

**GEORGIA DEPARTMENT OF TRANSPORTATION
RIGHT OF WAY AGREEMENT**

STATE OF GEORGIA

_____ **COUNTY**

NORFOLK SOUTHERN RAILWAY COMPANY (on behalf of itself and/or its rail subsidiaries and its affiliates; together hereafter all called "NS"), in connection with the improvements of Georgia Department of Transportation (the "Department") project number _____ County (the "Project"), and in consideration of the sum of One Dollar (\$1.00) to one or each of us (as applicable) in hand paid, the receipt of which is hereby acknowledged, do, without warranty and to the extent of the interest of NS, hereby grant to the Georgia Department of Transportation, the right to enter upon the right of way or property described as Parcel No.(s) _____ and reflected in color on the map or drawing and as specifically described in the parcel data table hereto attached, marked **Exhibit "A"** (hereafter, the "Property"), for the purpose of certifying completion of said Project right of way acquisition, initiating and completing construction of said Project subject to the following conditions. Under this document and notwithstanding any provisions of this document, no construction whatsoever shall commence or occur on the Property until the applicable plans have been approved by NS, construction on the Property has been authorized by NS, and the construction agreement between the Department and NS for this Project about work on or near the Property has been fully signed. Execution of this document in no way affects future negotiations between the Department of Transportation and NS or NS's legal rights to receive compensation for any temporary and/or permanent property rights and/or fee simple taking of property rights with respect to the Property. This Right of Way Agreement will expire upon the closing of the Property transaction or completion and acceptance of Project construction under the terms of the NS-Department Agreement, whichever occurs first.

THIS AGREEMENT made this __ day of _____, 20__.

Norfolk Southern Railway Company

BY: _____

Title: _____

ATTEST: _____

Title: _____

Signed, sealed & delivered in my presence this _____ day of _____, 20__

Witness

Notary Public

Parcel No.(s) _____