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April 24, 2018

VIA E-FILING

Cynthia T. Brown, Chief
Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington DC 20423-0001

Re: FD 36178, Metropolitan Council - Petition for Declaratory Order

Dear Ms. Brown:

Enclosed is the Initial Comments of Twin Cities & Western Railroad Company on The Metropolitan Council's Petition for Declaratory Order filed on April 4, 2018. If there are any questions about this matter, please contact me directly, either by telephone: (202) 663-7823 or by e-mail: wmullins@bakerandmiller.com.

Sincerely,



William A. Mullins

cc: Parties of Record

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FD 36178

METROPOLITAN COUNCIL – PETITION FOR DECLARATORY ORDER

**INITIAL COMMENTS OF TWIN CITIES & WESTERN RAILROAD COMPANY ON
THE METROPOLITAN COUNCIL’S PETITION FOR DECLARATORY ORDER**

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Dated: April 24, 2018

**Counsel for Twin Cities & Western
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SUMMARY OF ARGUMENT AND REQUESTED RELIEF

Twin Cities & Western Railroad Company (“TCW”) hereby files initial comments (“Initial Comments”) on the Petition for Declaratory Order (“Petition”) filed on April 4, 2018 by the Metropolitan Council (“Met Council”).¹ In the Petition, Met Council requests the Board to find that certain proposed transactions involving Met Council, Hennepin County Regional Railroad Authority (“HCRRA”) and Soo Line Railroad Company d/b/a Canadian Pacific (“CP”) (collectively, the “Transaction Parties”) would not require Surface Transportation Board (“Board or STB”) authorization and would not result in Met Council becoming a rail common carrier.²

Our preliminary review of the documents submitted by the Transaction Parties indicates that the transaction is not a standard State of Maine transaction. The involved transactions are

¹ By filing its request for a State of Maine, Department of Transportation – Acquisition and Operation Exemption – Maine Central R. Co., 8 I.C.C.2d 835 (1991) (“State of Maine”) determination as a petition for declaratory order rather than the more traditional two-step notice of exemption and motion to dismiss process, Met Council has intentionally avoided the Federal Register notice that would be published pursuant to 49 C.F.R. § 1150.42(b). It has also intentionally avoided the normal processes involved in resolving motions to dismiss, such as establishing a procedural schedule and allowing for discovery.

² The various railroad construction, rail relocation, and rail reconfiguration actions to be undertaken by the Transaction Parties, along with the various transfers of ownership and other actions that are described and set forth in the various agreements attached in this proceeding and in FD 36177 will be referred to as the “Project.”

far from ordinary, create significant legal issues, and are highly controversial. As such, the Board should outright dismiss the Petition for failure to structure the agreements in a manner that meets even the most basic State of Maine requirements. Failing that, the Board should hold the proceeding in abeyance pending resolution of TCW's proceeding before the District Court for the District of Minnesota ("District Court").

Met Council's and HCRRA's filings in FD 36177³ and in this docket precipitated TCW to file its actions against the Transaction Parties in the District Court.⁴ The District Court action seeks a finding that the various actions to be undertaken by the Transaction Parties are preempted under ICCTA because they would unreasonably burden or interfere with TCW's common carrier obligation and its existing and future ability to use its trackage rights to provide service to its shippers. The District Court action also seeks a finding that CP and HCRRA have breached their existing contracts with TCW by proposing to enter into various transaction agreements. A decision in the District Court proceeding could moot the Board's need to act.

Given the existence of the District Court proceeding, it is entirely consistent with Board precedent to hold off ruling on a declaratory order petition until the District Court proceeding is completed.⁵ However, if the Board does not dismiss the Petition outright or hold it in abeyance

³ In FD 36177, HCRRA filed a Notice of Exemption to acquire CP's common carrier obligation over the Bass Lake Spur. Hennepin County Regional Railroad Authority – Acquisition Exemption – In Hennepin County, Minnesota, FD 36177 (Filed Apr. 5, 2018) ("HCRRA's Notice"). Concurrent with these Initial Comments, TCW has petitioned the Board to reject that notice as being false and misleading.

⁴ See Exhibit A.

⁵ See Fillmore & Western Freight Service, LLC – Emergency Petition for Declaratory Order, FD 35813, slip op. at 2 (STB served Mar. 12, 2015). In that case, the Board was asked to decide whether 49 U.S.C. § 10501(b) preempted an entity's ability to terminate common carrier rights under a series of agreements at issue in two state court cases. The Board denied the petition and declined to initiate a proceeding because the issues raised should be resolved by the state court before the Board needed to act.

pending the District Court proceeding, at a minimum, the Board should establish a procedural schedule that provides for discovery and a full opportunity for the public to develop the record and provide comments prior to any Board ruling.

BACKGROUND

For almost a year, Met Council and TCW conducted extensive negotiations over Met Council's proposal to acquire and utilize the rights-of-way known as the Kenilworth Corridor and Bass Lake Spur in southwestern Hennepin County, Minnesota (referred to collectively as the "Subject Lines") for the construction and operation of the Project. Such negotiations were imperative because TCW, a Class III carrier, is the sole carrier providing freight rail service over those lines. TCW is the only access to the Twin Cities rail gateway for Minnesota and South Dakota shippers that are dependent on TCW's service.

To ensure that the Project as proposed would not unreasonably burden or interfere with rail transportation at present or in the future, TCW spent nearly a year negotiating agreements with Met Council to ensure that TCW's freight rail service would not be adversely impacted by Met Council's plans. Met Council and TCW negotiated agreements that would have provided for (1) Met Council's acquisition from HCRRA and CP of the right-of-ways and physical assets underlying the Kenilworth Corridor and the Bass Lake Spur; (2) transfer of a permanent, exclusive rail freight operating easement on the Subject Lines to TCW, the only rail carrier operating over the Subject Lines; and (3) the development of a comprehensive Construction Agreement and Operations and Maintenance Agreement between Met Council and TCW that assured the protection of rail freight service over the Subject Lines during the reconstruction, reconfiguration, and relocation phases of the Project. In good faith reliance on those negotiations and with Met Council's consent, TCW initiated regulatory proceedings at the Board for its

acquisition of the freight rail operating easements on the Kenilworth Corridor and Bass Lake Spur. See Twin Cities & Western Railroad Company – Acquisition Exemption – Lines of Soo Line Railroad Company, FD 36115 (Filed Aug. 21, 2017).

While some negotiations continued in the Fall of 2017, after about a five month period of silence, in March 2018, Met Council abruptly terminated negotiations with TCW and announced that the permanent and exclusive freight rail easement for the Bass Lake Spur would be transferred to HCRRA rather than TCW. Met Council's new intentions were conveyed to TCW in a letter dated March 8, 2018 that also unilaterally tendered a "settlement agreement" offer to TCW, and demanded a response by April 18th. Even before the April 18th response period set by Met Council expired, the Petition and HCRRA's Notice were filed at the Board. On April 13, 2018, TCW responded to Met Council's letter and declined the unilateral settlement offer.

The Project, as now proposed by Met Council, will require the relocation and reconstruction of nearly all existing rail trackage in the Kenilworth Corridor and much of the Bass Lake Spur, the elimination of a significant amount of side track critical to TCW's terminal operations, and the co-location of light rail ("LRT") and rail freight operations directly adjacent to TCW's freight operations in a shared corridor and without any protective crash barriers. To be clear, all of this is to happen over a four year period without any agreements between TCW and Met Council/HCRRA providing for shared use of the corridor by freight trains and LRT trains, for relocation and reconstruction of the Subject Lines used by TCW, or for the replacement of the miles of critical side track that Met Council plans to eliminate, relocate, or give to HCRRA for HCRRA's exclusive use. Indeed, TCW first saw the 1,300 pages of agreements between the Met Council, HCRRA and CP and the structure and details of the

Project, including the lack of any plans to protect TCW's existing operations, on April 4, 2018 when Met Council filed this Petition and HCRRA's Notice.

The alleged standard State of Maine claim by Met Council is illusory. Here, the Project is not a routine State of Maine situation. What Met Council and HCRRA are seeking in these concurrent proceedings is a State of Maine determination without the participation or concurrence of the only rail carrier conducting freight train operations on the Subject Lines -- TCW. As discussed in TCW's concurrently filed Petition To Reject Or Stay in FD 36177, it is also unprecedented in that the entity who is allegedly acquiring and maintaining the common carrier obligation, HCRRA, is not a carrier, does not provide any rail service, has never provided any rail service, has no plans to provide rail service, and has a complete exemption from Subtitle IV, including any obligation to provide common carrier service. It is further unprecedented that there are absolutely no agreements between TCW and the Met Council/HCRRA to govern the four-year construction, relocation, and realignment project to ensure that the proposed project does not unreasonably burden or interfere with TCW's common carrier obligation or its ability to provide service to its shippers. There are likewise no agreements regarding the future shared use of the Kenilworth Corridor and the Bass Lake Spur by freight trains and light rail transit.

Of course, Met Council did not reveal the aforementioned circumstances to the Board in its fourteen-page narrative in its Petition nor did it address the unprecedented nature of the Project. Such circumstances are likewise not mentioned in HCRRA's Notice submitted to the Board on April 5, 2018 to acquire the freight operating easement and common carrier obligation on the Bass Lake Spur from CP. Neither filing provides any identification or analysis of substantive provisions in the voluminous attached documentation that would address the actual

operational, economic and liability consequences that TCW and its shippers will suffer from the Project.⁶

It is important to recognize that while the Project's impact on HCRRA/CP may be minimal given that CP has not conducted common carrier traffic over the Subject Lines in over a decade and HCRRA has never provided any common carrier service nor has any plans to provide such service, the same cannot be said for TCW. TCW uses the Subject Lines many times a day and the Subject Lines are the only form of access to the Twin Cities rail gateway for the Minnesota and South Dakota shippers that are dependent on TCW's service. Obviously, a four-year relocation, realignment, and reconfiguration project for TCW's mainline is going to have substantial interference with TCW's service. How can it not? Given that there are no agreements with TCW to govern coordination, construction, maintenance, and future shared usage, clearly there will be substantial disruptions in TCW's service during the Project and without TCW's consent. It is for these reasons that TCW has sought a ruling by the District Court that Met Council's actions are preempted under ICCTA and that the contracts undertaken by HCRRA and Met Council breach the various existing Trackage Rights Agreements ("TRA") between CP and HCRRA.

⁶ Met Council blithely asserts that "the parties have carefully crafted the transaction to ensure that Met Council's construction activities and operations of the Project will not cause any undue interference with HCRRA's ability to respond to any request for common carrier freight service or TCWR's overhead operations pursuant to its trackage rights." See Petition at 7. The sole supporting citation for that proposition is a document that simply parrots the same platitude: Petition, Attachment 3, Exhibit C, Easement Agreement, § 7.2 (cited in Petition at 7, n.10.).

ARGUMENT

I. A DECISION IN TCW'S DISTRICT COURT ACTION COULD MOOT THE NEED FOR THE BOARD TO TAKE ACTION.

Under 5 U.S.C. § 554(e) and 49 U.S.C. § 1321, the Board may issue a declaratory order to terminate a controversy or to remove uncertainty. The Board has broad discretion to determine whether to issue a declaratory order. See Bos. & Me. Corp. v. Town of Ayer, 330 F.3d 12, 14 n.2 (1st Cir. 2003); Intercity Transp. Co. v. United States, 737 F.2d 103 (D.C. Cir. 1984); Delegation of Auth.—Declaratory Order Proceedings, 5 I.C.C. 2d 675, 675 (1989). However, when certain threshold questions need to be addressed and there is a pending state or federal court action seeking to address similar and related questions, the Board has the discretion to either dismiss the request outright or to hold the declaratory order proceeding in abeyance pending resolution of the threshold questions in the courts. See Soo Line Railroad Company – Petition for Declaratory Order, FD 36107 (STB served Aug. 10, 2017) (“Soo Line”).

