

## MASTER CONSULTING AGREEMENT

THIS AGREEMENT is made and entered into on the day of March 2016, by GLOBAL INFRASTRUCTURE FINANCE & DEVELOPMENT AUTHORITY, INC. A DIVISION OF HI SPEED RAIL FACILITIES INC, of P.O. Box 125 Red Lion Pa. 17356, hereinafter referred to as "GIF&DA;" and AMERI METRO, Inc. of 2575 Eastern Blvd suite 211 York, PA 17402, hereinafter referred to as "AMERI." GIF&DA, and AMERI may be referred to collectively herein as "the parties."

WHEREAS, GIF&DA, is a not for profit corporation organized and existing under the laws of the State of Pennsylvania, and AMERI is a business corporation organized and existing under the laws of the State of Delaware; and

WHEREAS, GIF&DA, has or about to secure all necessary approvals by certain Joint Resolutions enacted by the federal and state(s) governmental agencies Legislature for the construction of a project consisting of the financing, construction and operation of Hi Speed Rail Passenger, Freight, Air, Sea, Ground, Other Transportation Projects and other Parallel and Ancillary Infrastructure Projects.

WHEREAS, GIF&DA, and AMERI desire to enter into an agreement whereby Ameri Metro will do and perform all required tasks and actions to develop and construct the Project as agent and representative of GIF&DA, by taking such actions as necessary to secure the first and future phases of the financing applicable to the design, planning, engineering and related soft and hard costs of the construction of the Project and related activities; and

WHEREAS, GIF&DA, and AMERI desire to specify and set forth the authority of Ameri Metro to do such actions relating to the construction of the Project and to set the compensation to be paid to AMERI as the fee for its services.

NOW THEREFORE, in consideration of the following covenants and duties to be performed by each party, and with the intention to be bound legally hereby, GIF&DA, and Ameri Metro agree as follows:

1. GIF&DA hereby appoints AMERI as its Master agent and representative to perform all required tasks and actions to develop and construct the Projects as agent and representative of GIF&DA, without limitation by taking such actions as necessary to secure the first and future phases of the financing applicable to the design, planning, engineering and related soft and hard costs of the construction of the Project and related activities.

2. AMERI hereby accepts such appointment and agrees to perform as Master agent and representative of GIF&DA' as specified.

3. The term of this Agreement shall continue until the completion of the Project and thereafter until terminated by mutual agreement of GIF&DA,

and AMERI, and it may continue into perpetuity if not so terminated.

4. AMERI shall be compensated for arranging financing and developing the sponsorship mechanism for the Project by a specific fee equal to one and one half percent (1.5%) of the face amount of each master trust indenture. All fees are deemed earned upon delivery of each master trust indenture documents and or recordation of same in any public record including with DTC and or SEC. Additionally, services other than arranging financing that are performed by AMERI for GIF&DA, financing shall be compensated in accordance with separate agreements addressing other aspects of the Project. In addition to the payment of fees for its services AMERI shall be entitled to prompt reimbursement of all costs and expenses advanced or incurred by it in furtherance of its duties hereunder. All fee is deemed earned upon delivering of bond indenture documents, GIF&DA, shall is responsible for additional financing fees to direct or In direct financiers, mortgage banker or financing facilitator.

5. The parties agree that this Agreement is not intended to create, nor shall it create a partnership between them or any business relationship other than that specifically created by the terms hereof.

6. The business and affairs of the Project shall be controlled by AMERI without the requirement that the approval of GIF&DA, be obtained for any actions taken, subject only to the submission of such reports and accountings being furnished by AMERI METRO to GIF&DA, as the parties may agree from time to time.

7. AMERI may conduct the business of the Project from such location or locations as it may elect, whether in the UNITED- KINGDOM, the Commonwealth of Pennsylvania or elsewhere.

8. AMERI may act through such subagents and subcontractors, attorneys and representatives as it deems necessary in its sole discretion; and to compensate such parties under such terms as it may agree'

9. The funding for the Project shall be raised through the issuance of bonds through a marketing plan determined by AMERI, and all proceeds thereof shall be deposited in custodial accounts administered by fiduciaries and according to such terms as AMERI METRO shall institute for the safekeeping and distribution according to sound business practices. AMERI shall act as sponsor for the GIF&DA, Direct offering and Bond Issuer. And or stock offering.

