

SERVICE DATE – FEBRUARY 11, 2022

SURFACE TRANSPORTATION BOARD

DECISION

Docket No. EP 558 (Sub-No. 25)

RAILROAD COST OF CAPITAL—2021

Digest:¹ The agency is initiating a proceeding in which certain of the nation's largest railroads must, and other interested parties may, provide comments to assist the Board in determining the railroad industry's cost of capital for 2021. The cost-of-capital figure represents the Board's estimate of the average rate of return needed to persuade investors to provide capital to the freight rail industry. This figure, which is calculated each year, is an essential component of many of the agency's core regulatory responsibilities.

Decided: February 10, 2022

By this decision, the Board is instituting a proceeding to determine the railroad industry's cost of capital for 2021. The most recent finding regarding the railroad industry's cost of capital was made in Railroad Cost of Capital—2020, EP 558 (Sub-No. 24) (STB served Aug. 6, 2021), which determined the industry's 2020 cost of capital. The cost-of-capital finding made in this proceeding will be used in the determination of railroad revenue adequacy for 2021. It may also be used in other Board railroad proceedings, including, but not limited to, those involving the prescription of maximum reasonable rate levels; the determination of trackage rights compensation; the proposed abandonments of rail lines; railroad mergers; and applications to purchase feeder lines.

The Cost of Capital for 2021

In this proceeding, the Board seeks comment on the following issues: (1) the railroads' 2021 current cost of debt capital; (2) the railroads' 2021 current cost of preferred equity capital (if any); (3) the railroads' 2021 cost of common equity capital; (4) the 2021 capital structure mix of the railroad industry on a market value basis; and (5) the appropriate treatment of Kansas City Southern (KCS) in light of the merger transaction currently under consideration in Canadian Pacific Railway—Control—Kansas City Southern, Docket No. FD 36500.² The Board's

¹ The digest constitutes no part of the decision of the Board but has been prepared for the convenience of the reader. It may not be cited to or relied upon as precedent. See Pol'y Statement on Plain Language Digs. in Decisions, EP 696 (STB served Sept. 2, 2010).

² For example, there is not a full year of KCS stock price data available for 2021.

conclusions regarding these matters will be used in its computation of the industry's overall, or composite, cost of capital for 2021.³

The railroad industry's cost of capital will be determined on the basis of data for a sample of railroads. A railroad will be included in the sample base if it meets all of the following criteria⁴ during 2021:

- The company is a Class I line-haul railroad;
- If the Class I railroad is controlled by another company, the controlling company is primarily a railroad company and is not already included in the study frame;⁵
- The company's bonds are rated at least BBB by Standard & Poor's and Baa by Moody's;
- The company's stock is listed on either the New York Stock Exchange (NYSE) or the Nasdaq Stock Market (NASDAQ); and
- The company has paid dividends throughout 2021.

All railroads that meet these criteria shall be included in the sample base for this proceeding. Comments should focus on the various cost-of-capital components listed above using the methodology followed in Railroad Cost of Capital—2020.⁶

³ The current cost of debt and market-value based capital structure mix will be used in this cost-of-capital determination. For purposes of consistency, the current cost of preferred equity, if any, will also be used. No consideration will be afforded to evidence depicting the embedded costs of debt or preferred equity or the book value structure mix.

⁴ See R.R. Cost of Cap.—1984, 1 I.C.C.2d 989, 1003-04 (1985); Revisions to the Cost-of-Cap. Composite R.R. Criteria, EP 664 (Sub-No. 3), slip op. at 3 (STB served Oct. 25, 2017).

⁵ A company is considered to be primarily in the railroad business if at least 50% of its total assets are devoted to railroad operations.

⁶ In Railroad Revenue Adequacy—2017 Determination, EP 552 (Sub-No. 22) et al. (STB served Dec. 6, 2018), the Board adopted a one-time adjustment to the 2017 annual cost-of-capital determination to remove the accounting impacts of the Tax Cuts and Jobs Act, Pub. L. No. 115-97, 131 Stat. 2054 (2017), on rail carriers' deferred tax liability. Specifically, with respect to the annual cost-of-capital determination, the Board increased the deferred taxes figures for each of the four carriers comprising the "composite railroad" by the amount of deferred tax liability removed due to the revaluation, while also removing the same amount from the carriers' net income figures. Consistent with the Board's actions in that docket, comments and data submitted in this proceeding must account for the adjustments made to the 2017 cost-of-capital determination.

Procedural Matters

All Class I railroads that meet the criteria described above shall be respondents in this proceeding. They shall, and other interested parties may, submit evidence to enable the Board to update the cost-of-capital findings in Railroad Cost of Capital—2020. All underlying workpapers and background material used to develop that evidence shall be furnished to the Board and be made available, upon request, to other participants in this proceeding.⁷ The data and information contained in the submitted workpapers must be sufficient to allow replication of the calculations contained therein.

Railroads and others that intend to participate in this proceeding shall file a notice of intent to participate with the Board by the date specified below. Evidentiary statements are to be filed with the Board on or before the dates set forth below. Comments may be filed with the Board via e-filing on the Board's website. Any spreadsheets must be submitted in Microsoft Excel for Office 365, or a previous version. Comments will be posted to the Board's website at www.stb.gov.

Notices of intent to participate will be due by March 28, 2022. Statements of the railroads will be due by April 18, 2022. Statements of other interested persons will be due by May 9, 2022. Rebuttal statements by the railroads will be due by May 31, 2022.

It is ordered:

1. This proceeding is instituted pursuant to 49 U.S.C. § 10704(a)(2) to determine the railroad industry's cost of capital for 2021. Evidence on this matter is required of all Class I railroads that meet the criteria of a sample railroad as described above, and comments are invited from all other interested persons.

2. Notices of intent to participate are due by March 28, 2022. Statements of the railroads are due by April 18, 2022. Statements of other interested persons are due by May 9, 2022. Rebuttal statements by the railroads are due by May 31, 2022.

3. Notice of this decision will be published in the Federal Register.

4. This decision is effective on its service date.

By the Board, Board Members Fuchs, Hedlund, Oberman, Primus, and Schultz.

⁷ These materials should be e-filed if possible. Information on e-filing workpapers is available on the Board's website at www.stb.gov, under the tab "Resources," by clicking "Need Assistance?" and then "How to File."