

RAILWAYS ACT 1993
2018 PERIODIC REVIEW
REVIEW IMPLEMENTATION NOTICE:
STATION LONG TERM CHARGES

TO:

- (1) the persons whose names are set out in Part 1 of Annex 1 (the “**Train Operators**”);
 - (2) the persons whose names are set out in Part 2 of Annex 1;
 - (3) Network Rail Infrastructure Limited (“**Network Rail**”); and
 - (4) the Secretary of State, the Scottish Ministers and the Treasury,
- together, the “**Addressees**”.

1. This notice is a review implementation notice given under paragraph 7 of Schedule 4A to the Railways Act 1993 (as amended) (the “**Act**”).
2. On 20 December 2018, the Office of Rail and Road (“**ORR**”) gave a review notice entitled “Review Notice: Station Long Term Charges” (the “**station LTC review notice**”) specifying the relevant changes (within the meaning of Schedule 4A to the Act) which ORR proposed to make for or in connection with giving effect to its conclusions on a review of:
 - (a) the amount in respect of each Station set out in the relevant annex of the Station Access Conditions which is referred to in the definition of “Long Term Charge” in the relevant Station Access Conditions; and
 - (b) the times at which, and manner in which, those amounts are payable,(the “**station LTC periodic review**”).

Copies of the station LTC review notice were served on each of the Addressees.

3. On 8 February 2019, ORR gave a notice of agreement entitled “Notice of Agreement: Station Long Term Charges” (the “**notice of agreement**”) in respect of the station LTC review notice.
4. No relevant person gave a termination notice pursuant to paragraph 6 of Schedule 4A to the Act during a period of 28 days beginning with the day on which the notice of agreement was served on it.

5. ORR is therefore required by paragraph 7(1)(a) of Schedule 4A to the Act to give a review implementation notice, and ORR hereby:
 - (a) gives notice that its conclusions on the station LTC periodic review are to be implemented as proposed in the station LTC review notice; and
 - (b) directs the parties to each of the Relevant Access Agreements to amend the Relevant Access Agreements to which they are a party so that the proposed relevant changes specified in paragraph 2.1 of the station LTC review notice in relation to each Relevant Access Agreement come into operation on and from 1 April 2019.
6. Amendments made pursuant to the direction in paragraph 5(b) of this notice shall be made by means of an agreement in the form specified in Annex 2 to this notice.
7. Notwithstanding:
 - (a) the date on which any agreement is made pursuant to the direction in paragraph 5(b) of this notice; or
 - (b) the form in which any such agreement is made,any provision of any such agreement which gives effect to the relevant changes specified in the station LTC review notice shall come into operation on and from 1 April 2019.
8. If, before the proposed relevant changes come into operation in relation to any Relevant Access agreement, such Relevant Access agreement is amended in a manner which is:
 - (a) approved by ORR under section 22 of the Act; or
 - (b) directed by ORR under section 22A or section 22C of the Act,(each a “**regulated amendment**”), then:
 - (i) the proposed relevant changes shall come into operation in relation to that Relevant Access Agreement subject to the regulated amendments; and
 - (ii) if there is any conflict between the proposed relevant changes and the regulated amendments, the regulated amendments shall take precedence.
9. Any amendments made to the amount of the Long Term Charge (as defined in the Station Access Conditions) in any Relevant Access Agreement under the General Approval for stations 2017 issued by ORR on 26 January 2017 will not be considered regulated amendments for the purpose of this notice.

10. In this notice, unless the context otherwise requires:
- (a) words and phrases defined in the Act have the same meaning in this notice;
 - (b) words and phrases defined in the station LTC review notice have the same meaning in this notice;
 - (c) the singular includes the plural and *vice versa*; and
 - (d) the following definitions, as defined in the station LTC review notice, apply:
 - “proposed relevant changes”;
 - “Relevant Access Agreement”;
 - “Station”; and
 - “Station Access Conditions”



CARL HETHERINGTON
For and on behalf of
THE OFFICE OF RAIL AND ROAD
11 March 2019

ANNEX 1

Part 1 - Train Operators

| Train Operator Name | Train Operator Company Number |
|---|--------------------------------------|
| Abellio East Anglia Ltd | 07861414 |
| Abellio ScotRail Limited | SC450732 |
| Arriva Rail London Limited | 04165861 |
| Arriva Rail North Limited | 04337712 |
| The Chiltern Railway Company Limited | 03007939 |
| Tyne and Wear Passenger Transport Executive | N/A |
| DB Cargo (UK) Limited | 02938988 |
| Devon and Cornwall Railways Limited | 04973992 |
| Direct Rail Services Limited | 03020822 |
| East Midlands Trains Limited | 05340682 |
| Govia Thameslink Railway Limited | 07934306 |
| First Greater Western Limited | 05113733 |
| First MTR South Western Trains Limited | 07900320 |
| First Transpennine Express Limited | 09111801 |
| Freightliner Limited | 03118392 |
| GB Railfreight Limited | 03707899 |
| Grand Central Railway Company Limited | 03979826 |
| Heathrow Express Operating Company Limited | 03145133 |
| Hull Trains Company Limited | 03715410 |
| Keolis Amey Operations/Gweithrediadau Keolis Amey Limited | 11389531 |
| Locomotive Services (TOC) Limited | 10375954 |
| London North Eastern Railway Limited | 04659712 |
| London & South Eastern Railway Limited | 04860660 |
| London Underground Limited | 01900907 |

| Train Operator Name | Train Operator Company Number |
|---|--------------------------------------|
| Merseyrail Electrics 2002 Limited | 04356933 |
| MTR Corporation (Crossrail) Limited | 08754715 |
| North Yorkshire Moors Railway Enterprises PLC | 02490244 |
| Rail Express Systems Limited | 02938991 |
| Rail Operations (UK) Limited | 08556176 |
| Serco Caledonian Sleepers Limited | SC477821 |
| Trenitalia c2c Limited | 07897267 |
| Venice Simplon-Orient-Express Limited | 01551659 |
| Vintage Trains Limited | 10436785 |
| Wealden Railway Company Limited | 01936470 |
| West Coast Railway Company Ltd | 03066109 |
| West Coast Trains Limited | 03007940 |
| West Midlands Trains Limited | 09860466 |
| XC Trains Limited | 04402048 |