10. AMBRI shall maintain current and complete records of all aspects of its performance on behalf of GIF&DA, and in furtherance of the Project, with such records being available to GIF&DA, and to other parties as legally required. Such records shall be examined and audited by independent



Notice given to the other in the manner provided above.

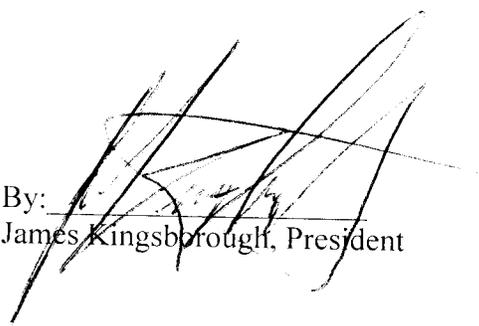
16. This Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which shall constitute one and the same agreement.

17. If any provision of this Agreement, or any portion thereof, is held to be in valid and unenforceable, then the remainder of this Agreement shall nevertheless remain in full force and effect.

18. Each party hereto agrees to do all acts and things and to make, execute, and deliver such written instruments as shall from time to time be reasonably required to carry out the terms and provisions of this agreement.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.

GLOBAL INFRASTRUCTURE FINANCE & DEVELOPMENT  
AUTHORITY, INC. A Division of HI SPEED RAIL FACILITIES, INC.

By:   
James Kingsborough, President

AMERI METRO, INC.

