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November 16, 2023

Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street SW
Washington, DC 20024

Re: Massachusetts Coastal Railroad, LLC
– Acquisition and Operation Exemption –
Bay Colony Railroad Corporation
Surface Transportation Board Finance Docket 36738

Dear Ms. Brown:

Enclosed for filing in the above referenced docket is a verified notice of exemption filed under 49 U.S.C. § 10902. The filing fee has been paid via pay.gov.

Sincerely,

A handwritten signature in blue ink that reads 'Justin J. Marks'.

Justin J. Marks
Counsel to Massachusetts Coastal Railroad, LLC

Enclosure

FILED
November 16, 2023
SURFACE
TRANSPORTATION BOARD

FEE RECEIVED
November 16, 2023
SURFACE
TRANSPORTATION BOARD

Before the
SURFACE TRANSPORTATION BOARD

STB Docket No. FD 36738

MASSACHUSETTS COASTAL RAILROAD, LLC
– ACQUISITION AND OPERATION EXEMPTION –
BAY COLONY RAILROAD CORPORATION

VERIFIED NOTICE OF EXEMPTION
UNDER 49 U.S.C. §10902

(includes color images)

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*Attorneys for Massachusetts Coastal
Railroad, LLC*

Dated: November 16, 2023

Before the
SURFACE TRANSPORTATION BOARD

STB Docket No. FD 36738

MASSACHUSETTS COASTAL RAILROAD, LLC
– ACQUISITION AND OPERATION EXEMPTION –
BAY COLONY RAILROAD CORPORATION

VERIFIED NOTICE OF EXEMPTION
UNDER 49 U.S.C. §10902

Massachusetts Coastal Railroad, LLC (“Mass Coastal”), a Class III railroad, files this Notice of Exemption under 49 U.S.C. § 10902 to exempt from regulation Mass Coastal’s acquisition from Bay Colony Railroad Corporation (“Bay Colony”), and the operation as a common carrier, of approximately 3.5 miles of rail line between the northeast side of the Framingham Secondary right of way in Medfield Junction (Milepost 0.0) and the end of the line in Millis (Milepost 3.4), together with a portion of the Dover Secondary beginning near BCLR Milepost 7.2 located at the south edge of Ice House Road and terminating at Milepost 7.3 at Medfield Junction (connection with Millis Branch) (the “Rail Line”) in Norfolk County, Massachusetts. Bay Colony has been operating the Rail Line, which is owned by the Massachusetts Bay Transportation Authority (“MBTA”), under a modified rail certificate.¹ Since 2005, Bay Colony has been operating the Rail Line pursuant to a retained freight rail easement (the “Easement”) that it acquired from CSX Transportation, Inc. and since 2006, a

¹ See *Bay Colony Railroad Corporation – Modified Rail Certificate – Certain Lines of Commonwealth of Massachusetts – Notice of Intent to Partially Terminate Service*, ICC Finance Docket No. 29963 (filed August 12, 2013), pp 3-4 and fn1 (confirming continued operation of the Millis Industrial Track and a portion of the Dover Secondary Track that comprise the Rail Line).

“new” trackage rights and operating agreement (the “Operating Agreement”) with MBTA. Mass Coastal will be acquiring an assignment of the Easement and the Operating Agreement. Mass Coastal believes that these interests are sufficient to justify a common carrier certificate under 49 U.S.C. §10902.²

A map of the Rail Line is included as Exhibit A.

Notice

In accordance with 49 C.F.R. §1150.43, Mass Coastal hereby provides the following information:

(a) The full name and address of Applicant: Mass Coastal Railroad, LLC, 200 Myles Standish Boulevard, Suite 3, Taunton, MA 02780.

(b) Applicant’s Representatives:

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² In 2005 there was a dispute between Bay Colony and MBTA over a planned termination of Bay Colony’s modified rail certificate. The matters were settled and Bay Colony and MBTA advised the Board that Bay Colony had acquired the Easement and entered into a new agreement with MBTA, and that they anticipated filing notices of exemption (for a common carrier certificate) with the Board. *Bay Colony Railroad Corporation – Petition for Declaratory Order*, STB Finance Docket No. 34698 (served July 11, 2006). Ultimately, Bay Colony decided not to do so and to continue to operate under the modified rail certificate, but the underlying rights remain. In any event, the Board’s modified rail certificate regulations provide that an operator has the option of applying for a common carrier certificate. 49 CFR §1150.21.