As is discussed later, because this is not a standard State of Maine proceeding, the Board would be more than justified to deny the Petition outright at this time. However, if the Board is not inclined to do so, as it did in the Soo Line case, the Board should at a minimum hold this proceeding in abeyance because the questions to be answered and the record to be developed in the District Court proceeding could well moot the need for Board review at all. At a minimum, and if the Board decides to merely hold the Petition in abeyance rather than dismiss it outright, the record in the District Court proceeding will help the Board lay the foundation necessary for the Board to evaluate the Petition.

TCW seeks three primary findings in the Complaint proceeding pending before the District Court. First, a declaration that the actions proposed to be taken by HCRRA and Met Council are preempted under ICCTA because such actions would unreasonably interfere with

TCW's common carrier obligations. Second, that CP has breached its obligations under the 1991 TRA and the 1993 Supplemental Agreement because CP's performance under its new agreements with Met Council and HCRRA will result in a material interference with TCW's rights. Third, that by entering into the various agreements with CP and Met Council, HCRRA has breached its obligations under the 1998 TRA and 2002 Supplemental Agreement, which agreements gave TCW exclusive management, direction, and control of the Kenilworth Corridor.

TCW has attached the Complaint filed in the District Court as Exhibit A. TCW believes it will likely prevail on its claims. These claims are briefly summarized below in order to provide the Board with an understanding of the merits of those claims, and to show the Board that if TCW does prevail in the District Court proceeding, the Board would not need to act at all on the Petition. While the Board could address the preemption claim, and indeed TCW could have filed its own declaratory order petition with the Board seeking a ruling that Met Council's actions are preempted, the Board has noted several times that courts can address issues of preemption just as well as the Board.⁷ Furthermore, given that TCW has also brought breach of contract claims, which the Board does not resolve,⁸ it was logical for TCW to bring an action in District Court

⁷ City of Sammamish, Wash – Petition For Declaratory Order, FD 36161 (STB served Mar. 29, 2018) (noting that preemption issues can be decided either by the Board or the courts in the first instance, as both the Board and courts have concurrent jurisdiction to determine preemption); see also, Adrian & Blissfield R.R.--Pet. for Declaratory Order, FD 36148, slip op. at 4 (STB served Jan. 31, 2018); 14500 Ltd.--Pet. for Declaratory Order, FD 35788, slip op. at 2 (STB served June 5, 2014); CSX Transp., Inc.-- Pet. for Declaratory Order, FD 34662, slip op. at 8 (STB served May 3, 2005).

⁸ Indiana Harbor Belt Railroad Company – Trackage Rights – Consolidated Rail Corporation, CSX Transportation, Inc., and Norfolk Southern Railway Company, FD 36099, slip op. at 5 (STB served Mar. 14, 2017) (Noting that “the Board has consistently stated that contractual disputes are properly for courts to decide.”). This general principle is found over and over again in Board decisions. See, e.g., Canadian Pacific Railway Company, et al. – Control – Dakota, Minnesota & Eastern Railroad Corp., et al., FD 35081, slip op. at 7 (STB served May 7, 2009) (“The Board's policy is to refrain from interpreting or enforcing private contracts, leaving such

where both the preemption claim and the breach of contract claims could be resolved in one proceeding. Given the existence of the District Court proceeding, if the Board does not dismiss the Petition outright on the basis that this is not a standard State of Maine proceeding, the Board should not take any action to grant this Petition without the benefit of a District Court ruling, and certainly not without allowing the public and TCW to undertake discovery, analyze the facts, and develop the record further through additional comment.

A. TCW Is Likely To Prevail On Its Breach Of Contract Claims

TCW operates over the Bass Lake Spur pursuant to the Twin Cities TRA, which was executed on July 26, 1991. In 1991, as part of a transaction in which CP sold tracks west of the Tower E-14 to TCW, CP granted trackage rights on the Bass Lake Spur to TCW. Petition at 6. Presently, while CP holds a common carrier obligation on the Bass Lake Spur, it has not operated on that line for over a decade or more. In contrast, TCW operates over it daily. This line constitutes the critical route, along with the Kenilworth Corridor, connecting Minnesota and South Dakota shippers with Class I interchanges in the Twin Cities.

As noted, the Project as now proposed by Met Council will require the relocation, realignment, and reconstruction of nearly all existing rail trackage in the Kenilworth Corridor and much of the Bass Lake Spur. It also will result in the elimination of side tracks currently

issues to be resolved by the parties to the contract or in court.”); City of Peoria and the Village of Peoria Heights, Il – Adverse Discontinuance – Pioneer Industrial Railway Company, AB-878, slip op. at 6 (STB served Aug. 10, 2005) (noting in part that “the Board does not undertake to interpret or enforce operating agreements or contracts. . .”). The same principle applies with respect to the interpretation of TRA’s authorized by the Board. See, e.g., BNSF Railway Company – Trackage Rights Exemption – Union Pacific Railroad Company, FD 35601, slip op. at 5-6 (STB served Sept. 11, 2013); Indiana Northeastern Railroad Company – Change in Operators – Branch and St. Joseph Counties Rail Users Association, Inc. in Branch County, Michigan, FD 33760, slip op. at 4 (STB served Sept. 1, 1999); Iowa Interstate Railroad, LTD. – Lease and Operate – Exemption, FD 30554, 1984 ICC Lexis 240, at *12 (ICC served Sept. 28, 1984).

utilized by TCW in its daily operation. These side tracks are critical to TCW's terminal operations and are largely located within in the Bass Lake Spur. The Project is proposed to be undertaken without any concurrence of TCW and without TCW's inclusion in any of the planning, construction scheduling, or other necessary components.

During the course of the Project, and given that TCW is the only operating carrier over the Subject Lines, the lack of any agreement with TCW to govern coordination and cooperation with TCW's service is remarkable. TCW and its shippers were not consulted on the Project as currently structured. There are no agreements with TCW, its connecting carriers, or other impacted shortlines who also have freight that utilizes TCW regarding any of the service disruptions or track outages that will occur as a result of tracks being removed and realigned. This is why numerous shippers, public officials, and impacted carriers have already written to the Board, even before this filing, expressing significant concern that the Project will cause service and operational issues (See Exhibit B).⁹

Met Council offers empty assurances that things will continue via the status quo without interruptions in TCW's service, yet it provides no support for these assertions. Similarly, Met Council completely fails to explain how that is or to address critical threshold considerations necessary to demonstrate that the transactions encompassed in FD 36177 & FD 36178 would not unreasonably burden or interfere with TCW's operations and ability to fulfill its common carrier

⁹ On April 18, 2018, Met Council filed a letter in response to these letters. Counsel for Met Council stated that it did not intend to respond individually to each of the alleged form letters that it claimed were the result of efforts by TCW just yet. The April 18th letter asserted that collectively the shipper letters were "replete with significant factual and legal inaccuracies, not the least of which is their uniform assertion that there are 'no agreements in place with TCW on how freight service will be handled on' the rail lines at issue as part of the transactions discussed in the Petition." Of course, if that is the case, Met Council should not object to the Board, if it does not dismiss or hold this Petition in abeyance, setting a full procedural schedule so that all parties will have opportunity to present their legal and factual arguments.

obligation. None of its various filings or agreements address how TCW's operations can continue during the construction phase without service disruptions. They also do not address how TCW can continue its current operations and its current service to its shippers when the side tracks that it has used for over two and half decades are being removed.

It is true that neither CP nor HCRRA are seeking to terminate the 1991 TRA; however, as will be established through the development of the factual record in the District Court proceeding, the actions the Transaction Parties plan on taking in connection with the Project can only be accomplished by CP breaching its obligations under the 1991 TRA and the 1993 Supplemental Agreement. CP's performance under the new agreements with Met Council and HCRRA cannot, without an agreement with TCW, be undertaken without materially interfering with TCW's service to its shippers. Similarly, TCW will also show that HCRRA has breached its obligations under the 1998 TRA and 2002 Supplemental Agreement. These agreements gave TCW exclusive management, direction, and control of the Kenilworth Corridor, as well as responsibility for maintenance. Yet, the new agreements will interfere with TCW's rights.

The Project breaches CP's obligations under the 1991 TRA. For example, the Transaction Parties seeks to violate existing rights held by TCW to use side tracks and other tracks as part of its overhead trackage rights operation. For example, Section 2.1 of the new Real Estate Purchase Agreement proposed by the Transaction Parties states that Met Council will acquire the Bass Lake Spur, the Bass Lake Industrial Track and all improvements, subject to the rights retained or excluded by CP; this includes all of CP's rights, title and interest in railroad trackage (and the appurtenances thereto), buildings, and other improvements on the property (Pages 236-237 of the Petition PDF). Section 2.2 of the same agreement states that Met Council will enter into a Rail Freight Operating Easement to give HCRRA the exclusive right to use Bass Lake Spur,

including various side tracks. These are the same side tracks that TCW was given the right to use in the 1991 TRA (Pages 237 of the Petition PDF). In addition, many of the side tracks will be removed altogether.

What is not addressed or explained is how the removal of some of those tracks and the transfer of others to HCRRA's sole control and management will be reconciled with TCW's current operating rights and practices. Since 1991, TCW has had the right to use and has used portions of the CP owned side tracks in the Bass Lake Spur to provide common carrier service to its shippers (See Sections 1.2 and 2.1 of the 1991 TRA). CP is well aware of the fact that TCW has and continues to use these side tracks on a daily basis. CP has never objected to TCW's use of such tracks.

The proposed new agreements take away TCW's ability to use those tracks. CP now seeks to transfer a significant portion of those tracks and various other side tracks and improvements to Met Council. Met Council in turn will give HCRRA the exclusive right to use such tracks.¹⁰ The end result of the above transfers is that the Transaction Parties, particularly CP, has contracted to transfer its obligations under the 1991 TRA and the 1993 Supplemental Agreement from CP to Met Council to HCRRA without ensuring that TCW's contractual rights to use certain infrastructure (the side tracks) are preserved and without any consideration of TCW's existing service obligations and operating practices. Removal of those side tracks and the transfer of others to HCRRA will substantially interfere with TCW's current and future service. TCW simply cannot provide the same level of service without those tracks. Thus, the

¹⁰ Two maps produced in Petition show how some the Belt Line IT track will be transferred between the Transaction Parties. See Pages 259-260 of the Petition PDF. Blue prints and drawings produced by Met Council also show that certain side tracks will be removed for development purposes.

removal of those tracks not only breaches TCW's current contractual rights, but it will also result in a significant degradation of service and interference with TCW's ability to provide common carrier service.¹¹

Similarly, the Project breaches HCRRA's obligations under the 1998 TRA and 2002 Supplemental Agreement. For example, these agreements give TCW the contractual right for the exclusive management, direction and control of the Kenilworth Corridor. Under these circumstances, there is no means by which HCRRA and Met Council can undertake the project without TCW's consent unless HCRRA intends to breach its contractual obligations.

In addition, Section 2.1.1. of Exhibit 4 to the Petition - HCRRA Freight Rail Operating Easement and Consent to LRT (PDF Pages 231-234 of the Petition), one of Met Council's planned transaction documents produced in connection with the Petition, states that HCRRA hereby reserves and creates for itself a permanent, irrevocable, *exclusive*, transferable, and assignable HCRRA Freight Rail Operating Easement over and across the Easement Area and the Kenilworth Corridor Trackage for the provision of service as a rail carrier as that term is defined in 49 U.S.C. § 10102(5), subject to the provisions of the TRA as defined in Section 2.4. However, what is not disclosed is that TCW was granted a permanent easement in the Kenilworth Corridor in 1998, which cannot be terminated by HCRRA, except in accordance with the 1998 TRA (see Section 2.2). It is unclear how HCRRA can hold an *exclusive* easement over the Kenilworth Corridor when TCW already has an easement over that same property.