By:   
James Becker, President

AMERI METRO INC.  
INCOME APPROACH  
April 6 2016

Forecasted Income Statement

| Four Non-Profits to officiate bond offerings  | Allocated Entry Bond offering | FN Total Income (4) | 7-Year 41.5%      |                      |                       |      |                       |        |                       | Total  |                       |        |                       |        |                       |        |                       |        |                        |      |  |
|---|-------------------------------|---------------------|-------------------|----------------------|-----------------------|------|-----------------------|--------|-----------------------|--------|-----------------------|--------|-----------------------|--------|-----------------------|--------|-----------------------|--------|------------------------|------|--|
|   |                               |                     | Off Bond Offering |                      |                       |      |                       |        |                       |        |                       |        |                       |        |                       |        |                       |        |                        |      |  |
|   |                               |                     | 2016-2017         | 2018                 | 2019                  | 2020 | 2021                  | 2022   | 2023                  |        |                       |        |                       |        |                       |        |                       |        |                        |      |  |
| HSR Facility Provider Inc. (High Speed Rail)  | 10                            | 20,000,000,000      | 2                 | 8,300,000,000        | 332,000,000           | 4%   | 1,328,000,000         | 16.00% | 1,328,000,000         | 16.00% | 1,328,000,000         | 16.00% | 1,328,000,000         | 16.00% | 1,328,000,000         | 16.00% | 1,328,000,000         | 16.00% | 8,300,000,000          | 100% |  |
| HSR Facility Inc. (Al. Pa. Port Operations)   | 10                            | 20,000,000,000      | 2                 | 8,300,000,000        | 332,000,000           |      | 1,328,000,000         |        | 1,328,000,000         |        | 1,328,000,000         |        | 1,328,000,000         |        | 1,328,000,000         |        | 1,328,000,000         |        | 8,300,000,000          |      |  |
| ATFI  | 10                            | 20,000,000,000      | 2                 | 8,300,000,000        | 332,000,000           |      | 1,328,000,000         |        | 1,328,000,000         |        | 1,328,000,000         |        | 1,328,000,000         |        | 1,328,000,000         |        | 1,328,000,000         |        | 8,300,000,000          |      |  |
| Global Infrastructure Development & Fin. Authority For Parallel Ancillary Infrastructure    | 10                            | 20,000,000,000      | 2                 | 8,300,000,000        | 332,000,000           |      | 1,328,000,000         |        | 1,328,000,000         |        | 1,328,000,000         |        | 1,328,000,000         |        | 1,328,000,000         |        | 1,328,000,000         |        | 8,300,000,000          |      |  |
| Parallel Ancillary Infrastructure Development Bonds   |                               |                     |                   |                      |                       |      |                       |        |                       |        |                       |        |                       |        |                       |        |                       |        |                        |      |  |
| Appalachian Regional Commissions Documents  | 10                            | 34,000,000,000      | 2                 | 14,110,000,000       | 564,400,000           |      | 2,257,600,000         |        | 2,257,600,000         |        | 2,257,600,000         |        | 2,257,600,000         |        | 2,257,600,000         |        | 2,257,600,000         |        | 14,110,000,000         |      |  |
| ATI 2016 Documents  | 10                            | 20,000,000,000      | 2                 | 8,300,000,000        | 332,000,000           |      | 1,328,000,000         |        | 1,328,000,000         |        | 1,328,000,000         |        | 1,328,000,000         |        | 1,328,000,000         |        | 1,328,000,000         |        | 8,300,000,000          |      |  |
| Atlantic Energy and Utilities Documents   | 10                            | 40,000,000,000      | 2                 | 16,600,000,000       | 664,000,000           |      | 2,656,000,000         |        | 2,656,000,000         |        | 2,656,000,000         |        | 2,656,000,000         |        | 2,656,000,000         |        | 2,656,000,000         |        | 16,600,000,000         |      |  |
| High Speed Rail Facilities Inc. Master Trust Indenture Documents                            | 10                            | 20,000,000,000      | 2                 | 8,300,000,000        | 332,000,000           |      | 1,328,000,000         |        | 1,328,000,000         |        | 1,328,000,000         |        | 1,328,000,000         |        | 1,328,000,000         |        | 1,328,000,000         |        | 8,300,000,000          |      |  |
| High Speed Rail Facilities Provider Inc. Master Trust Indenture Documents                   | 10                            | 20,000,000,000      | 2                 | 8,300,000,000        | 332,000,000           |      | 1,328,000,000         |        | 1,328,000,000         |        | 1,328,000,000         |        | 1,328,000,000         |        | 1,328,000,000         |        | 1,328,000,000         |        | 8,300,000,000          |      |  |
