

BEFORE THE
SURFACE TRANSPORTATION BOARD

FD 36472, ET AL.

ENTERED
Office of Proceedings
September 20, 2021
Part of
Public Record

CSX CORPORATION AND CSX TRANSPORTATION, INC., ET AL.

—CONTROL AND MERGER—

PAN AM SYSTEMS, INC., PAN AM RAILWAYS, INC., BOSTON AND MAINE
CORPORATION, MAINE CENTRAL RAILROAD COMPANY, NORTHERN RAILROAD,
PAN AM SOUTHERN LLC, PORTLAND TERMINAL COMPANY, SPRINGFIELD
TERMINAL RAILWAY COMPANY, STONY BROOK RAILROAD COMPANY, AND
VERMONT & MASSACHUSETTS RAILROAD COMPANY

**SUPPLEMENT IN SUPPORT OF THE COMMENTS AND
REQUEST FOR CONDITIONS OF THE COMMONWEALTH OF MASSACHUSETTS
DEPARTMENT OF TRANSPORTATION AND MASSACHUSETTS BAY
TRANSPORTATION AUTHORITY**

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**ATTORNEYS FOR THE MASSACHUSETTS
DEPARTMENT OF TRANSPORTATION
AND THE MASSACHUSETTS BAY
TRANSPORTATION AUTHORITY**

Dated: September 20, 2021

BEFORE THE
SURFACE TRANSPORTATION BOARD

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The Commonwealth of Massachusetts Department of Transportation (“MassDOT”) and Massachusetts Bay Transportation Authority (“MBTA”) (collectively, the “Commonwealth”) hereby submit additional evidence in support of their comments and request for conditions (the “Comments and Requests”) previously filed in the above-referenced proceedings on August 27, 2021.

In its Comments and Requests, the Commonwealth, among other things, urged the Surface Transportation Board (the “Board”) to impose a condition (numbered as Condition #2) intended to address and alleviate anticipated congestion and freight-service-created delays to

¹ The present filing also embraces the following dockets: *Norfolk Southern Railway—Trackage Rights Exemption—CSX Transportation, Inc.*, Docket No. FD 36472 (Sub-No. 1); *Norfolk Southern Railway—Trackage Rights Exemption—Providence & Worcester Railroad*, FD 36472 (Sub-No. 2); *Norfolk Southern Railway—Trackage Rights Exemption—Boston & Maine Corp.*, FD 36472 (Sub-No. 3); *Norfolk Southern Railway—Trackage Rights Exemption—Pan Am Southern LLC*, FD 36472 (Sub-No. 4); *Pittsburg & Shawmut Railroad—Operation Exemption—Pan Am Southern LLC*, FD 36472 (Sub-No. 5); *SMS Rail Lines of New York, LLC—Discontinuance Exemption—in Albany County, N.Y.*, Docket No. AB-1312X.

MBTA commuter rail service on an MBTA-owned railroad line segment between Ayer and Willows Massachusetts. See Comments and Requests at 9-10. In requesting this condition, the Commonwealth observed that CSX Transportation, Inc. (“CSXT”) had offered supplemental evidence concerning its railroad traffic forecasts for various lines that are involved in the proposed railroad transactions that are the subject of these proceedings on August 19, 2021. Based upon this supplemental evidence, it now appears that CSXT forecasts that, in the first few years following its anticipated acquisition of control of the Pan Am Railways carriers (and their lines), CSXT will experience annual average year-over-year organic traffic growth of roughly 1.5% in New England, whereas, as of 2027 and thereafter, CSXT expects a more accelerated traffic growth rate. The Commonwealth has explained that the August 19 supplemental evidence is relevant to its requested Condition #2, and thus reserved the right to supplement its Comments and Requests by no later than September 20.

In keeping with the Commonwealth’s plan to so supplement its Comments and Requests, the Commonwealth hereby offers as Appendix one hereto the Memorandum of Vanasse Hangen Brustlin, Inc. (identified in the attached memorandum as “vhb”), which, among other things, discusses future projected passenger traffic increases on the Ayer-Willows line segment, which is itself a portion of MBTA’s Fitchburg Line service. The memorandum provides insights into the future capacity constraints and limited operating windows that projected increased train activity will impose on both freight and passenger operations.