¹¹ One way of remedying the breach and resolving TCW's service concerns would be for Met Council to build replacement side tracks for TCW's use. While the negotiations over the past year included negotiations to do just that, as stated earlier, Met Council abruptly changed course in March 2018 and no longer plans to provide replacements tracks.

The Transaction Parties appear to be well aware that the Project will breach TCW's rights. In fact, interestingly enough, Met Council has actually indemnified the other parties involved with the transaction by agreeing to cover any liabilities arising from a violation of TCW's rights pursuant to the various TRA's. See Exhibit 4a: Real Estate Purchase Agreement, Section 2.4 – TCWR Indemnity (Pages 238-239 of the Petition PDF). Unfortunately, such indemnity provisions, while beneficial for HCRRA and CP, provide no remedies to shippers whose service will be significantly disrupted and does nothing to resolve TCW's operating concerns. The Transaction Parties' blatant and inexcusable disregard for TCW's rights and common carrier obligations form the underlying basis of TCW's claim against the Transaction Parties individually and/or collectively in the various counts brought against the Transaction Parties in the District Court.

This, of course, is not the proper forum to argue the merits of TCW's breach of contract claims. TCW briefly raises these issues above to illuminate to the Board that until a decision is made by the District Court, there is no reason for the Board to act. Indeed, the Board would be justified in dismissing the Petition outright. If the District Court rules that the contracts will be breached or the Project is preempted, there will likely be nothing further for the Board to do. Even if TCW loses in its District Court proceeding, the record developed by the District Court on the breach of contract claims and preemption claims would help the Board determine whether the transactions proposed in the Project should be authorized by the Board without TCW's consent under the State of Maine precedents.

B. TCW Is Likely To Prevail On Its Preemption Claim

TCW is not asking the Board to rule on its ICCTA preemption claims. Rather, those claims as well have been brought in the District Court proceeding. TCW's preemption claims

rest on the notion that the various agreements between Met Council and HCRRA will, without the consent and agreement of TCW, substantially and unreasonably interfere with TCW's common carrier service to its shippers. There are no agreements between TCW and Met Council/HCRRA providing for the future shared use of the corridor by freight trains and LRT trains, for relocation and reconstruction of the tracks that TCW uses, or for the replacement of the miles of critical side track that Met Council plans to eliminate. Given the absence of agreements with the only operating common carrier on the Subject Lines, the actions proposed in the Project will, as planned, unreasonably burden or interfere with TCW's common carrier obligation and its existing and future ability to use its overhead trackage rights to provide service to its shippers. The Project also contemplates the elimination, presumably through eminent domain, of TCW's easement in the Kenilworth Corridor.

The taking of (or infringement on) TCW's easement, which TCW uses for its rail operations, will be *per se* preempted.¹² But the various agreements between CP, Met Council, and HCRRA are also likely to be found preempted because it is those agreements that directly result in the disruption and interference of TCW's common carrier rights. See Petition of Union Pacific Railroad Company for Declaratory Order, FD 35960 (STB served Sept. 30, 2016) (Noting that there may be situations where the application or interpretation of a contract may be preempted because it unreasonably interferes with interstate commerce, especially if the state action would force a rail carrier off of property that it uses for transportation or results in the removal of assets from the interstate rail network); Pinelawn Cemetery – Petition for Declaratory Order, FD 35468 (STB served April 21, 2015) (holding that a landowner's application of state

¹² See e.g., Soo Line R. Co. v. City of St. Paul, 827 F. Supp. 2d 1017, 1022 (D. Minn. 2010); and Wisconsin Central Ltd. v. City of Marshfield, 160 F. Supp. 2d 1009, 1013 (W.D. Wis. 2000).

contract and property claims could completely cut off shippers and prevent the common carrier from carrying out its obligation to serve them and thus preemption applied); and California High-Speed Rail Authority – Petition for Declaratory Order, FD 35861 (STB served Dec. 12, 2014) (noting that a railroad’s agreements with state or local entities may be preempted if the agreements unreasonably interfere with interstate commerce or railroad operations.)

A favorable ruling on the preemption claim will moot the need for the Board to proceed at all on the Petition and would make HCRRA’s Notice request meaningless. There is no need to task the Board’s resources at this time to resolve any of these issues or the Petition when this dispute may in fact never need Board involvement at all.¹³ Accordingly, the Board should hold the petitioner’s requests for a declaratory order in abeyance pending a decision by the District Court on TCW’s preemption and breach of contract claims because a decision in that proceeding could moot the Board’s need to act.

II. A PRELIMINARY REVIEW OF THE DOCUMENTS INDICATES THAT THE PROJECT FAILS TO SATISFY THE STATE OF MAINE CRITERIA

In the short time TCW counsel has had to review the voluminous record and the numerous agreements,¹⁴ it is obvious that this is not a garden variety State of Maine transaction. In determining whether the conveyances of the underlying real estate meet the State of Maine requirements, the key consideration is whether the underlying documents give the acquiring

¹³ An additional reason for the Board to defer ruling on the State of Maine question is that a ruling on preemption (or referral to the Board) by the District Court on the merits of TCW’s preemption claim would help develop the record and help provide the foundation for any subsequent decision by the Board.

¹⁴ For several years, TCW had been represented by Fletcher & Sippel (“F&S”) during the negotiations, and with CP’s consent, as CP is a client of that firm. Unexpectedly, and concurrent with the Met Council and HCRRA filings, CP claimed that F&S could no longer represent TCW at the STB. This has required TCW to obtain new counsel, who has had less than two weeks to review a voluminous record and file this initial reply.

entity (Met Council) the ability to prevent the carrier with the common carrier obligation (which, in this case, should be viewed as TCW and not HCRRA) from meeting its common carrier obligations on the Line. See Atlanta Development Authority D/B/A Invest Atlanta and Atlanta Beltline, Inc. – Verified Petition for a Declaratory Order, FD 35991 (STB served Dec. 15, 2016) (“Atlanta Development Authority”); see also N.J. Transit Corp.—Acquis. Exemption—Norfolk S. Ry., FD 35638 slip op. at 3 (STB served Mar. 27, 2013); Mass. Dep’t of Transp.—Acquis. Exemption—Certain Assets of CSX Transp., Inc., FD 35312, slip op. at 8 (STB served May 3, 2010), aff’d sub nom. Bhd. of R.R. Signalmen v. STB, 638 F.3d 807 (D.C. Cir. 2011). Based upon our limited review, it already appears clear that the proposed agreement between Met Council and HCRRA will interfere with TCW’s common carrier obligation, if not outright prevent it from fulfilling those obligations.

A brief review indicates some of the more troubling aspects:

- The Rail Property Transfer Agreement filed by Met Council anticipates granting various easements in future transactions that could adversely affect TCW’s ability to honor its common carrier obligation. The same agreement anticipates HCRRA and Met Council entering into an Operations and Maintenance Agreement (“OMA”) for the Subject Lines. (See Rail Property Transfer Agreement, Article 3 Corridor Subdivision and Future Conveyances, PDF Page 29 of the Petition). Without any information concerning the terms of the OMA and its implications on TCW, it is impossible to determine the extent of control that Met Council will have on TCW’s operation rights and/or ability to provide common carrier service using its trackage rights. It also unclear as to whether there are any limitations on Met Council’s ability to grant easements to other parties that could unreasonably interfere with freight rail service. What is clear is that neither Met Council nor HCRRA have solicited TCW’s input on the OMA.
- Section 2.1.1. of Exhibit 4 - HCRRA Freight Rail Operating Easement and Consent to LRT (PDF Pages 231-234 of the Petition) states HCRRA hereby reserves and creates for itself a permanent, irrevocable, *exclusive*, transferable, and assignable HCRRA Freight Rail Operating Easement over and across the Easement Area and the Kenilworth Corridor Trackage for the provision of service as a rail carrier as that term is defined in 49 U.S.C. § 10102(5), subject to the provisions of the TRA as defined in Section 2.4. However, TCW was granted a permanent easement in the Kenilworth Corridor that could not be terminated unilaterally by HCRRA, except in accordance with the August 10, 1998 TRA (see Section 2.2). HCRRA fails to explain how it can hold an *exclusive* easement over the Kenilworth Corridor, given that TCW already holds an easement over the Kenilworth

Corridor that has not been terminated. Whether a rail carrier holds an exclusive freight easement over a rail corridor is a key consideration in a State of Maine transaction.

- Met Council, HCRRA, and TCW have not executed an operation agreement between TCW and Met Council/HCRRA providing for shared use of the corridor by freight trains and LRT trains, or a construction agreement to account for the unreasonable burdens and interference on freight rail transportation that will result from relocation and reconstruction of the tracks over which TCW has trackage rights. Given that Met Council anticipates that construction of the LRT could take four years and involves significant track modifications, TCW and its shippers are entitled to more than empty promises that freight rail service will be unaffected. In fact, the documents indicate that the Transaction Parties fully expect to breach their contractual obligations to TCW. The documents include provisions providing for Met Council to indemnify CP, HCRRA and Hennepin County for any violations, including common carrier violations. In addition, the Joint Powers Agreement appears to transfer responsibility to Met Council for administering on behalf of HCRRA the TRA's and HCRRA's performance of its common carrier obligation. In State of Maine transactions, another key consideration is whether the relevant agreements protect continued common carrier freight service. The transaction documents relied upon by Met Council and HCRRA in this proceeding provide no such protection to TCW's existing or future rail service. In fact, TCW has no contractual remedy under these agreements with respect to the Project's interference with its common carrier obligations.

To summarize, Met Council proposes the following to satisfy the State of Maine test: (1)

Met Council will own the underlying right-of-way and the physical assets comprising the Subject Lines with a State of Maine determination that it is not a carrier.. Nonetheless, it plans to manage and control HCRRA's common carrier obligation while at the same time indemnifying HCRRA from any common carrier violations; (2) HCRRA will hold the permanent rail freight easement on the Subject Lines and the common carrier obligation, but subject to Met Council's management and control. Yet, at the same time, possessing a Subtitle IV exemption from having to provide any common carrier service or meet any common carrier obligation; and (3) the Board should accept Met Council's word that TCW's operations on the Subject Lines will continue as normal, despite the fact that HCRRA and Met Council anticipate breaching numerous provisions in the 1991 and 1998 TRA's that govern TCW's ability to provide common carrier service over the Subject Lines and despite that the Project involves four years of construction without any

agreements with TCW.¹⁵ All of these concerns are further exacerbated due to Met Council's and HCRRA's failure to execute construction and operations agreements to ensure that TCW's existing common carrier obligation and its future ability to use its trackage rights is not disrupted or burdened.

As previously noted, what Met Council and HCRRA are seeking in these concurrent proceedings is unprecedented. They are seeking a State of Maine determination without the participation or concurrence of the only rail carrier conducting freight train operations on the Subject Lines.¹⁶ The entity who is not supposed to be able to interfere with a common carrier obligation in a standard State of Maine transaction (Met Council) is actually given the right to manage and control the common carrier, HCRRA. HCRRA, in turn, who is supposed to be responsible for the common carrier obligation, actually has no common carrier obligation due to the Subtitle IV exemption. The only common carrier, TCW, has no rights and no agreements. Yet, Met Council wants the Board to believe this is a standard State of Maine proceeding. It is not and the Board should not treat it as such.

CONCLUSION

TCW respectfully requests that the Board dismiss the Petition for failure to structure the Project agreements in a manner to meet even the most minimum requirements for a successful State of Maine transaction. Alternatively, the Board should hold the proceeding in abeyance

¹⁵ See Exhibit 4a: Real Estate Purchase Agreement, Section 2.4 – TCWR Indemnity (Pages 238-239 of the Petition PDF).

