

Schedule 9.1 - Variations and Financial Consequences of Change			
Date	Reason	Clauses	End Date
6 December 2018	Creation of a new Priced Option	Schedule 9.1 Paragraph 1.1 Paragraph 4.1	N/A
FRANCHISE VARIATION –EAST KILBRIDE, KILMARNOCK AND BARRHEAD CAPACITY IMPROVEMENTS			
<p>This notice is an agreement in writing to pursuant to the terms of Schedule 9.1, Variations and Financial Consequences of Change, paragraph 1.1 (b) of the Franchise Agreement between the Scottish Ministers and Abellio ScotRail Ltd (“ScotRail”) dates 7 and 18 October 2014 (“the Franchise Agreement”) to vary the ScotRail Franchise Agreement to include a new Priced Option for the leasing and operation of 5 additional class 156 DMUs (“the Units”). These will provide additional capacity for East Kilbride, Kilmarnock and Barrhead services.</p>			
<p>Schedule 3 of the Franchise Agreement is amended to include a new priced option.</p>			
<p>Both Scottish Ministers and ScotRail have agreed to the proposed changes and will work together to identify opportunities to publicise the lease extensions in due course.</p>			
<p>For the avoidance of doubt, the prices specified are fixed and shall be the only additional sums to the Franchise subsidy incurred by the Authority in respect of this Variation.</p>			
<p>In accordance with the Franchise Agreement, Schedule 9.1 Clause 4.1, the Authority notifies the Franchisee that this Change could potentially exceed the Threshold Amount (£636, 018) either alone, or when taken together with any future Change, resulting in a Qualifying Change. The parties agree that no Run of the Financial Model will be required in respect of this Change alone in view of the pricing arrangements agreed herein.</p>			
<p>The new priced option created by this Variation is called off with immediate effect.</p>			
Specification			
<p>The Authority requires the Franchisee to enter into an extension of the Lease for the Angel Units with Angel Trains Limited (“Angel”) and for the Brodies Unit with Brodie Leasing Limited (“Brodies”), (together the “Lessors”) as soon as reasonably practicable. The following committed offers outlining the commercial terms of the Lease extensions have been provided to the Authority for reference (in Commercial Confidence):-</p>			
<ul style="list-style-type: none"> • Committed offer from Brodies dated 10 August 2018 in respect of the Brodies Unit; and • Budget offer from Angel dated 3 December 2018 in respect of the Angel Units. 			
<p>The Units are already operating in service in Scotland. A programme of improvement works will be undertaken to enhance the Units to comply with the requirements of Appendix 1 to Schedule 1.1 and Schedule 6.4 of the Franchise Agreement. The Franchisee shall utilise the Service Quality Investment Fund (or other source of funding as directed by the Authority) to install WiFi and LED lighting and upgrade the saloon heating and CCTV. The Franchisee shall procure that all works are completed and the Units are compliant with Appendix 1 to Schedule 1.1 and Schedule 6.4 of the Franchise Agreement no later than 30 November 2019.</p>			

The Franchisee shall deploy the Units from the December 2018 passenger change date to maintain capacity on routes awaiting completion of the CP5 HLOS electrification projects and introduction of the new train fleets.

Timescale for implementing Priced Option

To be commenced immediately with Units deployed as agreed with the Authority at the December 2018 and May 2019 passenger change dates.

Other effects on this Agreement

For Train Fleet Table 1 in Appendix 1 to Schedule 1.1 substitute the following table:-

Train Fleet Table 1

1. For Train Fleet Table 1 in Appendix 1 to Schedule 1.1 substitute the following table:-

	Timetable Change Date	Dec- 2015	Dec- 2016	Dec- 2017	Dec- 2018	Dec- 2019	Dec- 2020	Dec- 2021	Dec- 2022	Dec- 2023	Dec- 2024	Dec- 2025	Owner / Lessor	Lease Expiry Date
Class	Unit configuration	Number of Units												
153	1	0	0	0	5	5	5	5	5	5	5	5	Angel trains	31.03.2025
156	2	47	47	47	42	42	42	42	42	42	42	42	Angel trains	31.03.2025
156	2	1	1	1	1	1	1	1	1	1	1	1	Brodie Leasing Limited	31.03.2025
158	2	8	8	8	8	0	0	0	0	0	0	0	Angel trains	31.12.2018
158	2	40	40	40	40	40	40	40	40	40	40	40	Porterbrook	31.03.2025
170	3	5	5	5	5	0	0	0	0	0	0	0	Eversholt Rail (UK) Limited	31.08.2019
170	3	30	30	34	34	34	34	34	34	34	34	34	Porterbrook	31.03.2025
170	3	4	4	0	0	0	0	0	0	0	0	0	Porterbrook	31.03.2025
170														Flexible 28.2.2018 (to 4.01.2019)
170	3	16	16	16	2	0	0	0	0	0	0	0	Porterbrook	
HST	4	0	0	0	9	9	9	9	9	9	9	9	Angel Trains	31.03.2025
HST	5	0	0	0	13	17	17	17	15	15	15	15	Angel Trains	31.03.2025
HST	6	0	0	0	0	0	0	0	2	2	2	2	Angel Trains	31.03.2025
														Flexible 31.12.2018 (to 30.06.2019)
314	3	16	16	16	11	0	0	0	0	0	0	0	Angel trains	31.03.2025
318	3	21	21	21	21	21	21	21	21	21	21	21	Eversholt Rail (UK) Limited	31.03.2025
320	3	29	29	29	33	34	34	34	34	34	34	34	Eversholt Rail (UK) Limited	31.03.2025
334	3	40	40	40	40	40	40	40	40	40	40	40	Eversholt Rail (UK) Limited	31.03.2025
365	4	0	0	0	10	0	0	0	0	0	0	0	Eversholt Rail (UK) Limited (flexible)	01.06.2019 (flexible)
380	3	22	22	22	22	22	22	22	22	22	22	22	Eversholt Rail (UK) Limited	31.03.2025
380	4	16	16	16	16	16	16	16	16	16	16	16	Eversholt Rail (UK) Limited	31.03.2025
385	3	0	0	0	46	46	46	46	46	56	56	56	Caledonian Rail Leasing Limited	31.03.2022 (flexible to 28.02.2044)