Part 2 – Other addressees

Rail for London Limited

Merseyside Passenger Transport Executive

Welsh Government

ANNEX 2: TEMPLATE SUPPLEMENTAL AGREEMENT
(ATTACHED)

[•]th SUPPLEMENTAL AGREEMENT

DATED

[insert date]

Between

[insert name of SFO]

-and-

[insert name of beneficiary]

**relating to the implementation of the
2018 periodic review (PR18)**

THIS [●]th SUPPLEMENTAL AGREEMENT is dated the [●] day of [●] 2019 and made

BETWEEN

- (1) **[insert name of SFO]**, the station facility owner, being a company registered in [●] under number [●], having its registered office at [●] (the “**SFO**”); and
- (2) **[insert name of beneficiary]**, a company registered in [●] under number [●], having its registered office at [●] (the “**Beneficiary**”).

WHEREAS

- (A) The parties entered into [a/the] station access agreement[s] [dated [●] / listed in the Schedule to this Supplemental Agreement] (the “**Agreement[s]**”). [see note in the Schedule regarding amendments to multiple access agreements using one Supplemental Agreement]
- (B) The parties now propose to enter into this Supplemental Agreement in order to comply with and give effect to the directions set out in the review implementation notices given by the Office of Rail and Road on 11 March 2019 in connection with the implementation of the station LTC periodic review.

IT IS AGREED AS FOLLOWS:

1. INTERPRETATION

In this Supplemental Agreement, unless the context otherwise requires:

- (a) “**station LTC periodic review**” means the access charges review known as the 2018 periodic review, implementation of which was initiated by the Office of Rail and Road publishing and serving the Station LTC review notice;
- (b) “**regulated amendments**” has the meaning ascribed to it in paragraph 3.2;
- (c) “**relevant changes**” means the amendments specified, to the extent applicable to the Agreement[s], in paragraph 2.1 of the station LTC review notice;
- (d) “**relevant date and time**” means 1 April 2019 at 02:00 hours;
- (e) “**station LTC review notice**” means the document entitled “Review Notice: Station Long Term Charges” given by the Office of Rail and Road on 20 December 2018 in relation to the proposed relevant changes to be made to, among other things, the Agreement[s]; and
- (f) words and phrases defined in, and rules of interpretation set out in, the Agreement[s] shall have the same meaning and effect when used in this Supplemental Agreement.

2. EFFECTIVE DATE

Notwithstanding the date on which the parties signed this Supplemental Agreement, it shall take effect on and from the relevant date and time.

3. AMENDMENTS TO THE AGREEMENT

3.1 Standard amendments

Subject to paragraph 3.2, the relevant changes shall be made to the Agreement[s].

3.2 Regulated amendments

If, before the relevant changes come into operation in accordance with this paragraph 3, the Agreement[s] [*is/are*] amended in a manner which is:

- (a) approved by the Office of Rail and Road under section 22 of the Act; or
- (b) directed by the Office of Rail and Road under section 22A or 22C of the Act,

(each a “**regulated amendment**”), then:

- (i) the relevant changes shall come into operation in relation to the Agreement[s] subject to the regulated amendments; and
- (ii) if there is any conflict between a relevant change and a regulated amendment, the regulated amendment shall take precedence.

3.3 Any amendments made to the amount of the Long Term Charge (as defined in the Station Access Conditions) in the Agreement[s] under the General Approval for stations 2017 issued by ORR on 26 January 2017 will not be considered regulated amendments for the purpose of this paragraph 3.

3.4 Continuing Agreement[s]

Except as provided in this paragraph 3, the Agreement[s], as amended by this Supplemental Agreement, shall remain in full force and effect in accordance with [*its/their*] terms.

4. GOVERNING LAW

This Supplemental Agreement shall be governed by and construed in accordance with the laws of [*England and Wales/Scotland*]¹.

¹ Delete as applicable.

5. COUNTERPARTS

This Supplemental Agreement may be executed in two counterparts which, taken together, shall constitute one and the same document. Either party may enter into this Supplemental Agreement by signing either of such counterparts.

IN WITNESS of which the duly authorised representatives of the SFO and the Beneficiary have executed this Supplemental Agreement on the date first above written.

Signed by

Print name

Duly authorised for and on behalf of

[*NAME OF SFO*]

Signed by

Print name

Duly authorised for and on behalf of

[*NAME OF BENEFICIARY*]

SCHEDULE

The Agreements

[Note: if the SFO and the Beneficiary have entered into more than one station access agreement, this Supplemental Agreement can be used to amend each of those station access agreements at the same time. This can be achieved by listing in this Schedule all of the relevant station access agreements between the SFO and the Beneficiary, and using the plural 'options' in this Supplemental Agreement.]