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(c) Mass Coastal has entered into an agreement with Bay Colony (the “Agreement”) under which Mass Coastal will acquire by assignment both the Easement and the Operating Agreement.

(d) The current operator of the Rail Line is Bay Colony.

(e) Brief Summary of the Proposed Transaction:

Mass Coastal is acquiring the Easement and Operating Agreement through assignments which together will provide Mass Coastal with the right to provide freight service on the Rail Line. The Rail Line is owned by MBTA subject to the Easement. The Rail Line is connected to the freight rail network through an interchange with CSXT.

(1) The name of the transferor is Bay Colony Railroad Corporation. The address of Bay Colony is c/o Seminole Gulf Railway, L.P., 4110 Centerpointe Drive, Suite 207, Fort Myers, FL 33916.

(2) Mass Coastal will consummate the transaction on or after the effective date of this Notice, thirty days after filing.

(3) The mileposts of the Rail Line are from the northeast side of the Framingham Secondary right of way in Medfield Junction (Milepost 0.0) and the end of the line in Millis (Milepost 3.4), together with a portion of the Dover Secondary beginning near BCLR Milepost 7.2 located at the south edge of Ice House Road and terminating at Milepost 7.3 at Medfield Junction (connection with Millis Branch).

(4) The total route miles to be acquired and operated is approximately 3.5 miles.

- (f) Attached as Exhibit A to this Notice of Exemption is a map of the Rail Line showing the general location of the Rail Line.
- (g) Mass Coastal certifies that its projected revenues as a result of the transaction will not exceed those that would qualify it as a Class III carrier.
- (h) Mass Coastal certifies that the Agreement does not include an interchange commitment.
- (i) In addition to the information set forth above, Mass Coastal certifies that its annual operating revenues after the transaction will not exceed \$5,000,000.

Labor Protection

Mass Coastal is a Class III carrier and pursuant to 49 U.S.C. §10902(d), approval of this transaction may not be subject to labor protection conditions.

Environmental and Historic Reports

Pursuant to 49 C.F.R. §1105.6(c)(2), no environmental documentation should be required because this proceeding involves authority for an agreement for acquisition that will allow for continued rail operations that will not exceed the thresholds established in 49 C.F.R. §1105.7(e)(4) or (5).

No historic report under 49 C.F.R. §1105.8(b)(1) should be required because the transaction merely involves a transfer of the Rail Line with no changes in the level of rail operations and further Board approval is required for Mass Coastal to abandon or discontinue service on the Rail Line. Mass Coastal has no plans to dispose of or alter properties subject to the Board's jurisdiction that are 50 years old or older.

Caption Summary

Attached hereto as Exhibit B is the caption summary required by 49 C.F.R. §1150.44.

Conclusion

Accordingly, Mass Coastal requests that the Board issue a notice allowing it to acquire the Rail Line effective 30 days after the date of filing of this notice of exemption.

Respectfully submitted,



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*Attorneys for Massachusetts Coastal Railroad,
LLC*

Dated: November 16, 2023

VERIFICATION

I hereby verify on behalf of Massachusetts Coastal, Railroad, LLC, under penalty of perjury, that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this Verification.