¹⁶ Counsel for TCW is unaware of any instance in which the Board has made a State of Maine finding over the objections of the only common carrier providing rail freight service on the line at issue. Cf. Metro Regional Transit Authority – Acquisition Exemption – CSX Transportation, Inc., FD 33838 (STB served Oct. 10, 2003) at 4 (Board proceeded to State of Maine determination after serving freight railroad withdrew its opposition and indicated that its agreement with the public transit authority had resolved its concerns).

pending a decision by the District Court on TCW's preemption and breach of contract claims. The District Court record could provide the Board much of the information it needs to properly evaluate the Petition. However, if the Board is disinclined to either dismiss the proceeding or hold the Petition in abeyance pending a decision by the District Court, the Board should, at a minimum, set a procedural schedule to allow for public comment, discovery, development of a complete record, and a deeper analysis of both proposed transactions. In similar situations in the past, the Board has followed that precise course of action.¹⁷

Respectfully submitted,



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April 24, 2018

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Company

¹⁷ See e.g., City and County of Denver – Acquisition Exemption – Western Stock Show Association in the City and County of Denver, Co, FD 36157 (STB served Mar. 23, 2018) (asking for additional information in a complicated case that was filed as a “typical” State of Maine transaction); see also State of Maine – Acquisition Exemption – Certain Assets of St. Lawrence & Atlantic Railway Co., FD 35018 (STB served June 20, 2007). While the Board appears to be reluctant to allow discovery in a declaratory order proceeding absent a court referral, the Board has made exceptions when additional evidence is necessary for the Board to decide the matter presented. See Denver & Rio Grande Railway Historical Foundation D/B/A Denver & Rio Grande Railroad, L.L.C. – Petition for a Declaratory Order, FD 35496 (STB served Apr. 30, 2012) (granting Respondents’ joint motion to compel discovery).

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a copy of the foregoing Initial Comments of Twin Cities & Western Railroad Company on The Metropolitan Council's Petition for Declaratory Order, by mailing copies of the Initial Comments via prepaid first class mail to all parties of record in this proceeding or by more expeditious means of delivery.

Dated at Washington, D.C. on this 24th day of April, 2018.



William A. Mullins
Counsel for Twin Cities & Western Railroad
Company

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FD 36178

METROPOLITAN COUNCIL – PETITION FOR DECLARATORY ORDER

**INITIAL COMMENTS OF TWIN CITIES & WESTERN RAILROAD COMPANY ON
THE METROPOLITAN COUNCIL’S PETITION FOR DECLARATORY ORDER**

EXHIBIT A

UNITED STATES DISTRICT COURT
DISTRICT OF MINNESOTA

TWIN CITIES & WESTERN
RAILROAD COMPANY,

Court File No. _____

Plaintiff,

v.

COMPLAINT

METROPOLITAN COUNCIL,
HENNEPIN COUNTY REGIONAL
RAILROAD AUTHORITY, AND SOO
LINE RAILROAD COMPANY D/B/A
CANADIAN PACIFIC RAILWAY,

Defendant.

For its Complaint against Defendants Metropolitan Council (“Met Council”), Hennepin County Regional Railroad Authority (“HCRRA”), and Soo Line Railroad Company d/b/a Canadian Pacific Railway (“CP”), (collectively, “Defendants”), Plaintiff Twin Cities & Western Railroad Company (“TCW”) states and alleges as follows:

INTRODUCTION

1. TCW provides a gateway for Minnesota’s farmers and manufacturers to world markets. It does so by operating the largest shortline railroad in Minnesota, connecting some of the most productive agricultural counties with the Class I railroads in the Twin Cities. The Southwest Light Rail Transit project, under agreements proposed to be entered into and performed by the Defendants, will substantially and unreasonably interfere with TCW’s ability to provide rail common carrier service to its shippers by significantly changing the alignment, track capacity, and current operating structure of

the Bass Lake Spur and Kenilworth Corridor, which TCW uses to operate its railroad as a common carrier. The Interstate Commerce Commission Termination Act of 1995, 49 U.S.C. § 10501(b), prohibits local and state governments from regulating freight railroad transportation as Defendants are attempting to do. To protect its rights and ensure TCW can continue to serve shippers in eastern South Dakota and central and western Minnesota and bring their freight to the St. Paul rail yards, TCW brings this action.

PARTIES AND JURISDICTION

2. Plaintiff TCW is a Minnesota corporation with its principal place of business in Minnesota.

3. Defendant Met Council is a public corporation and political subdivision of the state, organized under Minn. Stat. Ch. 473.

4. Defendant HCRRA is a political subdivision and local government unit of Minnesota, organized under Minn. Stat. Ch. 398A.

5. Defendant CP is a Minnesota corporation with its principal place of business in Minnesota.

6. This Court has subject matter jurisdiction because of the Court's federal question jurisdiction under 28 U.S.C. § 1331. The Court has supplemental jurisdiction over TCW's state law claims.

BACKGROUND

7. TCW's line runs from Milbank, South Dakota, east across the state of Minnesota to the St. Paul rail yards, where it interchanges freight with the Nation's Class I railroads, such as BNSF Railway Company. This ability to interchange with Class I

railroads gives TCW's shippers and customers access to the interstate freight network throughout the United States.

I. TCW ACQUIRED ITS TRACK FROM CP.

8. TCW got its start in 1991 when it purchased track from CP¹ pursuant to a May 7, 1991 Asset Purchase Agreement between TCW and CP (the "1991 Purchase Agreement") and became a "common carrier" pursuant to the authority of the Interstate Commerce Commission ("ICC") (now the Surface Transportation Board ("STB")).

9. As a common carrier, TCW is required to provide rail service at reasonable rates and upon reasonable request by any person. TCW's common carrier status comes with numerous other federal law rights and obligations as well. *See* 49 U.S.C. Subtitle IV – Interstate Transportation.

10. The 1991 Purchase Agreement included the rail from Appleton, Minnesota to Minnetonka, Minnesota. In order to accomplish TCW's goal of accessing the Twin Cities market to the east, the 1991 Purchase Agreement between TCW and CP also required that the parties enter into a Twin Cities Trackage Rights Agreement, which was Appendix 1 to the 1991 Purchase Agreement.

¹ The Soo Line Railroad Company was the seller of the 143.87 miles of track to TCW in 1991. Later, in the mid-1990s after TCW was formed, Canadian Pacific, who was already the majority shareholder of the Soo Line Railroad Company, acquired the non-CP-owned shares. Today, Soo Line Railroad Company operates as Soo Line d/b/a Canadian Pacific.

11. Generally, a trackage rights agreement is an agreement between railroad companies whereby the owner of tracks grants another railroad company some use of those tracks.

12. The trackage rights agreement was entered into by the parties on July 26, 1991 (the “1991 Trackage Agreement”). Under Section 1.3 of the 1991 Trackage Agreement, CP granted TCW “nonexclusive rights to use the Subject Trackage for the operation of its freight trains and the locomotives and cabooses of said trains.”

13. Section 1.2 of the 1991 Trackage Agreement broadly defined the Subject Trackage to include “*all* of [CP’s] trackage, track connections, facilities and appurtenances, signals and switches . . .” (emphasis added). Trackage includes side tracks.

14. Railroad side tracks are a type of parallel secondary track, adjacent to the main track, used by railroads to sort, stage, block, switch and park railcars and trains to allow for other railroad operations.

15. As part of the 1991 Trackage Agreement, CP agreed to not take action that would “materially interfere” with TCW’s right to use the Subject Trackage. 1991 Trackage Agreement, Section 2.1.

16. The acquisition of trackage rights was authorized by the ICC, the predecessor to the STB, which resulted in TCW having common carrier rights and obligations over the Subject Trackage (as that term is defined in the 1991 Trackage Rights Agreement).

A. The Trackage Rights Obtained by TCW Include the Bass Lake Spur.

17. Included in the trackage rights acquired by TCW are rights to use the Bass Lake Spur, which has been used by TCW as a common carrier for almost 27 years.

18. The Bass Lake Spur consists of 6.2 miles of railroad, including more than 16,000 feet of side tracks located in southwestern Hennepin County running from Minneapolis to the suburb of Minnetonka.

19. The side tracks on the Bass Lake Spur are necessary for TCW to allow for trains to pass one another and to sort rail cars to and from St. Paul. Without access to the Bass Lake Spur side tracks, TCW will be materially injured in its functioning as a common carrier, because (a) it will be unable to sort, stage, block, switch or park railcars, (b) it will be unable to park a train with locomotives when the receiving railroad in St. Paul or a shipper's facility cannot accept the train, and (c) it will be unable to park a train and clear the mainline to allow another train to proceed.

B. The Merriam Park Line was Sold and TCW Obtained Alternate Routes.

20. Part of the trackage rights that TCW obtained in the 1991 Trackage Agreement is the right to use what was referred to as the Merriam Park Line. Under Section 1.3(d) of the 1991 Trackage Agreement, TCW has "the right to use that portion of the Merriam Park Line between Tower E-14 and Milepost 427 for setting out, picking up and switching of cars; [TCW] shall have the right to use other parts of the Subject Trackage as necessary from time to time for purposes of setout, pickup and switching, only with the prior consent of [CP]." Anticipating the sale of the Merriam Park Line, the

1991 Trackage Agreement provided that while CP could abandon or sell any portion of the Merriam Park Line, CP must then “secure . . . [an] alternate route [sic] for [TCW]” 1991 Trackage Agreement, Section 8.2

21. In 1992, CP sold a portion of the Merriam Park Line to HCRRA. Pursuant to the 1991 Agreement, trackage rights agreements for alternate routes were obtained for TCW.

22. TCW and CP entered into a supplemental agreement in July of 1993 regarding the trackage rights agreements for the alternate routes (the “1993 Supplemental Agreement”). Section 7 of the 1993 Supplemental Agreement states that “[CP’s] obligation under Section 8.2 of the [1991 Trackage Agreement] to provide TCW with an alternative route to St. Paul Yard . . . shall be and are ongoing obligations. In the event that . . . operations over the Alternate Route are materially adversely affected by acts or omissions of parties other than TCW, [CP] shall have the obligation under Section 8.2 [of the 1991 Agreement] to provide TCW a replacement route to St Paul Yard”

C. TCW Acquired Trackage Rights in the Kenilworth Corridor, Including the Exclusive Right to “Manage, Direct, and Control[.]”

23. TCW continued to operate over the portion of the Merriam Park Line that was sold to HCRRA until 1998 when it became necessary to switch to the alternative route which had been rehabilitated to allow for freight rail traffic.

24. On or about March 10, 1998, CP filed a petition with the STB for an exemption to abandon its Hiawatha/Cedar avenue wye, the effect of which would sever TCW’s route along the Merriam Park Line to St. Paul.

25. A “wye” is a triangular joining arrangement of three rail lines with a railroad switch at each corner. A wye allows a train to pass from one line to another line.

26. In order to adjust to the abandonment of CP’s Hiawatha/Cedar Avenue wye, in August of 1998, TCW, CP, and HCRRA entered into a trackage rights agreement (the “1998 Trackage Agreement”) related to the Kenilworth Corridor and granting TCW non-exclusive rights to conduct railroad operations over the rail lines in the Kenilworth Corridor.

27. The Kenilworth Corridor is a railroad right-of-way approximately 2.5 miles long that runs from the east end of the Bass Lake Spur near the border of Minneapolis and St. Louis Park north and east between Lake of the Isles and Cedar Lake until it connects to the BNSF Wayzata subdivision at Cedar Lake Junction. The Kenilworth Corridor narrows to approximately 27 feet wide near Cedar Lake in Minneapolis. The Kenilworth Corridor was and is owned by HCRRA.

28. In addition to trackage rights, the 1998 Trackage Agreement provides TCW with the exclusive managerial role over the Kenilworth Corridor. Section 4.1 of the 1998 Trackage Agreement grants TCW “the exclusive management, direction and control of the Rail Corridor, including the obligation to dispatch rail traffic, at its sole cost and expense.” Section 4.2(1) provides that “TCW shall perform all construction, derailment and wreck clearing, maintenance, repair and renewal of the Trackage” with HCRRA reimbursing TCW for costs, as outlined in Section 4.3.