In addition, the Commonwealth observes that the Ayer-Willows line segment which figures in CSXT’s traffic analysis for two routes – Ayer-Rockingham and Ayer-Boston (see Exhibit 4 of the Supplemental Verified Statement of CSXT’s Mark Wallace) – is actually a line segment that CSXT will not acquire as part of the transactions that are the subject of these

proceedings. Rather, the Ayer-Willows line segment is now, and would remain, a portion of Pan Am Southern LLC (“PAS”). As such, the Commonwealth understands that several carriers may have occasion after the implementation of the transactions contemplated in these proceedings to operate over this line segment, including MBTA, CSXT, PAS, and possibly also Norfolk Southern Railway (“NSR”) (in order to facilitate the transfer of finished automobile traffic, and the return of empty autorack cars to and from the PAS-served San Vel automobile distribution facility by way of NSR’s proposed trackage rights operations). As such, it is unclear that CSXT’s traffic projections and assertion that the proposed transactions would not harm MBTA commuter service have failed to take an appropriately holistic view of potential rail operations in and around Ayer, and instead reflect a more limited focus on CSXT alone.

The Commonwealth has raised this final point here, because it has become the subject of recent discussions with CSXT to address, and reach an agreement to resolve, the Commonwealth’s railroad traffic congestion concerns proximate to Ayer. Specifically, while discussions have been ongoing for some time, CSXT has been reluctant, until last week, to explore definitive steps to address the Commonwealth’s passenger service concerns. With what appears to be a new CSXT resolve to focus on specific and concrete passenger service-protecting measures, the Commonwealth remains hopeful that a written agreement can be reached that resolves the Commonwealth’s concerns with the transactions encompassed by the subject proceedings before the Board.

Respectfully Submitted,

/s/ *R. A. Wimbish*

Robert A. Wimbish

Audrey L. Brodrick

Bradon J. Smith

**ATTORNEYS FOR MASSACHUSETTS
DEPARTMENT OF TRANSPORTATION AND
MASSACHUSETTS BAY TRANSPORTATION
AUTHORITY**



To: Jody Ray
Enter address in this cell

Date: Sep 16, 2021

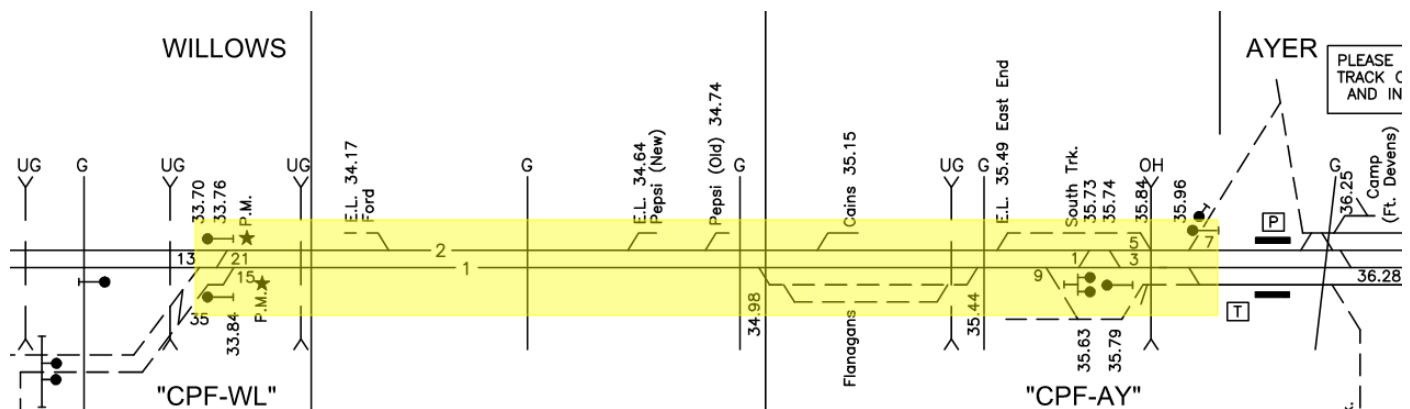
Memorandum

Project #:

From: Austin White
Kristine Wickham

Re: WILLOWS – AYER Revenue Gap Analysis

This purpose of this memorandum is to describe existing and potential future levels of commuter rail service operating on the Fitchburg Line between Littleton/I-495 and Ayer stations to identify potential operating windows available for freight services. The segment of track between AYER and WILLOWS interlockings, as shown in the Track Chart below, is shared between MBTA revenue and freight services. This analysis provides a schedule assessment to determine any operating windows between passenger service, if any, in existing and potential future service scenarios.



