

Exhibit A

Santa Cruz Branch Rail Line Right-of-Way Acquisition Consultant Services Scope of Work and Task List

Scope of Work

The selected consultant and subconsultants will provide SCCRTC with a fully coordinated effort of negotiations, development of acquisition agreements, legal and indemnification analysis, development of an operating and maintenance business plan, negotiation of operating and maintenance agreements, legal review for environmental documents and representation and support with applicable regulatory agencies.

The consultant and subconsultants will assist SCCRTC in developing a negotiation strategy, and assist with negotiating the acquisition of property, trackage rights and other necessary agreements with UP and/or other contractors. The consultant will also research and evaluate railroad engineering, operations and regulatory issues and keep SCCRTC fully informed throughout the process.

The consultant team shall be directed by a project manager who shall be the primary contact with SCCRTC throughout this project, and who shall represent the consultant on all matters with SCCRTC and it's staff.

Task List

1. Become familiar with the background and existing studies related to the acquisition and operation of the branch rail line.
2. Assist SCCRTC in the development of strategies for the negotiation of property acquisition and trackage rights agreements.
3. Evaluate existing appraisals and recommend a value of railroad right-of-way for purchase.
4. Assist with negotiation efforts, and with securing all necessary agreements, as required.
5. Prepare or review draft purchase agreement(s) and other agreements.
6. Provide legal analysis, as necessary.
7. Develop a complete business plan that addresses the contract operation and maintenance of the railroad right-of-way and facilities by others including, but not limited to:
 - Costs, revenues and analysis of various options for maintaining freight operations under contract;
 - Annual maintenance costs;

- Assessment of needed capital improvements;
 - Assessment of SCCRTC's annual operating and administrative costs;
 - Liability and indemnification issues, in particular in relation to the proposed rail/trail development and potential future transit uses of the rail right-of-way.
8. Prepare and/or review freight operation and/or trackage rights agreement(s) to maintain freight services and retain options for future passenger rail service and/or rail transit service.
 9. Provide advice on PUC requirements and represent SCCRTC perspective to PUC staff and Board, if required.
 10. Provide advice on FRA /STB or other regulatory requirements.
 11. Provide advice to SCCRTC on precedents for acquisition and operating arrangements that have been established between railroads and rail/trail authorities, and/or other transit operators.
 12. Develop a milestone schedule for accomplishing the tasks covered by this scope of services, and report any deviations from the schedule.
 13. Provide advice to SCCRTC on any other matters pertaining to this project, as requested.
 14. Provide legal review services for the Environmental Impact Report (EIR) for proposed recreational rail service between Capitola and Aptos with an Extension to Seascape.
 - The legal review is to be provided by the law firm of Remy, Thomas, Moose and Manley LLP (RTMM) as a subcontractor;
 - Legal review shall be provided for the responses to comments on the draft EIR and the draft final EIR;
 - Legal review shall include advice on making the final EIR as defensible as possible in the face of any potential litigation; and
 - RTMM shall communicate and work directly with the Regional Transportation Commission in the performance of this work.