29. Under Section 4.3 of the 1998 Trackage Agreement, HCRRA agreed that if the payments were ever “not sufficient to permit the safe and continued operation of the rail line, the additional maintenance and repair costs will be borne by [HCRRA].”

30. As part of the 1998 Trackage Agreement, HCRRA granted TCW a railroad easement throughout the Kenilworth Corridor. That permanent easement “may not be terminated by [HCRRA], except in accordance with [the 1998 Trackage Agreement]” under Section 5.1 and the terms of the easement are synonymous with the 1998 Trackage Agreement.

31. The 1998 Trackage Agreement was authorized by the STB.

32. After HCRRA’s purchase of additional rail from CP in 2002, HCRRA, CP, and TCW entered into an agreement to supplement the 1998 Trackage Agreement to include the additional rail (the “2002 Supplemental Agreement”).

33. Because TCW is a carrier subject to the STB’s jurisdiction over this trackage, TCW has common carrier rights and obligations over it, including in the Kenilworth Corridor.

II. THE SOUTHWEST LIGHT RAIL TRANSIT PROJECT, AS PROPOSED, WILL INTERFERE WITH TCW’S RIGHTS.

34. The Southwest Light Rail Transit project (the “Plan”), also known as the METRO Green Line Extension (“SWLRT”), is a proposed light rail line on a route from downtown Minneapolis through the communities of St. Louis Park, Hopkins, Minnetonka, and Eden Prairie. The light rail line, for much of its length, will be built within the existing freight rail right-of-way which is part of TCW’s route from eastern

South Dakota and western Minnesota to St. Paul, including the Kenilworth Corridor and the Bass Lake Spur.

35. This route – through the Bass Lake Spur and the Kenilworth Corridor is TCW's only route to interchange in the St. Paul rail yards. No reasonable alternative is currently available.

36. The Plan will interfere with TCW's rights and responsibilities as a common carrier. Specifically, the Plan will substantially and unreasonably interfere with TCW's ability to provide rail common carrier service to its shippers by significantly changing the alignment, track capacity, and current operating structure in both the Kenilworth Corridor and the Bass Lake Spur and by removing critical side tracks on the Bass Lake Spur that are vital to TCW's common carrier service.

A. The Parties Entered into Negotiations to Address the Plan's Interference with TCW.

37. In connection with the formation of the Plan and in recognition of the contemplated impact on TCW and the need for TCW to relinquish rights under existing agreements, Defendants entered into negotiations with TCW. During the negotiations, the parties contemplated that TCW would continue its common carrier responsibilities over the lines. The parties also discussed additional agreements addressing the interference with TCW's operations resulting from the four-year construction and realignment project and to resolve concerns regarding the permanent removal and relocation of most of the side tracks. These agreements would have met Defendants' obligations under prior agreements and would have allowed TCW to continue its

operations without unreasonable interference with TCW's common carrier obligations to its shippers.

38. Defendants proposed that, as the only operating railroad in the corridor, TCW would acquire additional rights and obligations over the involved rail lines. The proposed agreement also involved negotiated construction, relocation, maintenance, liability, indemnity and insurance terms and conditions so as to limit the impact of the Plan on TCW's shippers.

39. Because the parties were close to ready a final agreement, TCW submitted its labor certification to the STB on August 21, 2017, in advance of submitting the planned notice of exemption for its acquisition of additional rights and obligations over the involved rail lines.

B. Defendants Ceased Negotiations.

40. TCW sent Met Council a letter on September 29, 2017, outlining five areas yet to be agreed upon, and a path towards achieving agreement. After five months of silence, on March 8, 2018, Met Council sent a proposed settlement demand which would eliminate TCW's ability to meet its common carrier obligations. TCW had no choice but to reject the proposed settlement demand, which it formally did on April 13, 2018.

41. Defendants attempted an end-run around TCW's common carrier obligations and rights by negotiating and proposing agreements with each other that would result in (a) Met Council purchasing the Bass Lake Spur and Kenilworth land and physical rail assets from CP and HCRRA, (b) entering into agreements related to the acquired rail assets, and (c) petitioning the STB to provide HCRRA with the common

carrier rights on both the Bass Lake Spur and the Kenilworth Corridor. HCRRA's rights would be in addition to TCW's common carrier rights on those same lines.

42. Met Council has the power of eminent domain and, on information and belief, elected to purchase CP's rail assets in lieu of condemnation. Met Council Resolution No. 2016-28 authorizes the acquisition and condemnation of all real property necessary. Upon information and belief, TCW's easement in the Kenilworth Corridor is located in the project plan and project work maps. The Plan will infringe upon and interfere with TCW's easement rights.

C. The Plan Violates TCW's Rights.

43. The Plan will require (a) the removal or relocation of almost all existing rail trackage in the Kenilworth Corridor and a significant portion of the Bass Lake Spur, (b) the elimination of approximately 16,000 feet of side tracks critical to TCW's common carrier operations, (c) the location of two new light rail transit tracks and new rail freight tracks in close proximity and directly adjacent to each other in the shared corridor, and (d) the construction of an underground tunnel for a portion of the light rail tracks. The Plan does not include building a crash barrier wall of any type along the Kenilworth Corridor or Bass Lake Spur between the freight rail track and the light rail tracks. This is in sharp contrast to BNSF's Wayzata subdivision immediately north of the Kenilworth Corridor where Met Council plans to build a ten-foot high concrete crash barrier wall between its light rail tracks and BNSF freight tracks.

44. Defendants plan to enter into a Real Estate Purchase Agreement that includes the purchase of the Bass Lake Spur by Met Council and provides HCRRA with

the exclusive right to use any remaining side tracks that are not removed (“Defendants’ Planned Purchase Agreement”). TCW has had a contractual right to use these side tracks and has used them daily since 1991.

45. Defendants also plan to enter into a new HCRRA Freight Rail Operating Easement and Consent to LRT, (“Defendants’ Planned Operating Agreement”). In Section 2.1.1 of Defendants’ Planned Operating Agreement, HCRRA reserved to itself the exclusive right to provide service as a rail carrier. This is inconsistent with the 1998 Trackage Agreement granting the exclusive rights in the Kenilworth Corridor to TCW. Two entities cannot both have exclusive control.

46. Under Defendant’s Plan, HCRRA would assume the common carrier obligations on the Bass Lake Spur and the Kenilworth Corridor. HCRRA, however, is not a rail carrier with common carrier obligations and rights. It does not meet the definition of “rail carrier” under 49 U.S.C. §10102(5) because it does not “provide common carrier railroad transportation for compensation.” Instead, HCRRA’s website states it “was established as a separate political entity to plan, design and implement light rail transit in Hennepin County.” <https://www.hennepin.us/your-government/leadership/rra>. In prior proceedings before the ICC, HCRRA claimed it was not a carrier and did not want to be a common carrier. In response, the ICC denied HCRRA’s request and treated HCRRA as a carrier for the purchase of its acquisition of the Kenilworth Corridor, but in the same decision exempted HCRRA from the duties of a common carrier. In its current filings with the STB, HCRRA now says it is a common

carrier. It does not acknowledge that it is exempt from the requirements of Subtitle IV to provide common carrier service.

47. HCRRA has never operated as a carrier. It has no experience or knowledge to perform the activities of a common carrier such as dispatching trains, flagging, track maintenance and inspection, and signal operations. Upon information and belief, HCRRA has no interchange agreements with any common carrier. There are currently no local customers along the Bass Lake Spur and Kenilworth Corridor who request common carrier service. If there was a request for rail service in the future, HCRRA would have no ability to provide the requesting party with common carrier service, as HCRRA has no locomotives, cars, or track maintenance equipment.

48. HCRRA's own actions show that it is has no interest in fulfilling common carrier obligations and has no interest in providing freight service or developing freight rail transportation through the Kenilworth Corridor and the Bass Lake Spur. In fact, HCRRA has demonstrated a hostile attitude towards rail freight transportation. For example, in October 2014, HCRRA and the City of Minneapolis entered into a Memorandum of Understanding ("MOU"). The MOU commits HCRRA to making efforts to specifically prohibit TCW and CP from admitting additional railroads and to limit TCW's ability to extend or expand railroad use. MOU at 3, ¶¶ 1 & 2. The MOU provides that the HCRRA Board passed a resolution specifically stating that "HCRRA's conveyance of property interests for the light rail project *must assure that HCRRA is relieved of all obligations, liabilities or risks for freight rail or light rail in the corridor.*"

MOU at 2, ¶ 1 (emphasis added). These are not the actions of an entity that is committed to fulfilling a common carrier obligation.

49. Unlike HCRRA, TCW *is* an operating common carrier with corresponding obligations and rights on the Kenilworth Corridor and the Bass Lake Spur. If the proposed transactions move forward, HCRRA has no agreement with TCW guaranteeing that TCW can fulfill its common carrier obligations to its shippers. The Plan will result in tracks being taken out of service, line embargoes, service delays, line relocations, line reconstructions, and disruptions in TCW's overhead trackage rights and its ability to provide services to its shippers and interchange with its connecting carriers. The Plan will also result in the taking of TCW's easement in the Kenilworth Corridor and the abrogation of the 1998 Trackage Agreement, resulting in termination of the rights granted by the STB. These actions will substantially and unreasonably interfere with TCW's common carrier rights and obligations to its shippers.

50. Defendants also plan to enter into a new Bass Lake Spur Freight Rail Easement Agreement ("Defendants' Planned Bass Lake Spur Agreement," along with Defendants' Planned Purchase Agreement, Defendants' Planned Operating Agreement, and any other agreements among Defendants, or any two of Defendants, related to the Plan, collectively "Defendants' Planned Agreements") includes a permanent and exclusive easement for HCRRA in the Bass Lake Spur.

51. While Defendants' Planned Agreements contemplate TCW continuing to have overhead trackage rights on the Bass Lake Spur, Defendants' Planned Agreements will cause substantial service disruptions during the four-year construction period and

will take away TCW's rights to use the associated Bass Lake Spur side tracks. This is not only an interference with TCW's common carrier obligations and rights, these actions will also violate the 1991 Trackage Agreement.

52. In the Bass Lake Spur, the Plan proposes to remove most of the side tracks and not replace them. Other side tracks will be relocated or reconfigured. Those that remain will be given to HCRRA for its exclusive control. The removal of any of the existing side tracks will unreasonably interfere with TCW's current common carrier operations and cause damage to TCW.

53. The overall scheme of realignment and relocation of parts of the Bass Lake Spur and the Kenilworth Corridor without an agreement with TCW will cause substantial interference with TCW's overhead operating rights and its provision of common carrier service for customers who rely upon TCW for rail freight service.

54. Defendants are aware that the Plan is inconsistent with TCW's contractual and common carrier rights. Under Section 2.4 of Defendants' Planned Purchase Agreement, Met Council has agreed to indemnify CP for breaching various agreements, including the 1991 Trackage Agreement and the 1998 Trackage Agreement:

2.4 TCWR INDEMNITY

In addition to the indemnity provided by Section 5.4 below, [Met Council] agrees to indemnify, hold harmless and defend [CP] and its respective directors, officers, stockholders, employees, divisions, agents, affiliates, subsidiaries, predecessors, successors and assigns, ([CP] and the forgoing are referred to as the "Seller Indemnitees", all of which shall be third party beneficiaries) for, from and against any and all actual or threatened liabilities, suits, claims, counterclaims, causes of action, or demands, related to the Claims (as

defined below) asserted, brought, made or arising at or after Closing (regardless if any such Claim relates to pre-Closing or post-Closing matters or both) and asserted, brought or made by Twin Cities and Western Railroad or its directors, officers, stockholders, employees, divisions, agents, affiliates, subsidiaries or, successors and assigns (“**TCWR**”), together with any and all related penalties, obligations, fines, judgments, arbitration awards, damages, consequential damages, incidental damages, special or indirect damages, punitive damages (to the extent permitted by law), amounts paid or payable in settlement, including any interest, losses, costs, and Expenses of every kind.