Freight Service Movements and Clearance Times

Freight services operate between AYER and WILLOWS interlockings, approximately two miles, with a Maximum Authorized Speed (MAS) of 10 mph on the main line. To minimize impacts to main line operations as well as local roadways due to extended activation of grade crossings within the segment, it is assumed that freight trips between AYER and WILLOWS must be operated as continuous through movements without stopping. Example freight trains lengths of 9000 ft, 4500 ft and 1500 ft were used to calculate estimated freight travel times, and the window between passenger service. The following table summarizes an estimated clearance time for freight trains operating at 10 mph between AYER and WILLOWS to move through and clear the main line.

Freight Train Length	Estimated Clearance Time
9000 ft	25 minutes
4500 ft	20 minutes
1500 ft	15 minutes

Existing and Potential Future Fitchburg Services

- Pre-COVID – 2019 Fitchburg Line service

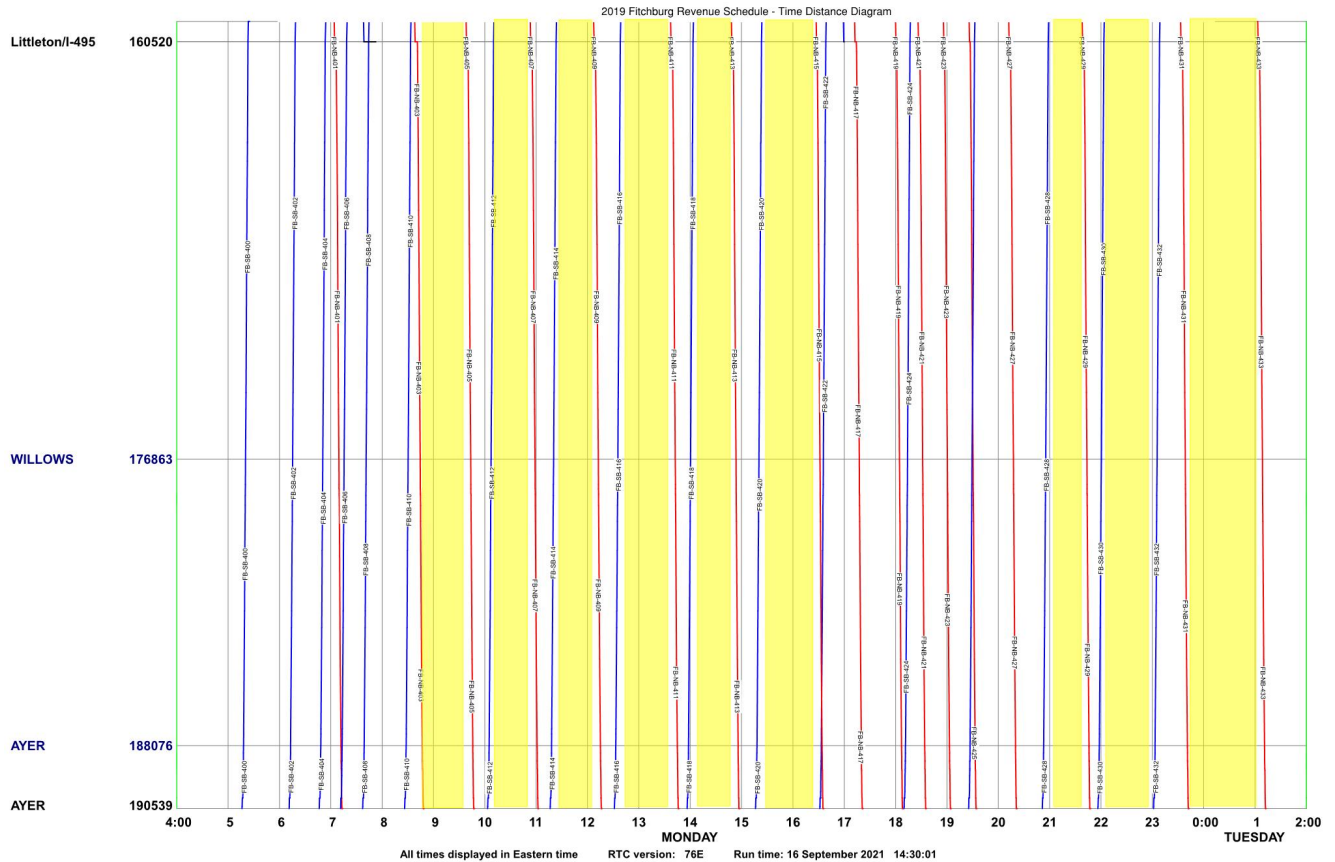
- Current Day – 2021 Fitchburg Line service
- Potential Future – High frequency bi-directional service comparable to service levels from the MBTA's Rail Vision project

