

MUTUAL TERMINATION AGREEMENT

Reference is made to the Agreement titled "Flashing Light Signal Agreement" including any supplements and/or assignments thereof, if any, ("**Agreement**") presently in effect between **UNION PACIFIC RAILROAD COMPANY** ("**Railroad**") and **CITY OF WICHITA, KANSAS** ("**City**") dated December 18, 1979, and identified in Railroad's records as **Audit Number CA80224**. The Agreement pertains to road crossing warning signals at 37th Street and the Comotara Industrial Lead at Wichita, Kansas. Union Pacific Railroad Company is the successor, due to merger, to Missouri Pacific Railroad Company.

City previously stated it was no longer agreeable to paying the signal maintenance fee due under the Agreement and requested that Railroad remove the road crossing warning signals that were the subject of the Agreement. Warning signal removal has now been completed.

City has not paid any annual signal maintenance fee since May 4, 2008. Railroad hereby waives any unpaid annual signal maintenance fees due under the Agreement for the time period between May 5, 2008 and July 1, 2015.

The present parties to the Agreement now mutually agree that the **Agreement, including any supplement or assignments thereof (if any), shall be and hereby are terminated effective as of the close of July 1, 2015**, PROVIDED, however, that such termination shall not affect any of the rights or obligations of the parties hereto (or any predecessors in interest) to the Agreement, including any supplement or assignment thereto (if any), which may have accrued, or liabilities, accrued or otherwise, which may have arisen prior thereto.

UNION PACIFIC RAILROAD COMPANY

CITY OF WICHITA, KANSAS

By: _____
Printed Name: Martin D. Johnson
Title: Manager Special Projects - Contracts

By: _____
Printed Name: Jeff Longwell
Title: Mayor, City of Wichita

Approved as to Form:

Jennifer Magana, Director of Law and
City Attorney