "Agreement to Fund the Capital Cost of Construction of Metrorail in the Dulles Corridor" ("Agreement"), dated as of July 19, 2007, is entered into as of April 20, 2012, by and between Fairfax County, Virginia ("Fairfax"), Loudoun County, Virginia ("Loudoun"), and the Metropolitan Washington Airports Authority ("Airports Authority" and, collectively with Fairfax and Loudoun, the "Parties").

Whereas, Section 2.3(b) of the Agreement provides that Fairfax and Loudoun shall notify the Airports Authority whether they approve of proceeding with their financing participation for Phase 2 of the Dulles Corridor Metrorail Project within 90 days of receipt from the Airports Authority of preliminary engineering and cost information for Phase 2; and

Whereas, Fairfax and Loudoun received the Phase 2 preliminary engineering and cost information, as specified in Section 2.3(b) of the Agreement, from the Airports Authority on March 6, 2012; and

Whereas, the Loudoun County Board of Supervisors has requested an additional thirty (30) days to be able to adequately review and consider whether Loudoun County approves of proceeding with its financing participation of Phase 2, under the provisions of Section 2.3(b) of the Agreement; and

Whereas, the Fairfax County Board of Supervisors and the Board of Directors of the Airports Authority have agreed to extend the 90-day review period in Section 2.3(b) of the Agreement for an additional 30 days, as requested by the Loudoun County Board of Supervisors;

NOW, THEREFORE, the Parties agree to amend the Agreement by deleting the phrase "within 90 days" from the second sentence in Section 2.3(b), and to replace that phrase with the phrase "within 120 days". The Parties agree that the second sentence of Section 2.3(b), as amended in this manner, shall read as follows:

With respect to this contingency, Fairfax and Loudoun each shall notify the Airports Authority whether they approve proceeding with their financing participation for Phase 2 within 120 days of receipt from the Airports Authority of (i) the documents comprising 100% preliminary engineering for Phase 2, (ii) the documents demonstrating the amount of the cost estimate for Phase 2 at 100% preliminary engineering, and (iii) the documents demonstrating how the cost estimate for Phase 2 at 100% preliminary engineering was developed and computed.

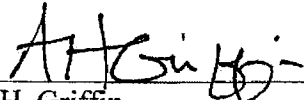
The Parties further agree that all other provisions of the Agreement, including the provisions of Section 2.3(b) not affected by the above amendment to the section's second sentence, shall remain and continue in full force and effect.

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IN WITNESS WHEREOF, the Parties have executed this First Amendment to the Agreement as of the date entered herein.

FOR THE COUNTY OF FAIRFAX, VIRGINIA:



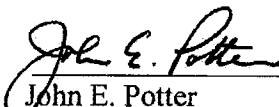
Anthony H. Griffin
County Executive
Date: 4/24/12

FOR THE COUNTY OF LOUDOUN, VIRGINIA:



Timothy Hemstreet
County Administrator
Date: 4/26/12

FOR THE METROPOLITAN WASHINGTON AIRPORTS AUTHORITY:



John E. Potter
President and CEO
Date: 4/20/2012