“Claims”, as used in this Section 2.4, means actual or threatened liabilities, suits, claims, counterclaims, causes of action, or demands directly or indirectly arising out of resulting from or relating to the following:

- A. this Real Estate Purchase Agreement;
- B. the Freight Easement Agreement;
- C. the Freight Rights;
- D. the Connecting Track Agreement appended as Exhibit H;
- E. the future track construction described in Section 2.3;
- F. the Twin Cities Trackage Rights Agreement between Seller and TCWR dated July 26, 1991, as modified by a Supplemental Agreement dated July 27, 1993, a Relinquishment Agreement dated July 27, 1993 and a Second Supplemental Agreement dated April 30, 1996 (collectively, the “**TCWR TRA**”);
- G. the Partial Assignment Agreement for Bass Lake Spur Trackage between Seller and HCRRA;
- H. the Trackage Rights Agreement among Seller, TCWR, and HCRRA dated August 10, 1998 and as amended by that certain Supplement to Trackage Rights Agreement dated July 30, 2002 (collectively, the “**HCRRA TRA**”);
- I. the Services described in Article I of that certain Freight Rail Reimbursement Agreement No. 17M215 by and between

Buyer and Seller dated February 27, 2018 (the “Reimbursement Agreement”); or

J. amendments, modifications and restatements to the foregoing and agreements, instruments and documents executed in connection with the foregoing, whether at the Closing or in the future.

COUNT ONE

Declaratory Judgment (28 U.S.C. § 2201)

Federal Preemption under ICCTA (49 U.S.C. § 10102(9))

(Against HCRRA and Met Council)

55. The preceding paragraphs are incorporated herein by reference.

56. A justiciable controversy exists between the parties regarding the planned disruptions and interferences with TCW’s federal common carrier rights as an STB licensed carrier and the anticipatory breaches that will occur under the existing agreements between TCW and CP.

57. Fed. R. Civ. P. 57 and 28 U.S.C. § 2201 provide this Court with the authority to declare the rights and other legal relations of the Parties with respect to this controversy.

58. Pursuant to the Interstate Commerce Commission Termination Act of 1995 (“ICCTA”), the actions to be undertaken by Met Council and HCRRA are specifically preempted by federal law and cannot be undertaken because they would substantially and unreasonably interfere with TCW’s rail operations directly contrary to federal law.

59. Specifically, under 49 U.S.C. § 10501(b):

“The jurisdiction of the [STB] over—

(1) transportation by rail carriers, and the remedies provided in this part with respect to rates, classifications, rules

(including car service, interchange, and other operating rules), practices, routes, services, and facilities of such carriers; and

(2) the construction, acquisition, operation, abandonment, or discontinuance of spur, industrial, team, switching, or side tracks, or facilities, even if the tracks are located, or intended to be located, entirely in one State,

is exclusive. Except as otherwise provided in this part, the remedies provided under this part with respect to the regulation of rail transportation are exclusive and preempt the remedies provided under Federal or State law.”

60. “Transportation” is broadly defined in ICCTA, 49 U.S.C. § 10102(9), and includes:

(A) a locomotive, car, vehicle, vessel, warehouse, wharf, pier, dock, yard, property, facility, instrumentality, or equipment of any kind related to the movement of passengers or property, or both, by rail, regardless of ownership or an agreement concerning use; and

(B) services related to that movement, including receipt, delivery, elevation, transfer in transit, refrigeration, icing, ventilation, storage, handling, and interchange or passengers and property.

61. ICCTA defines “rail carrier” in 49 U.S.C. § 10102(5) as a person providing common carrier railroad transportation for compensation, but does not include street, suburban, or interurban electric railways not operated as part of the general system of rail transportation.

62. TCW is a “rail carrier” as defined in 49 U.S.C. § 10102(5).

63. Defendants’ Plan, including Defendants’ Planned Agreements, resolutions by HCRRA and the Met Council, and the plans to realign, relocate, reconstruct, and remove side tracks that are critical to TCW’s common carrier operations will constitute

the interference of and regulation of TCW's operations in violation of Section 10501(b). Defendant's Plan also contemplates the infringement and condemnation of TCW's easement rights in the Kenilworth Corridor. Defendants' actions in reaching agreements that would regulate and interfere with TCW's common carrier obligation are preempted *per se*. See e.g., *Soo Line R. Co. v. City of St. Paul*, 827 F.Supp.2d 1017, 1022 (D. Minn. 2010); *Wisconsin Central Ltd. v. City of Marshfield*, 160 F.Supp.2d 1009, 1013 (W.D. Wis. 2000); *Petition of Union Pacific Railroad Company for Declaratory Order*, FD 35960 (served Sept. 30, 2016); *Pinelawn Cemetery – Petition for Declaratory Order*, FD 35468 (served April 21, 2015).

64. Because TCW continues to hold easement rights under the 1998 Trackage Agreement that will need to be acquired for Defendants' Plan to proceed, and because Met Council has authorized eminent domain, Met Council and HCRRA should be enjoined from any attempt to take TCW's property as would occur under the Plan as they are *per se* preempted under ICCTA. See *Soo Line R. Co. v. City of St. Paul*, 827 F.Supp.2d 1017, 1022 (D. Minn. 2010).

65. Defendants' Plan will destroy the Bass Lake Spur side tracks and TCW's rights in the Kenilworth Corridor, materially interfering with TCW's rights and responsibilities as a common carrier. This Plan would violate the broad and express preemptive language of ICCTA. Thus, the Plan is also preempted under an as-applied analysis, because the Plan would unreasonably interfere with TCW's rights and obligations as a common carrier.

66. Defendants are impermissibly attempting to subject TCW's trackage rights – rights which were specifically placed outside of Defendants' reach by ICCTA – to the Met Council and HCRRA's control and regulation by way of the acquisition.

67. TCW lacks an adequate remedy at law because damages for injuries it will sustain if the Plan goes forward would be difficult, if not impossible, to determine.

68. Plaintiff requests that the Court declare that Defendants' Plan is preempted and cannot go forward in its current form.

COUNT TWO
Federal Commerce Clause
(Against HCRRA and Met Council)

69. The preceding paragraphs are incorporated herein by reference.

70. All actions of HCRRA and Met Council alleged herein have been and will be under color of state law.

71. In executing the Plan, Defendants are attempting to directly regulate interstate commerce and/or are engaging in regulatory activities that discriminate against and unduly burden interstate commerce.

72. Such activity violates the Commerce Clause of the United States Constitution.

73. TCW lacks an adequate remedy at law because damages for injuries it will sustain would be difficult, if not impossible, to determine.

COUNT THREE
42 U.S.C. §§ 1983 and 1988
(Against HCRRA and Met Council)

74. The preceding paragraphs are incorporated herein by reference.

75. Acting under color of the authority conferred by the laws of the State of Minnesota, HCRRA and Met Council have acted and will act officially and intentionally under the Plan to deprive TCW of certain rights, privileges, or immunities secured by the Constitution of the United States and federal law.

76. TCW has suffered damages and will continue to suffer damages due to HCRRA and Met Council's unlawful Plan.

77. TCW is entitled to an award of attorney's fees and costs for HCRRA and Met Council's attempts to deprive TCW of its rights, privileges, and immunities secured to it by the Constitution of the United States and federal law.

COUNT FOUR
Breach of Contract
(Against CP)

78. The preceding paragraphs are incorporated herein by reference.

79. TCW and CP entered into the 1991 Trackage Agreement and the 1993 Supplemental Agreement. CP breached these agreements by proposing to enter into Defendants' Planned Agreements which materially interfere with TCW's rights under the 1991 Trackage Agreement and the 1993 Supplemental Agreement.

80. Specifically, among other potential breaches to be determined at trial, Defendants' Planned Agreements materially interfere with TCW's right to use the Bass Lake Spur side tracks, in breach of Sections 1.2 and 2.1 in the 1991 Trackage Agreement.

81. In addition, Defendants' Planned Agreements breach CP's continuing obligation to secure alternate routes for TCW under Section 8.2 of the 1991 Trackage Agreement and Section 7 of the 1993 Supplemental Agreement.

82. As a direct result of the breach, TCW will be damaged in an amount to be determined at trial.

COUNT FIVE
Breach of Contract
(Against HCRRA)

83. The preceding paragraphs are incorporated herein by reference.

84. TCW, CP, and HCRRA entered into the 1998 Trackage Agreement and 2002 Supplemental Agreement which gave TCW the exclusive management, direction and control of the Kenilworth Corridor. HCRRA has breached these agreements by proposing to enter into agreements with Met Council and CP which materially interfere with TCW's rights under the agreements.

85. Specifically, among other potential breaches to be determined at trial, HCRRA has breached the 1998 Trackage Agreement, the railroad easement granted in 1998, and the 2002 Supplemental Agreement by agreeing to enter into Defendants' Planned Agreements and to take action that will divest TCW from the control granted to it under the 1998 Trackage Agreement, the railroad easement granted in 1998, and the 2002 Supplemental Agreement.

86. HCRRA has breached the 1998 Trackage Agreement and 2002 Supplemental Agreement by taking action preventing the "safe and continued operation of the rail line" contrary to Section 4.3 of the 1998 Trackage Agreement.

87. HCRRA has breached the 1998 Trackage Agreement and 2002 Supplemental Agreement by taking action against TCW's easement rights, contrary to Section 5.1 of the 1998 Trackage Agreement.

88. As a direct result of the breach, TCW will be damaged in an amount to be determined at trial.

JURY DEMAND

89. TCW demands a jury trial.

REQUEST FOR RELIEF

WHEREFORE, TCW respectfully requests that the Court:

90. Enter judgment in favor of TCW and against Defendants;

91. Declare that Defendants' Plan is preempted by the United States Constitution and the ICCTA and would discriminate against and unduly burden interstate commerce;

92. Enjoin Defendants from taking action that would materially interfere with TCW's operation of its railroad as a common carrier;

93. Award damages to TCW in an amount to be determined at trial;

94. Award TCW its attorneys' fees and costs; and

95. Enter an Order for any such other and further relief as allowed by law or determined to be just and appropriate.

Dated: April 24, 2018

s/David R. Marshall

David R. Marshall (#0184457)

Leah C. Janus (#0337365)

Benjamin R. Tozer (#0393453)

FREDRIKSON & BYRON, P.A.

