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May 29, 2018

VIA E-FILING

Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Re: Docket No. FD 36178, Metropolitan Council - Petition for Declaratory Order

Dear Ms. Brown:

In its decision served May 22, 2018 in this docket, the Surface Transportation Board ("Board") noted that it favored the resolution of disputes through the use of mediation, whenever possible, and requested the parties to inform the Board whether they were amenable to proceeding in that direction. Although counsel for Twin Cities & Western Railroad Company ("TCW") did not consult with Metropolitan Council ("Council") or Hennepin County Regional Railroad Authority ("HCRRA") before doing so, he sent a letter to the Board on May 23, 2018 indicating that TCW was willing to participate in a Board-sponsored mediation.

Before the Board's order the Council and HCRRA were discussing a mediation in Minnesota that would address all issues between the parties (including the case TCW brought in the U.S. District Court for the District of Minnesota on April 24, 2018). Nonetheless, the Council and HCRRA consulted with TCW and indicated their willingness to mediate this matter through the Board's mediation process, at a location to be determined, using a Board-appointed mediator, as long as the mediation terminates, at the option of either party by June 21, 2018. In addition, the Council and HCRRA advised TCW that the mediation should include all pending matters, including the litigation TCW initiated before the federal court in Minnesota in the hopes that the parties would be able to reach a full and final resolution that covers all matters in dispute.



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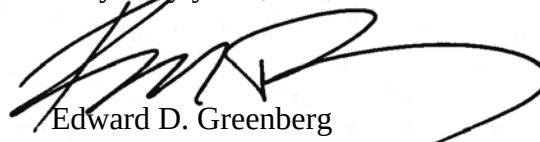
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between TCW, CP, the Council, and HCRRA. The Council and HCRRA also believe a traditional mediation format of shuttle diplomacy with no joint session, or only a short introductory one, is the best format for the mediation. TCW is agreeable to these terms (unilateral termination by either side by June 21, global resolution of all matters, traditional mediation format with parties in separate rooms). Finally, the Council requests the Board to confirm that the procedural dates set forth in the May 22, 2018 decision will continue in effect notwithstanding the pendency of any mediation.

For its part, the Council believes it is vitally important that the mediation be concluded on or before June 21, 2018. As the Board is aware, and as reflected in the Petition for Declaratory Order the Council filed in this proceeding, time is of the essence in this matter, as the Council and HCRRA need a decision by the Board by July 12 in order to avoid jeopardizing the SWLRT project. Accordingly, terminating the mediation on that date will hopefully motivate the parties and give the Board sufficient time to consider any outstanding issues, whether or not the mediation has been successful, that would permit these transactions to close and for the Southwest Light Rail Transit project to go forward.

I am authorized to represent that HCRRA agrees with this proposal.

Very truly yours,



Edward D. Greenberg
Attorney for Metropolitan Council

cc: Parties of Record