The following sections provide a summary of each of these service schedules, including, the start and end of service, service patterns, number of trips per day, as well as the largest unoccupied operating windows between commuter rail service.

Service Schedule	Daily Trips	First Trip	Last Trip
2019 Fitchburg	38	5:18 AM	1:13 AM
2021 Fitchburg	34	4:53 AM	11:58 PM
Future Fitchburg	60	4:47 AM	12:32 AM

2019 Fitchburg Service

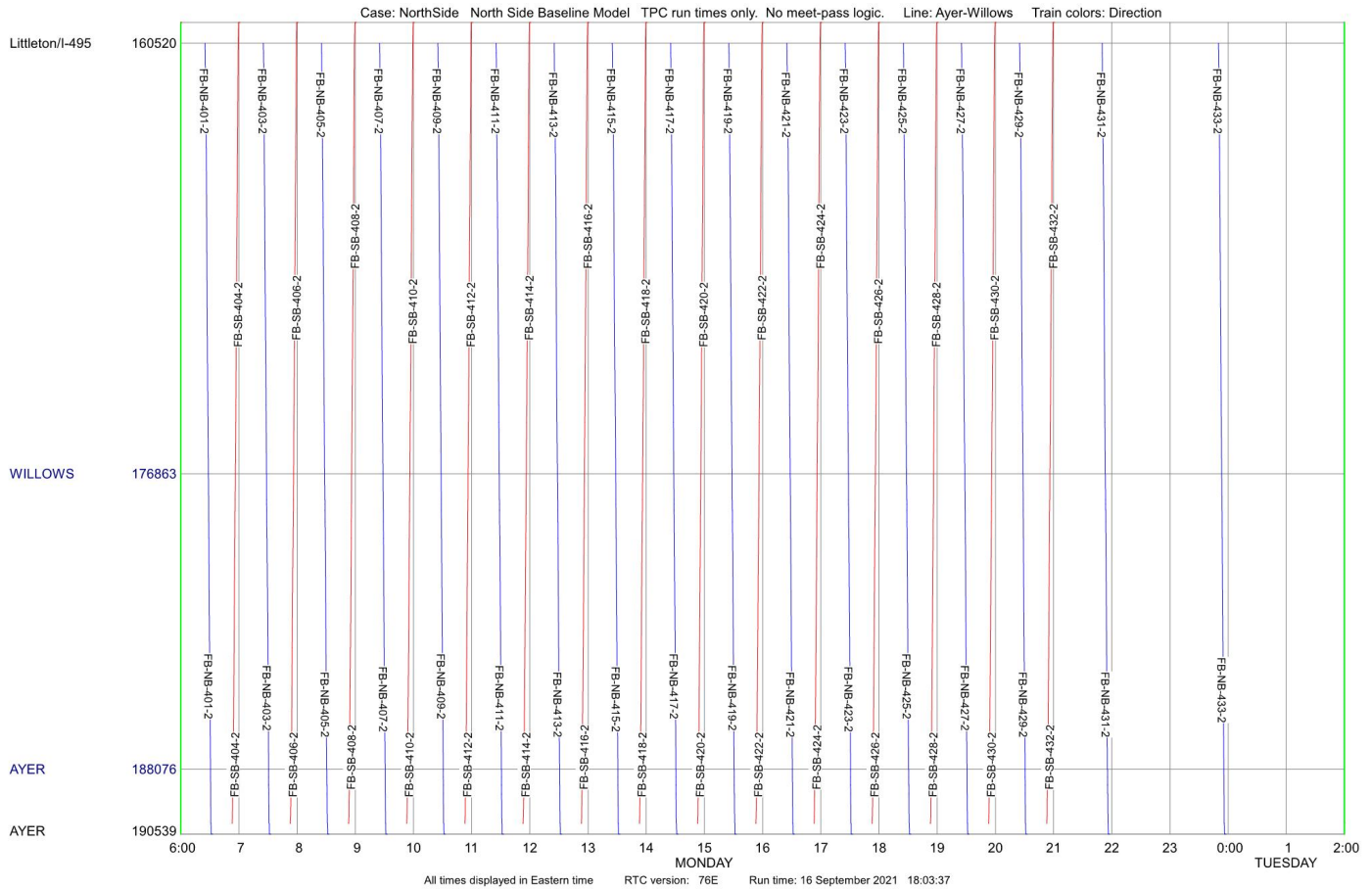
In 2019 the Fitchburg Line operated **38** daily trips. Service patterns were focused on peak period demand, with more frequent peak-direction trips concentrated during the AM and PM Peak periods, and less frequent service operating during the midday and evening off-peak periods. The Time-Distance diagram below, as well as attached, provides a graphical representation of scheduled commuter rail trips operating between Littleton/I-495 and Ayer stations in 2019, which encompasses the main line track between AYER and WILLOWS interlockings. The midday period had **six** gaps of service ranging from **42 to 58 minutes**, along with evening period having **three** gaps of service ranging from **39 to 90 minutes**, which are highlighted in the Time-Distance diagram below. The last revenue trip is at 1:13 AM after which revenue service does not resume until 5:18 AM, providing an overnight window of approximately four hours for potential freight operations.