| HSR Freight and Passenger for Port Freeport Brazoria Texas Documents                        | 10                            | 4,000,000,000       | 2                 | 1,660,000,000        | 66,400,000            |      | 265,600,000           |        | 265,600,000           |        | 265,600,000           |        | 265,600,000           |        | 265,600,000           |        | 265,600,000           |        | 1,660,000,000          |      |  |
| HSR Freight Line Inc Phil. Regional Port Authority Documents                                | 10                            | 4,000,000,000       | 2                 | 1,660,000,000        | 66,400,000            |      | 265,600,000           |        | 265,600,000           |        | 265,600,000           |        | 265,600,000           |        | 265,600,000           |        | 265,600,000           |        | 1,660,000,000          |      |  |
| HSR Passenger Services and HSR Freight line Inc. Ga Resolution 948 Documents                | 10                            | 60,000,000,000      | 2                 | 24,900,000,000       | 996,000,000           |      | 3,984,000,000         |        | 3,984,000,000         |        | 3,984,000,000         |        | 3,984,000,000         |        | 3,984,000,000         |        | 3,984,000,000         |        | 24,900,000,000         |      |  |
| HSR Passenger Services Inc. Documents   | 10                            | 10,000,000,000      | 2                 | 4,150,000,000        | 166,000,000           |      | 664,000,000           |        | 664,000,000           |        | 664,000,000           |        | 664,000,000           |        | 664,000,000           |        | 664,000,000           |        | 4,150,000,000          |      |  |
| HSR Technologies Inc. Documents   | 10                            | 25,000,000,000      | 2                 | 10,375,000,000       | 415,000,000           |      | 1,660,000,000         |        | 1,660,000,000         |        | 1,660,000,000         |        | 1,660,000,000         |        | 1,660,000,000         |        | 1,660,000,000         |        | 10,375,000,000         |      |  |
| KS JM International Airport Documents   | 10                            | 15,000,000,000      | 2                 | 6,225,000,000        | 249,000,000           |      | 996,000,000           |        | 996,000,000           |        | 996,000,000           |        | 996,000,000           |        | 996,000,000           |        | 996,000,000           |        | 6,225,000,000          |      |  |
| Lord Chautauques LTD Documents  | 10                            | 2,000,000,000       | 2                 | 830,000,000          | 33,200,000            |      | 132,800,000           |        | 132,800,000           |        | 132,800,000           |        | 132,800,000           |        | 132,800,000           |        | 132,800,000           |        | 830,000,000            |      |  |
| Mailbu Homes Inc. Documents   | 10                            | 60,000,000,000      | 2                 | 24,900,000,000       | 996,000,000           |      | 3,984,000,000         |        | 3,984,000,000         |        | 3,984,000,000         |        | 3,984,000,000         |        | 3,984,000,000         |        | 3,984,000,000         |        | 24,900,000,000         |      |  |
| Michigan COAST -to-COAST Passenger Rail Documents   | 10                            | 4,000,000,000       | 2                 | 1,660,000,000        | 66,400,000            |      | 265,600,000           |        | 265,600,000           |        | 265,600,000           |        | 265,600,000           |        | 265,600,000           |        | 265,600,000           |        | 1,660,000,000          |      |  |
| New York Washington HS Rail Corridor Documents  | 10                            | 38,000,000,000      | 2                 | 15,770,000,000       | 630,800,000           |      | 2,523,200,000         |        | 2,523,200,000         |        | 2,523,200,000         |        | 2,523,200,000         |        | 2,523,200,000         |        | 2,523,200,000         |        | 15,770,000,000         |      |  |
| Platinum Media Inc. Documents   | 10                            | 4,000,000,000       | 2                 | 1,660,000,000        | 66,400,000            |      | 265,600,000           |        | 265,600,000           |        | 265,600,000           |        | 265,600,000           |        | 265,600,000           |        | 265,600,000           |        | 1,660,000,000          |      |  |
| Port of De Claudius Inc. Documents  | 10                            | 8,000,000,000       | 2                 | 3,320,000,000        | 132,800,000           |      | 531,200,000           |        | 531,200,000           |        | 531,200,000           |        | 531,200,000           |        | 531,200,000           |        | 531,200,000           |        | 3,320,000,000          |      |  |
| Port of Ostia Inc. Ann Charles International Cargo Airport Brazoria TX Indentures Documents | 10                            | 8,000,000,000       | 2                 | 3,320,000,000        | 132,800,000           |      | 531,200,000           |        | 531,200,000           |        | 531,200,000           |        | 531,200,000           |        | 531,200,000           |        | 531,200,000           |        | 3,320,000,000          |      |  |
| Port Ostia Air Cargo Documents  | 10                            | 5,000,000,000       | 2                 | 2,075,000,000        | 83,000,000            |      | 332,000,000           |        | 332,000,000           |        | 332,000,000           |        | 332,000,000           |        | 332,000,000           |        | 332,000,000           |        | 2,075,000,000          |      |  |
