

EXHIBIT A



CSX Transportation
500 Water Street, J275
Jacksonville, FL 32202

December 16, 2021

Richard Straut
Mayor, Village of Voorheesville
29 Voorheesville Ave.
Voorheesville, NY 12186
mayor@villageofvoorheesville.com

Re: CSX Corporation and CSX Transportation, Inc., et al. –
Control and Merger – Pan Am Systems, Inc., et al.
Surface Transportation Board Docket No. FD 36472

Dear Mayor Straut:

CSX Transportation, Inc. (“CSXT”) and Norfolk Southern (“NSR”) enter into this letter agreement with the Village of Voorheesville (the “Village”) to resolve potential issues between the parties arising out of CSXT’s amended application currently pending before the Surface Transportation Board (“STB”) in the above-cited matter to acquire Pan Am Systems, Inc. and its various railroad subsidiaries, along with a directly related notice of exemption filed by NSR in a sub-docket to operate via trackage rights over CSXT’s Selkirk Subdivision between the Village and Worcester, MA (together with CSXT’s application, the “Proposed Transaction”). The Proposed Transaction, when consummated, would result in the rehabilitation of an existing rail connection between CSXT and NSR within the Village (the “NSR Connection”). In settlement of potential issues related to the Proposed Transaction, the parties agree as follows:

1. The following commitments are not contingent upon consummation of the Proposed Transaction:
 - a. CSXT represents and warrants that it will continue to cooperate and assist the Village and Albany County (the “County”) in the ongoing design and implementation of the County’s proposed Quiet Zone for the Voorheesville Avenue and South Main Street at-grade crossings over CSXT (the “CSXT Crossings”).
 - b. CSXT and NSR both agree to advance the survey and design work for the Quiet Zone project through the necessary survey and design work NSR will perform in connection with the Proposed Transaction, the NSR Connection and the existing at-grade crossing over NSR at South Main Street (the “NSR Crossing”). In particular,
 - i. NSR will, in connection with its design of the NSR Connection and Crossing, perform the topographical survey that the Village/County would otherwise need to perform for the Quiet Zone project.



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- ii. NSR will, in connection with its design of the NSR Connection and Crossing, perform the necessary design work to determine the roadway changes needed to accommodate the NSR Connection, the NSR Crossing and the Quiet Zone project. NSR expects this work to be completed by April 1, 2022.
 - iii. NSR will share the survey and design work with the Village/County to assist with their design of the roadway improvements related to the Quiet Zone project.
 - iv. CSXT and NSR commit to provide the Village/County with property interests/easements that may be required for S. Main St., Voorheesville Ave., Grove St., and Foundry Road to obtain state and/or federal funding for roadway and safety improvements necessitated by the NSR Connection and/or the Quiet Zone project.
 - c. CSXT confirms its commitment to safety and agrees to continue to take the reasonable steps necessary to address the Village's concerns relating to the falling of ballast from the existing CSXT overpass over Maple Avenue; and to work with the Village to accommodate cosmetic improvements to the exterior of the steel bridge structure and concrete bridge abutments.
2. In the event the Proposed Transaction is consummated and the NSR Connection is built:
- a. CSXT and NSR acknowledge the Village's preference that the Quiet Zone project include (either as part of the existing proposed Quiet Zone at the CSXT Crossings or as a standalone Quiet Zone) the NSR Crossing, which will be traversed by NSR trains upon consummation of the Proposed Transaction, and will cooperate and assist the Village/County in achieving this objective.
 - b. The Village understands that the final design and preliminary engineering for the Quiet Zone project is incomplete at this time, and that ultimate completion of the Quiet Zone project will be subject to final roadway and signal design requirements for both the CSXT Crossings and the NSR Crossing. CSXT and NSR will work with the Village and County to reduce the overall cost of the Quiet Zone project via construction synergies and additional cost savings, which will result from their incorporating the Quiet Zone project into the upgrades and necessary improvements they will be making to the rail lines within the Village. Based on currently available information, the parties do not anticipate major roadway modifications (including pedestrian walkways) will be required at either location. Assuming no major roadway modifications, and subject to the Village/County obtaining currently available public funding for the Quiet Zone project, the parties anticipate that the commitments set forth below will allow for installation of the necessary active warning device