2019 MBTA Fitchburg Line Service

2021 Fitchburg Service

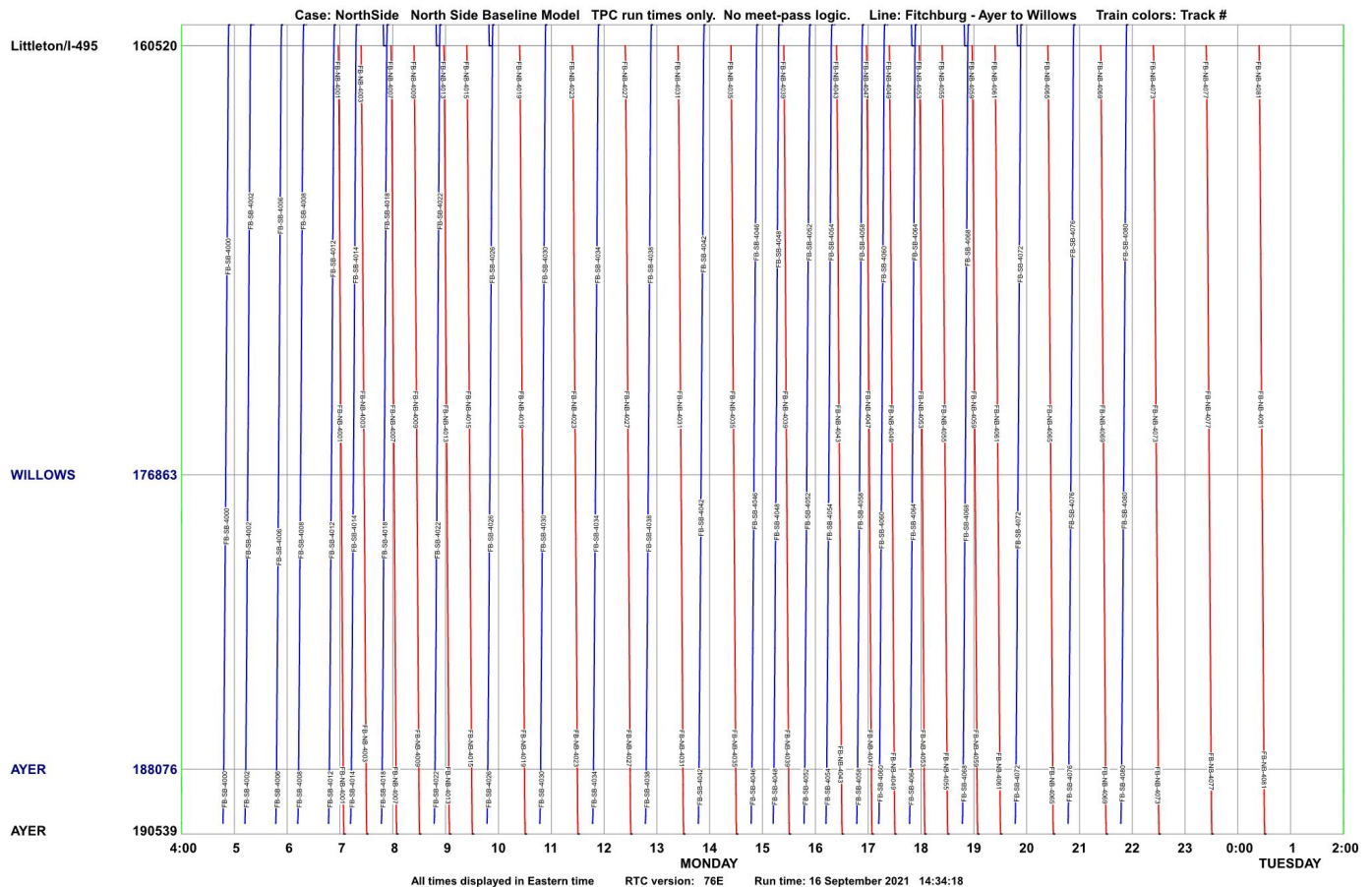
Today, the Fitchburg Line operates **34** daily trips which run hourly in both directions making all stops. The Time-Distance diagram below, as well as attached, provides a graphical representation of current scheduled commuter trips operating between Littleton/I-495 and Ayer stations, which encompasses the main line track between AYER and WILLOWS interlockings. The hourly service pattern repeats, alternating between **20-** and **24-minute gaps** in service beginning at 4:53 AM until approximately 10:00 PM where the remaining two trips of the evening separated by **60-** and **120-minute gaps**. The last revenue trip is at 11:58 PM after which revenue service does not resume until 4:53 AM, providing an overnight window of approximately five hours for potential freight operations.



2021 MBTA Fitchburg Line Service

Rail Transformation

In the future and in line with the aspirations of the MBTA's Rail Transformation initiative, the Fitchburg Line could potentially operate up to a **60** daily trips on this segment of the Fitchburg Line. This potential service plan provides repeating hourly service, with additional peak service during the AM and PM Peak periods. The Time-Distance diagram below, as well as attached, provides a graphical representation of a potential Rail Transformation service operating between Littleton/I-495 and Ayer stations, which encompasses the main line track between AYER and WILLOWS interlockings. Due to the high number of trips, particularly during the peak periods, the largest gap in service during revenue service hours is approximately **25-minutes** and occurs hourly for five hours during the midday period and three hours in the evening period. Three additional **60-minute** gaps occur in the late-night period. The last revenue trip would be at 12:32 AM after which revenue service does not resume until just before 5:00 AM, providing an overnight window of approximately five hours for potential freight operations.



Potential Future MBTA Fitchburg Line Service

CERTIFICATE OF SERVICE

I hereby certify that I have this 20th Day of September arranged to serve the foregoing Supplement of the Commonwealth of Massachusetts Department of Transportation and Massachusetts Bay Transportation Authority upon all parties of record by electronic service or, where such service is not available, by U.S. Mail, postage prepaid.

/s/ *R. A. Wimbish*
Robert A. Wimbish