385	4	0	0	0	24	24	24	24	24	24	24	24	24	24	24	24	24	Caledonian Rail Leasing Limited	31.03.2022 (flexible to 28.02.2044)
LHCS	6	2	2	2	2	2	2	2	2	2	2	2	2	2	2	2	2	Direct Rail Services	30 March 2018 (flexible to 31.05.2019)

Train Fleet Table 2

Column 1		Column 3				Column 4	Column 5
Class of Vehicles		Passenger Carrying Capacity of Vehicles				Owner / Lessor	Lease Expiry Date
		Seats	Standing (1)	Total	Standard Class		
Class 153		26	*	*	*	Angel Trains	31.03.2025
Class 380		282	152	434	434	Eversholt Rail (UK) Limited	31.03.2025
Class 380		208	114	322	322	Eversholt Rail (UK) Limited	31.03.2025
Class 334		183	102	285	285	Eversholt Rail (UK) Limited	31.03.2025
Class 320		206	71	277	277	Eversholt Rail (UK) Limited	31.03.2025
Class 318		206	86	292	292	Eversholt Rail (UK) Limited	31.03.2025
Class 314		212	70	282	282	Angel Trains	31.12.2016 flexible
Class 170 (5 units)		189	84	273	255	Eversholt Rail (UK) limited	31.08.2019 (GTR sub-leased)
Class 170 (17 units)		189	84	273	255	Porterbrook	31.03.2025
Class 170S # (17 units)		189	84	273	255	Porterbrook	31.03.2025
Class 158		134	36	170	155	Porterbrook	31.03.2025

Class 158s		136	36	172	172	Angel Trains	31.12.2018
Class 156		145	40	185	185	Angel Trains	31.03.2025
Class 156		145	40	185	185	Brodies Leasing	31.03.2025
HST4		232	90	322	202	Angel Trains	31.03.2025
HST5		306	120	426	276	Angel Trains	31.03.2025
HST6		380	150	530	350	Angel Trains	31.03.2025
Class 385/3		206	114	320	206	Caledonia n Rail Leasing Limited	31.03.2022 flexible to 28.02.2044
Class 385/4		273	152	425	253	Caledonia n Rail Leasing Limited	31.03.2022 flexible to 28.02.2044
LHCS		*	*	*	*	*	*
365		264	*	*	*	Eversholt Rail (UK) Limited	01.06.2019 (flexible)

Notes:

(1) Based on standing at a density of 0.55m² per passenger.

The details in this Train Fleet Table 2 marked with * are not able to be completed as at the date hereof. The Franchisee shall provide to the Authority full details of relevant rolling stock to allow the completion of such entries ("Completion Information") as and when such Completion Information becomes available, and the Franchisee shall consult with the Authority in relation to the Completion Information. Train Fleet Table 2 may thereafter be updated by the issue by the Authority of a Variation to reflect the Completion Information. Such a Variation updating Train Fleet Table 2 with the Completion Information shall not be a Change.

Includes the capacity for Class 170/3 Hull trains = 193 seats

Train Fleet Table 5

1. For Train Fleet Table 5 in Appendix 1 to Schedule 1.1 substitute the following table:-

<u>Class of Vehicles</u>	<u>Total Fleet</u>	<u>Planned Maintenance Allocation</u>	<u>Fleet Allocated Passenger Services</u>
<u>156</u>	<u>43 Units</u>	<u>Corkerhill</u>	<u>40 Units</u>
<u>153</u>	<u>5 Units</u>	<u>Corkerhill</u>	<u>0 Units</u>
<u>158</u>	<u>40 Units</u>	<u>Haymarket / Inverness</u>	<u>36 Units</u>
<u>170</u>	<u>34 Units</u>	<u>Haymarket / Inverness</u>	<u>31 Units</u>
<u>318, 320</u>	<u>55 Units</u>	<u>Shields</u>	<u>51 Units</u>
<u>334</u>	<u>40 Units</u>	<u>Shields</u>	<u>38 Units</u>
<u>365</u>	<u>10 Units</u>	<u>Shields</u>	<u>8 Units</u>
<u>380/0 (3-car)</u>	<u>22 Units</u>	<u>Shields</u>	<u>20 Units</u>
<u>380/1 (4-car)</u>	<u>16 Units</u>	<u>Shields</u>	<u>15 Units</u>
<u>385 3 car</u>	<u>46 Units</u>	<u>Craigentinny</u>	<u>44 Units</u>
<u>385 4 car</u>	<u>24 Units</u>	<u>Craigentinny</u>	<u>22 Units</u>
<u>HST 4 +2PC</u>	<u>9 Units*</u>	<u>Haymarket / Inverness</u>	<u>8 Units</u>
<u>HST 5 + 2PC</u>	<u>17 Units*</u>	<u>Haymarket / Inverness</u>	<u>15 Units</u>

*On Monday's between 06:00 and 10:30 one additional HST set (either 4+2PC or 5+2PC) will be available for traffic.

Last date for exercising Priced Option

Priced Option has already been exercised.