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Attorneys for Plaintiff TCW

63857015.4

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FD 36178

METROPOLITAN COUNCIL – PETITION FOR DECLARATORY ORDER

**INITIAL COMMENTS OF TWIN CITIES & WESTERN RAILROAD COMPANY ON
THE METROPOLITAN COUNCIL’S PETITION FOR DECLARATORY ORDER**

EXHIBIT B

Entity	Date Filed
Farmward Cooperative	4/16/18
City of Stewart	4/16/18
Glacial Plains Cooperative	4/16/18
Carver County, Office of County Commissioner	4/16/18
Southern Minnesota Beet Sugar Cooperative	4/17/18
National Sugar Marketing LLC	4/18/18
Heartland Corn Products	4/18/18
CHS Inc	4/18/18
Minnesota AgriGrowth Council	4/18/18
Central Region Cooperative	4/18/18
Finger Lakes Railway Corp.	4/18/18
Poet Nutrition	4/18/18
City of Franklin	4/19/18
Minnesota Grain and Feed Association	4/19/18
City of Renville	4/19/18
Minnesota Valley Regional Rail Authority	4/19/18
Form A Feed Inc.	4/19/18
Granite Falls Energy, LLC	4/19/18
Midwest Agri-Commodities Company	4/19/18
Pilot Travel Centers LLC	4/19/18
The City of Montevideo	4/19/18
AmeriGas Propane, L.P.	4/20/18
Cooperative Network	4/20/18
F.W. Cobs Company	4/20/18
Renville County Board of Commissioners	4/23/18
Farmers Co-operative Elevator Company	4/23/18
The Mosaic Company	4/23/18
United Farmers Cooperative	4/23/18
Renewable Products Marketing Group, LLC	4/23/18
McLeod County Board of Commissioners	4/23/18
Step Saver Inc	4/23/18
Farmers Union Oil Company of Montevideo	4/23/18
Collin C. Peterson, Member of Congress	4/23/18
Midwest Shippers Association	4/23/18
Consolidated Grain & Barge Company	4/24/18
Archer Daniels Midland	4/24/18



FARMWARD
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245470
245471

April 16, 2018

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

ENTERED
Office of Proceedings
April 16, 2018
Part of
Public Record

Re: Docket No. FD 36178, Metropolitan Council – Petition for Declaratory Order
Docket No. FD 36177, Hennepin County Regional Rail Authority – Acquisition Exemption –
In Hennepin County, Minnesota

LETTER IN SUPPORT OF TWIN CITIES & WESTERN RAILROAD COMPANY'S
INITIAL REPLY REQUESTING THE BOARD TO SET A PROCEDURAL SCHEDULE

Dear Ms. Brown:

Farmward Cooperative urges the Board to set a procedural schedule in the above referenced proceeding (FD 36178) to permit public comment and a full hearing on Metropolitan Council's Petition seeking to acquire ownership of the Bass Lake and Kenilworth corridors in Hennepin County, Minnesota. The Board should also stay the Hennepin County Regional Rail Authority's ("HCRRA") request in FD 36177 to acquire the common carrier obligations for the line.

Farmward Cooperative is located in Renville, Redwood and Brown Counties in MN. We are a full service grain marketing and farm supply cooperative shipping grain and receiving crop nutrients at our facilities in Olivia, Danube, Renville and Sacred Heart which are located along the Twin Cities & Western Railroad Company ("TCW"). For over 130 years (our roots go back to 1886), we have relied on the TCW and its predecessors for efficient and effective rail access to the Twin Cities to connect with major Class I carriers such as BNSF, a route that includes the Bass Lake/Kenilworth corridor. We estimate that in previous years we shipped over 2,500 carloads a year over this route. In 2017 we expanded our rail loading capacity at our Danube location to load shuttle trains. With this expansion we anticipate that our car loading will increase to over 5,000 carloads per year. Depending on the price of corn and soybeans, the value of these shipments exceeds \$80 million annually. Over the past 15 years we have invested in excess of \$30 million in our infrastructure (grain storage, rail siding, loading capabilities, etc.) so that we can service the farmers of this area and get their products to market. The investment we made at Danube alone last year was \$7.6 million. The TCW allows us to access markets throughout the United States and in to Mexico. Without them, there is no other economically viable rail route for our products to move to and from the Twin Cities rail terminal.

Several years ago, TCW informed us that the Metropolitan Council was seeking to expand its light rail service from Minneapolis west to certain suburban communities. When it was determined that the Metropolitan Council had selected the Bass Lake/Kenilworth corridor for a joint light rail /freight rail corridor, TCW committed that it would work with the Council to reach agreements both to minimize disruption to freight rail service during construction and thereafter to assure that the presence of light rail in the freight rail corridor would not negatively impact TC&W's operational and economic ability to provide service or force shippers, such as Farmward Cooperative, to subsidize the expense of adding light rail to the corridor.



FARMWARD

COOPERATIVE

Advancing farming for generations

We understand the Metropolitan Council recently abruptly ended negotiations with TCW and has filed its present Petition asking the Board to approve an arrangement whereby the Council will acquire ownership of the rail line but will ask the Board to transfer the common carrier obligation to HCRRA. This is a very complicated transaction that needs full public input and understanding. Neither the Council nor HCRRA has ever sought our input on freight rail needs on the corridor and we now have learned they have no agreements in place with TCW on how freight service will be handled on this proposed “shared corridor” route.

We urge the Board to set a procedural schedule and delay HCRRA’s request to acquire the common carrier obligation in order to solicit the views of others affected by this transaction – in particular shippers like ourselves who need this vital rail route to move our goods through the Twin Cities. Entrusting the common carrier obligation to a public entity that does not operate freight rail service provides little assurance that important shipper interests in continued effective transportation service will be protected. In addition, deciding on this matter without reaching an agreement with the one entity that is currently – and effectively – providing the common carrier service, TCW, is a matter of significant concern and warrants close scrutiny by the Board.

Respectfully submitted,

Craig Hebrink
Senior Vice President – Grain & Feed
Farmward Cooperative
PO Box 604
Renville, MN 56284
320-329-8377

Cc: Parties of Record



FARMWARD

COOPERATIVE

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By mail to the STB:

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

By email delivery to the STB:

Ms. Cynthia T. Brown
Chief, Section of Administration
Surface Transportation Board
Office of Proceedings
395 E Street, S.W., Room 1034
Washington, DC 20006

Parties of Record:

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Washington, DC 20006

245465

245466

City of Stewart

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Phone & Fax – 320-562-2518

TDD – 711

City E-Mail – cityofstewart@gmail.com

City Web Page – www.stewart.mn.citygovt.org

ENTERED

Office of Proceedings

April 16, 2018

Part of

Public Record

April 16, 2018

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

**Re: Docket No. FD 36178, Metropolitan Council – Petition for Declaratory Order
Docket No. FD 36177, Hennepin County Regional Rail Authority – Acquisition
Exemption –
In Hennepin County, Minnesota**

LETTER IN SUPPORT OF TWIN CITIES & WESTERN RAILROAD COMPANY'S INITIAL REPLY REQUESTING THE BOARD TO SET A PROCEDURAL SCHEDULE

Dear Ms. Brown:

The City of Stewart urges the Board to set a procedural schedule in the above referenced proceeding (FD 36178) to permit public comment and a full hearing on Metropolitan Council's Petition seeking to acquire ownership of the Bass Lake and Kenilworth corridors in Hennepin County, Minnesota. The Board should also stay the Hennepin County Regional Rail Authority's ("HCRRA") request in FD 36177 to acquire the common carrier obligations for the line.

Stewart is located in McLeod County, MN. Stewart is located on the Twin Cities & Western Railroad Company ("TCW") railway. For as long as TCW has been in business, we have relied on TCW for efficient and effective rail access to the Twin Cities to connect with major Class I carriers such as BNSF, a route that includes the Bass Lake/Kenilworth corridor. Businesses in Stewart ship and receive multiple carloads of product a year over this route. There is no other economically viable rail route for our businesses products to move to and from the Twin Cities rail terminal.

An equal opportunity provider

Several years ago, TCW informed us that the Metropolitan Council was seeking to expand its light rail service from Minneapolis west to certain suburban communities. When it was determined that the Metropolitan Council had selected the Bass Lake/Kenilworth corridor for a joint light rail /freight rail corridor, TCW committed that it would work with the Council to reach agreements both to minimize disruption to freight rail service during construction and thereafter to assure that the presence of light rail in the freight rail corridor would not negatively impact TC&W's operational and economic ability to provide service or force shippers, to subsidize the expense of adding light rail to the corridor.

We understand the Metropolitan Council recently abruptly ended negotiations with TCW and has filed its present Petition asking the Board to approve an arrangement whereby the Council will acquire ownership of the rail line but will ask the Board to transfer the common carrier obligation to HCRRA.

This is a very complicated transaction that needs full public input and understanding. Neither the Council nor HCRRA has ever sought our input on freight rail needs on the corridor and we now have learned they have no agreements in place with TCW on how freight service will be handled on this proposed "shared corridor" route.

We urge the Board to set a procedural schedule and delay HCRRA's request to acquire the common carrier obligation in order to solicit the views of others affected by this transaction – in particular shippers like businesses located in Stewart, who need this vital rail route to move our goods through the Twin Cities. Entrusting the common carrier obligation to a public entity that does not operate freight rail service provides little assurance that important shipper interests in continued effective transportation service will be protected. In addition, deciding on this matter without reaching an agreement with the one entity that is currently – and effectively – providing the common carrier service, TCW, is a matter of significant concern and warrants close scrutiny by the Board.

Respectfully submitted,

City Council of Stewart, Minnesota

Cc: Parties of Record

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By e-file to the STB:

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

Parties of Record:

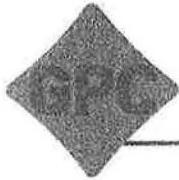
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Glacial Plains Cooperative

Partners you can count on

www.glacialplains.com

April 16, 2018

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

**Re: Docket No. FD 36178, Metropolitan Council – Petition for Declaratory Order
Docket No. FD 36177, Hennepin County Regional Rail Authority – Acquisition Exemption –
In Hennepin County, Minnesota**

**LETTER IN SUPPORT OF TWIN CITIES & WESTERN RAILROAD COMPANY'S
INITIAL REPLY REQUESTING THE BOARD TO SET A PROCEDURAL SCHEDULE**

Dear Ms. Brown:

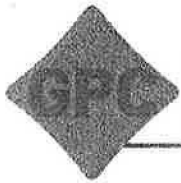
Glacial Plains Cooperative urges the Board to set a procedural schedule in the above referenced proceeding (FD 36178) to permit public comment and a full hearing on Metropolitan Council's Petition seeking to acquire ownership of the Bass Lake and Kenilworth corridors in Hennepin County, Minnesota. The Board should also stay the Hennepin County Regional Rail Authority's ("HCRRA") request in FD 36177 to acquire the common carrier obligations for the line.

Glacial Plains Cooperative is located in Lac Qui Parle County, MN. We are a grain marketing and supply cooperative providing a competitive market for locally grown corn and soybeans. We receive on average 2,880,000 bushels of grain valued at over \$14,136,000 from 165 local farmers. Glacial Plains is located on Twin Cities & Western Railroad Company ("TCW"). For over 17 years, we have relied on TCW for efficient and effective rail access to the Twin Cities to connect with major Class I carriers such as BNSF, a route that includes the Bass Lake/Kenilworth corridor. We estimate we ship over 800 carloads a year over this route. Our company has spent over \$5,400,000 in upgrading our facilities so that we could ship on the TCW Railroad. There is no other economically viable rail route for our products to move to and from the Twin Cities rail terminal.

Several years ago, TCW informed us that the Metropolitan Council was seeking to expand its light rail service from Minneapolis west to certain suburban communities. When it was determined that the Metropolitan Council had selected the Bass Lake/Kenilworth corridor for a joint light rail /freight rail corridor, TCW committed that it would work with the Council to reach agreements both to minimize disruption to freight rail service during construction and thereafter to assure that the presence of light rail in the freight rail corridor would not negatively impact TC&W's operational and economic ability to

T 320-875-2811 ♦ F 320-875-2813 ♦ 543 Van Norman Ave. ♦ Murdock, MN 56271

Benson (Station/Shop) 320-843-3999	(Energy) 320-842-5311	Benson (Agronomy) 320-843-4820	Benson West 320-843-2563 320-843-3285	Clontarf 320-843-3949	DeGraff 320-843-5364	Kerkhoven 320-264-3831	Milan 320-734-4435	Murdock (Agronomy) 320-875-2810	Sunburg 320-366-3456
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Glacial Plains Cooperative

Partners you can count on

www.glacialplains.com

provide service or force shippers, such as Glacial Plains Cooperative, to subsidize the expense of adding light rail to the corridor.

We understand the Metropolitan Council recently abruptly ended negotiations with TCW and has filed its present Petition asking the Board to approve an arrangement whereby the Council will acquire ownership of the rail line but will ask the Board to transfer the common carrier obligation to HCRRA. This is a very complicated transaction that needs full public input and understanding. Neither the Council nor HCRRA has ever sought our input on freight rail needs on the corridor and we now have learned they have no agreements in place with TCW on how freight service will be handled on this proposed "shared corridor" route.

