

DO

FR-4915-01-P

SURFACE TRANSPORTATION BOARD

[Docket No. FD 36720]

Macquarie Infrastructure Partners V GP, LLC—Control Exemption—Pioneer Valley Railroad Company, Inc.

Macquarie Infrastructure Partners V GP, LLC (MIP GP), a noncarrier, filed on behalf of MIP Infrastructure Partners V fund vehicle (MIP V), MIP V Rail, LLC (MIP Rail), and Gulf & Atlantic Railways, LLC (G&A),¹ a verified notice of exemption under 49 C.F.R. § 1180.2(d)(2) to acquire control of Pioneer Valley Railroad Company, Inc. (PVRR),² a Class III carrier currently controlled by Pinsly Railroad Company (Pinsly), a non-carrier.

The verified notice states that, pursuant to a Purchase Agreement dated August 19, 2023,³ G&A has agreed to acquire from Pinsly 100% of the equity interests of PVRR. Currently, G&A directly controls, and MIP GP, MIP V, and MIP Rail indirectly control, five rail carriers: Grenada Railroad, LLC; Florida Gulf & Atlantic Railroad,

¹ The verified notice states that G&A is wholly owned by MIP Rail, which is wholly owned (indirectly) by MIP V. MIP V is controlled by MIP GP.

² PVRR operates approximately 27 miles of track, including 18 mainline miles, in Massachusetts. One of PVRR's lines runs north from Westfield, Mass., towards Southampton, Mass. The other line runs northeast from Westfield to Holyoke, Mass.

³ Public and confidential versions of the Purchase Agreement were filed with the verified notice. The confidential version was submitted under seal concurrently with a motion for protective order, which is addressed in a separate decision.

LLC; Camp Chase Rail, LLC; Chesapeake and Indiana Railroad, LLC; and Vermilion Valley Railroad Company LLC.⁴

MIP GP states that: (1) PVRP does not connect with any of the railroads that would be in the same corporate family following the transaction; (2) the proposed transaction is not part of a series of anticipated transactions that would connect PVRP with any railroad in its corporate family; and (3) the transaction does not involve a Class I rail carrier. Therefore, the proposed transaction is exempt from the prior approval requirements of 49 U.S.C. § 11323. See 49 C.F.R. § 1180.2(d)(2).

The earliest this transaction may be consummated is September 27, 2023, the effective date of the exemption (30 days after the verified notice was filed).

Under 49 U.S.C. § 10502(g), the Board may not use its exemption authority to relieve a rail carrier of its statutory obligation to protect the interests of its employees. However, 49 U.S.C. § 11326(c) does not provide for labor protection for transactions under 49 U.S.C. §§ 11324 and 11325 that involve only Class III rail carriers. Because this transaction involves Class III rail carriers only, the Board, under the statute, may not impose labor protective conditions for this transaction.

If the verified notice contains false or misleading information, the exemption is void ab initio. Petitions to revoke the exemption under 49 U.S.C. § 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the effectiveness of the exemption. Petitions to stay must be filed no later than September 20, 2023 (at least seven days before the exemption becomes effective).

⁴ See Macquarie Infrastructure Partners V GP, LLC—Control Exemption—Camp Chase Rail, Chesapeake & Ind. R.R., & Vermilion Valley R.R., FD 36685 (STB served Apr. 7, 2023).

All pleadings, referring to Docket No. FD 36720, should be filed with the Surface Transportation Board via e-filing on the Board's website or in writing addressed to 395 E Street, S.W., Washington, DC 20423-0001. In addition, a copy of each pleading must be served on MIP GP's representative, Terence M. Hynes, Sidley Austin LLP, 1501 K Street, N.W., Washington, DC 20005.

According to MIP GP, this action is categorically excluded from environmental review under 49 C.F.R. § 1105.6(c) and from historic preservation reporting requirements under 49 C.F.R. § 1105.8(b).

Board decisions and notices are available at www.stb.gov.

Decided: September 7, 2023.

By the Board, Mai T. Dinh, Director, Office of Proceedings.