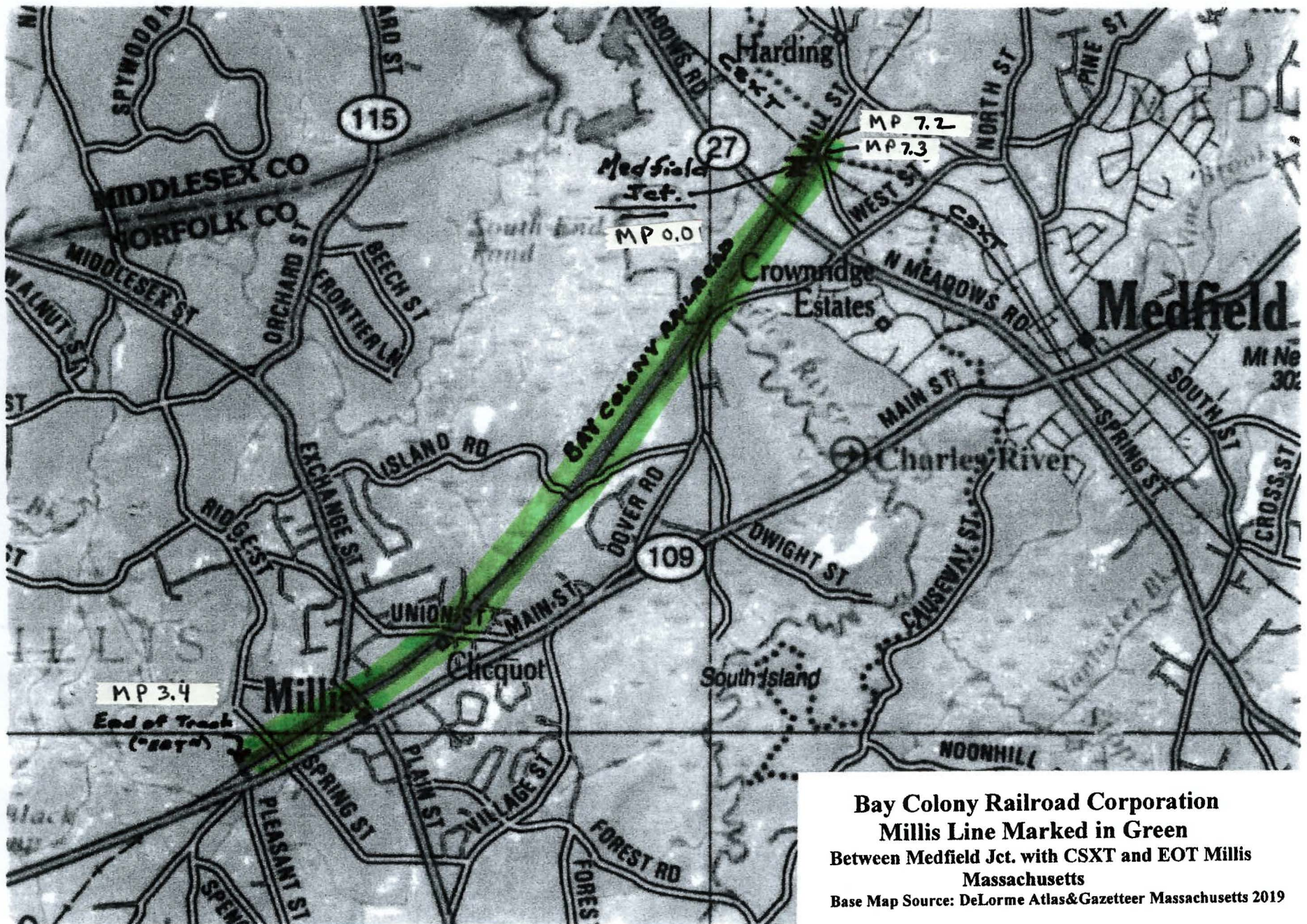
Executed on November 16th, 2023.



P. Christopher Podgurski, President

EXHIBIT A

MAP



Bay Colony Railroad Corporation
Millis Line Marked in Green
Between Medfield Jct. with CSXT and EOT Millis
Massachusetts
Base Map Source: DeLorme Atlas & Gazetteer Massachusetts 2019

EXHIBIT B

CAPTION SUMMARY

SURFACE TRANSPORTATION BOARD

Notice of Exemption

STB Docket No. FD 36738

**MASSACHUSETTS COASTAL RAILROAD, LLC
– ACQUISITION AND OPERATION EXEMPTION –
BAY COLONY RAILROAD CORPORATION**

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Comments must be filed with the Board and served on Mass Coastal’s representative, Justin Marks, Clark Hill, 1001 Pennsylvania Ave. N.W., Suite 1300 South, Washington, DC 20004, (202) 772 0916, jmarks@clarkhill.com.

The Notice is filed under 49 C.F.R. §1150.41. If the 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 transaction.

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

Decided: _____, 2023.

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