| Portus De Jewel Mexico Documents  | 10                            | 40,000,000,000      | 2                 | 16,600,000,000       | 664,000,000           |      | 2,656,000,000         |        | 2,656,000,000         |        | 2,656,000,000         |        | 2,656,000,000         |        | 2,656,000,000         |        | 2,656,000,000         |        | 16,600,000,000         |      |  |
| Total Revenue   |                               |                     |                   | <b>8,399,600,000</b> | <b>33,598,400,000</b> |      | <b>33,598,400,000</b> |        | <b>33,598,400,000</b> |        | <b>33,598,400,000</b> |        | <b>33,598,400,000</b> |        | <b>33,598,400,000</b> |        | <b>33,598,400,000</b> |        | <b>209,990,000,000</b> |      |  |
| Total Bond Indenture Raise by Year  |                               |                     |                   | 20,240,000,000       | 80,960,000,000        |      | 80,960,000,000        |        | 80,960,000,000        |        | 80,960,000,000        |        | 80,960,000,000        |        | 80,960,000,000        |        | 80,960,000,000        |        | 506,000,000,000        |      |  |
| Expenses as a Percentage of revenues:   |                               |                     |                   |                      |                       |      |                       |        |                       |        |                       |        |                       |        |                       |        |                       |        |                        |      |  |
| Operating   | 20%                           |                     |                   | 1,679,920,000        | 6,719,680,000         |      | 6,719,680,000         |        | 6,719,680,000         |        | 6,719,680,000         |        | 6,719,680,000         |        | 6,719,680,000         |        | 6,719,680,000         |        | 41,998,000,000         |      |  |
| Salaries  | 30%                           |                     |                   | 2,519,880,000        | 10,079,520,000        |      | 10,079,520,000        |        | 10,079,520,000        |        | 10,079,520,000        |        | 10,079,520,000        |        | 10,079,520,000        |        | 10,079,520,000        |        | 62,997,000,000         |      |  |
| Gen and Admin   | 16%                           |                     |                   | 1,343,936,000        | 5,375,744,000         |      | 5,375,744,000         |        | 5,375,744,000         |        | 5,375,744,000         |        | 5,375,744,000         |        | 5,375,744,000         |        | 5,375,744,000         |        | 33,598,400,000         |      |  |
| Total Expenses  | 66%                           |                     |                   | <b>5,543,736,000</b> | <b>22,174,944,000</b> |      | <b>22,174,944,000</b> |        | <b>22,174,944,000</b> |        | <b>22,174,944,000</b> |        | <b>22,174,944,000</b> |        | <b>22,174,944,000</b> |        | <b>22,174,944,000</b> |        | <b>138,593,400,000</b> |      |  |
| Income from Operations Before Provision for Taxes   |                               |                     |                   | <b>2,855,864,000</b> | <b>11,423,456,000</b> |      | <b>11,423,456,000</b> |        | <b>11,423,456,000</b> |        | <b>11,423,456,000</b> |        | <b>11,423,456,000</b> |        | <b>11,423,456,000</b> |        | <b>11,423,456,000</b> |        | <b>71,396,600,000</b>  |      |  |
| Total Net Income Before Taxes   |                               |                     |                   | <b>2,855,864,000</b> | <b>11,423,456,000</b> |      | <b>11,423,456,000</b> |        | <b>11,423,456,000</b> |        | <b>11,423,456,000</b> |        | <b>11,423,456,000</b> |        | <b>11,423,456,000</b> |        | <b>11,423,456,000</b> |        | <b>71,396,600,000</b>  |      |  |
| Provision for Taxes   |                               |                     |                   | 999,052,624          | 3,996,210,495         |      | 3,996,210,495         |        | 3,996,210,495         |        | 3,996,210,495         |        | 3,996,210,495         |        | 3,996,210,495         |        | 3,996,210,495         |        | 24,976,315,595         |      |  |
| Net Income (Loss) (1)   |                               |                     |                   | <b>1,856,811,376</b> | <b>7,427,245,505</b>  |      | <b>7,427,245,505</b>  |        | <b>7,427,245,505</b>  |        | <b>7,427,245,505</b>  |        | <b>7,427,245,505</b>  |        | <b>7,427,245,505</b>  |        | <b>7,427,245,505</b>  |        | <b>46,420,284,405</b>  |      |  |

- (1) Net income is considered bookable revenue from bond consulting fees, cash flow from bookable revenue will vary year to year and be realized in full over and beyond the 7 year projected revenue time frame.
- (2) Ameri Metro will utilize seasoned regional sub-contractors in each project market to perform work shortly after bond offering. Each party will manage its own project independent of each other. Initial major investments, land investments, environmental studies, engineering, site improvements. Subsequent bond offerings will be issued for additional phases of the projects from Master Bond Indentures, but not limited to Parallel Ancillary Infrastructure Development. Costs are based on US Government Standards, by partnering with related parties, efficiencies will be realized translating into profits.
- (4) 41.5% breakdown is as follows: 1.5% Consulting Fee, Cost of project plus 40%