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upgrades to complete the Quiet Zone project at the CSXT Crossings and NSR Crossing.

i. With respect to the CSXT Crossings:

1. Subject to the modifications and funding conditions referenced above, CSXT represents and warrants that it will perform the necessary improvements within CSX right-of-way to allow for completion of the Quiet Zone project at the CSXT Crossings, including installation of active grade crossing warning devices sufficient to obtain FRA approval for a Quiet Zone, at a cost equal to the order of magnitude cost estimate transmitted to the Village via letter dated August 10, 2016.

ii. With respect to the NSR Connection and NSR Crossing:

1. It is anticipated that the final design of the NSR Connection will require (subject to review and approval by NYSDOT and/or FRA) the installation of standard grade crossing warning devices and improvements to the highway alignment and profile at the NSR Crossing. Design of this work and installation of the standard grade crossing warning devices at the NSR Crossing will be at NSR expense, and will be configured so as not to preclude the establishment of a Quiet Zone at this location.
 2. NSR agrees to construct the roadway changes needed to accommodate any NSR Connection and NSR Crossing, at NSR's expense, and CSXT will perform design review of the roadway design at no expense to the Village/County.
 3. Additionally, NSR agrees to absorb up to \$125,000 of its project costs for work not described above but specifically related to implementation of the Quiet Zone project at the NSR crossing or for other railroad-related work at other NSR at-grade crossings within the Village.
- c. The Village will work with the County as needed to progress the Quiet Zone project toward completion. The Village understands that, in the event the County's final project design requires major roadway modifications, including pedestrian walkways (which in turn could impact CSXT and NSR's signal design), it will be responsible for obtaining any additional funding that may be required to complete the Quiet Zone project at either the CSXT Crossings or the NSR Crossings (or both, should the combined project qualify for one Quiet Zone), beyond the CSXT and NSR contributions described in 2(b) above.



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- d. The parties will work together in the design and construction of any necessary improvements, including any improvements agreed to herein, to minimize any potential impact on the Village.
 - e. CSXT and NSR represent and warrant that the Proposed Transaction, if consummated, will result generally in no more than two NSR revenue trains operating through the NSR Crossing per day, in accordance with the proposed Trackage Rights Agreement and the Notices of Exemption filed with regard to the Proposed Transaction. NSR agrees to stage its trains and to operate through the NSR Crossing in such a manner to minimize potential impacts on the Village. In addition, CSXT and NSR agree to meet with Village and County public safety personnel to discuss how best to address and accommodate any public safety challenges that may result from the reestablishment of the NSR Connection.
3. The Village agrees that consistent with the cooperation of the Village, CSXT and NSR on these issues, the change of the Village's position on previous issues of dispute, and in consideration of the representations, warranties and agreements of CSXT and NSR set forth herein, the Village will withdraw its prior opposition to the Proposed Transaction and its requests for conditions to the STB's approval of the Proposed Transaction.

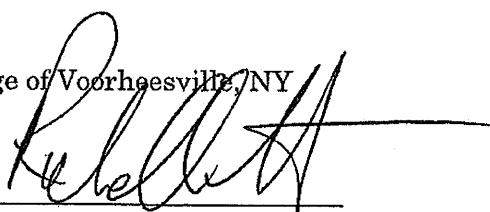
Sincerely,

Thomas J. Tisa
Head of Business Development
CSX Transportation, Inc.

Michael R. McClellan
VP Strategic Planning
Norfolk Southern Railway Company

AGREED TO:

Village of Voorheesville, NY

By: 

Richard Straut, Mayor