We urge the Board to set a procedural schedule and delay HCRRA's request to acquire the common carrier obligation in order to solicit the views of others affected by this transaction – in particular shippers like ourselves who need this vital rail route to move our goods through the Twin Cities. Entrusting the common carrier obligation to a public entity that does not operate freight rail service provides little assurance that important shipper interests in continued effective transportation service will be protected. In addition, deciding on this matter without reaching an agreement with the one entity that is currently – and effectively – providing the common carrier service, TCW, is a matter of significant concern and warrants close scrutiny by the Board.

Respectfully submitted,

Thomas Traen, General Manager

Cc: Parties of Record

T 320-875-2811 ♦ F 320-875-2813 ♦ 543 Van Norman Ave. ♦ Murdock, MN 56271

Benson (Station/Shop) 320-843-3999	(Energy) 320-842-5311	Benson (Agronomy) 320-843-4820	Benson West 320-843-2563 320-843-3285	Clontarf 320-843-3949	DeGraff 320-843-5364	Kerkhoven 320-264-3831	Milan 320-734-4435	Murdock (Agronomy) 320-875-2810	Sunburg 320-366-3456
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Randy Maluchnik
Office of County Commissioner
Carver County Government Center
Human Services Building
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Phone: 952 361-1510
Fax: 952 361-1581

April 16, 2018

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

Re: Docket No. FD 36178, Metropolitan Council – Petition for Declaratory Order
Docket No. FD 36177, Hennepin County Regional Rail Authority – Acquisition Exemption
– In Hennepin County, Minnesota

LETTER IN SUPPORT OF TWIN CITIES & WESTERN RAILROAD COMPANY'S
INITIAL REPLY REQUESTING THE BOARD TO SET A PROCEDURAL SCHEDULE

Dear Ms. Brown:

As a Carver County Commissioner, I urge the Surface Transportation Board (the Board) to set a procedural schedule in the above referenced proceeding (FD 36178) to permit public comment and a full hearing on Metropolitan Council's Petition seeking to acquire ownership of the Bass Lake and Kenilworth corridors in Hennepin County, Minnesota. The Board should also stay the Hennepin County Regional Rail Authority's ("HCRRA") request in FD 36177 to acquire the common carrier obligations for the line.

Carver County is located on the southwest side of the Twin Cities metropolitan area and has a population of over 100,000 citizens. One of Twin Cities Western's (TC&W) key routes runs through Carver County and connects with major Class I carriers such as BNSF, a route that includes the Bass Lake/Kenilworth corridor. This route has provided efficient and effective rail access to the Twin Cities for decades and is one of the keys to Carver County's economic vitality. There is no other economically viable rail route for products to move to and from Carver County to the Twin Cities rail terminal.

Several years ago, TCW informed us that the Metropolitan Council was seeking to expand its light rail service from Minneapolis west to certain suburban communities. When it was determined that the Metropolitan Council had selected the Bass Lake/Kenilworth corridor for a joint light rail /freight rail corridor, TC&W committed that it would work with the Council to reach agreements both to minimize disruption to freight rail service during construction and thereafter to assure that the presence of light rail in the freight rail corridor would not

negatively impact TC&W's operational and economic ability to provide service or force shippers to subsidize the expense of adding light rail to the corridor.

We understand the Metropolitan Council recently abruptly ended negotiations with TC&W and has filed its present petition asking the Board to approve an arrangement whereby the Council will acquire ownership of the rail line but will ask the Board to transfer the common carrier obligation to HCRRA.

This is a very complicated transaction that needs full public input and understanding. Neither the Council nor HCRRA has ever sought our input on freight rail needs on the corridor and we now have learned they have no agreements in place with TCW on how freight service will be handled on this proposed "shared corridor" route.

We urge the Board to set a procedural schedule and delay HCRRA's request to acquire the common carrier obligation in order to solicit the views of others affected by this transaction – in particular shippers like ourselves who need this vital rail route to move our goods through the Twin Cities. Entrusting the common carrier obligation to a public entity that does not operate freight rail service provides little assurance that important shipper interests in continued effective transportation service will be protected. In addition, deciding on this matter without reaching an agreement with the one entity that is currently – and effectively – providing the common carrier service, TCW, is a matter of significant concern and warrants close scrutiny by the Board.

Respectfully submitted,

A handwritten signature in black ink, reading "Randy Maluchnik". The signature is fluid and cursive, with the first name "Randy" being more prominent than the last name "Maluchnik".

Randy Maluchnik
Carver County Commissioner

Cc (via e-mail): Carver County Board of Commissioners
Mark Wegner, President & CEO, Twin Cities & Western Railroad

Cc (via US Mail): Edward D. Greenberg, GKG Law, P.C.
Charles A. Spitulnik, Kaplan Kirsch & Rockwell LLP
William A. Mullins, Baker & Miller PLLC
David F. Rifkind, Stinson Leonard Street LLP



Southern Minnesota Beet Sugar Cooperative

83550 County Road 21, Renville, Minnesota 56284

245473

245474

April 17, 2018

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Office of Proceedings
April 17, 2018
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Public Record

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

**Re: Docket No. FD 36178, Metropolitan Council – Petition for Declaratory Order
Docket No. FD 36177, Hennepin County Regional Rail Authority – Acquisition Exemption –
In Hennepin County, Minnesota**

LETTER IN SUPPORT OF TWIN CITIES & WESTERN RAILROAD COMPANY'S INITIAL REPLY REQUESTING THE BOARD TO SET A PROCEDURAL SCHEDULE

Dear Ms. Brown:

Southern Minnesota Beet Sugar Cooperative ("SMBSC") urges the Board to set a procedural schedule in the above referenced proceeding (FD 36178) to permit public comment and a full hearing on Metropolitan Council's Petition seeking to acquire ownership of the Bass Lake and Kenilworth corridors in Hennepin County, Minnesota. The Board should also stay the Hennepin County Regional Rail Authority's ("HCRRA") request in FD 36177 to acquire the common carrier obligations for the line.

SMBSC is located in Renville, Minnesota a city of Renville County, Minnesota. SMBSC is a beet sugar producer owned and operated by 500+ farm families since 1975 and is located on Twin Cities & Western Railroad Company ("TCW"). SMBSC employs approximately 375 full-time benefit-rated employees, with an additional 475 seasonal employees during the harvest season. SMBSC contributes over \$25 million to the local economy in payroll. Total economic impact of SMBSC is approximately \$930 million considering each agricultural dollar rolls over 5-6 times.

The current factory site was chosen back in 1975 due to its location on what was then the Milwaukee Road which is now TCW. For over 40 years, we have relied on the Milwaukee Road and now TCW for efficient and effective rail access to the Twin Cities to connect with major Class I carriers such as BNSF, a route that includes the Bass Lake/Kenilworth corridor. We ship over 6,000 plus carloads per year via this route with a delivered commodity value in excess of \$160 million. Since 2000, SMBSC's 500+ farm families have invested upwards of \$200 million into their facility at Renville based on the long-term availability of TCW's competitive rail freight service. Any changes in TCW's route that increases costs and reduces the railroad's ability to deliver goods safely and on time will jeopardize the economic sustainability of SMBSC.

SMBSC greatly depends on the TCW to access our domestic and foreign customers. SMBSC's rail customers are not accessible in an economical manner by truck. SMBSC greatly depends on the TCW to have a safe, economic and viable route into the Twin Cities to connect with all rail carriers which include the BNSF Railway, Canadian Pacific Railway, Canadian National Railway, and the Union Pacific Railroad. Our customers, grower owners, employees, and families rely on the safe, economic and sustainable transportation the TCW provides today to all Class I carriers in the Twin Cities. TCW is the ONLY economically viable rail route available for our products to move to and from the Twin Cities rail terminal. A change to TCW's freight structure increasing costs and risk will put SMBSC at a competitive disadvantage while compromising the viability of our business and the livelihood of many families in south central Minnesota.

Several years ago, TCW informed us that the Metropolitan Council was seeking to expand its light rail service from Minneapolis west to certain suburban communities. When it was determined that the Metropolitan Council had selected the Bass Lake/Kenilworth corridor for a joint light rail/freight rail corridor, TCW committed that it would work with the Council to reach agreements both to minimize disruption to freight rail service during construction and thereafter to assure that the presence of light rail in the freight rail corridor would not negatively impact TCW's operational and economic ability to provide service or force shippers, such as SMBSC, to subsidize the expense of adding light rail to the corridor.

We understand the Metropolitan Council recently and abruptly ended negotiations with TCW and has filed its present Petition asking the Board to approve an arrangement whereby the Council will acquire ownership of the rail line but will ask the Board to transfer the common carrier obligation to HCRRA. This is a very complicated transaction that needs full public input and understanding. Both the Council nor HCRRA has ever sought our input on freight rail needs on the corridor; and now we have learned they have no agreements in place with TCW on how freight service will be handled on this proposed "shared corridor" route.

We urge the Board to set a procedural schedule and delay HCRRA's request to acquire the common carrier obligation in order to solicit the views of others affected by this transaction – in particular shippers like ourselves who need this vital rail route to move our goods through the Twin Cities. Entrusting the common carrier obligation to a public entity that does not operate freight rail service provides little assurance that important shipper interests in continued effective transportation service will be protected. In addition, deciding on this matter without reaching an agreement with the one entity that is currently – and effectively – providing the common carrier service, TCW, is a matter of significant concern and warrants close scrutiny by the Board.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "S Domm", with a long horizontal flourish extending to the right.

Steven Domm
President and CEO
Southern Minnesota Beet Sugar Cooperative
83550 County Road 21
Renville, MN 56284

Cc: Parties of Record

By mail to the STB:

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

By overnight delivery to the STB:

Ms. Cynthia T. Brown
Chief, Section of Administration
Surface Transportation Board
Office of Proceedings
395 E Street S.W., Room 1034
Washington, D.C. 20423-0001

Parties of Record:

Edward D. Greenberg
GKG Law, P.C.
1055 Thomas Jefferson Street N.W.
Suite 500
Washington, D.C. 20007

Charles A. Spitulnik
Kaplan Kirsch & Rockwell LLP
1001 Connecticut Avenue N.W.
Suite 800
Washington, D.C. 20036

William A. Mullins
Baker & Miller PLLC
2401 Pennsylvania Avenue N.W.
Suite 300
Washington, D.C. 20037

David F. Rifkind
Stinson Leonard Street LLP
1775 Pennsylvania Avenue N.W.
Suite 800
Washington, D.C. 20006



April 17, 2018

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

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**Re: Docket No. FD 36178, Metropolitan Council – Petition for Declaratory Order
Docket No. FD 36177, Hennepin County Regional Rail Authority – Acquisition Exemption –
In Hennepin County, Minnesota**

**LETTER IN SUPPORT OF TWIN CITIES & WESTERN RAILROAD COMPANY'S
INITIAL REPLY REQUESTING THE BOARD TO SET A PROCEDURAL SCHEDULE**

Dear Ms. Brown:

National Sugar Marketing LLC ("NSM") urges the Board to set a procedural schedule in the above referenced proceeding (FD 36178) to permit public comment and a full hearing on Metropolitan Council's Petition seeking to acquire ownership of the Bass Lake and Kenilworth corridors in Hennepin County, Minnesota. The Board should also stay the Hennepin County Regional Rail Authority's ("HCRRA") request in FD 36177 to acquire the common carrier obligations for the line.

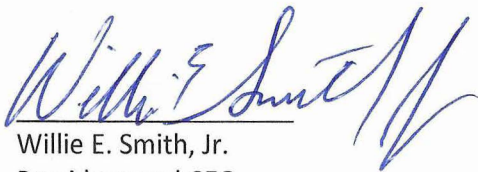
NSM is located in Savannah, GA and markets sugar on behalf of Southern Minnesota Beet Sugar Coop ("SMBSC") which is located at Renville, MN. SMBSC is rail served by Twin Cities & Western Railroad Company ("TCW"). NSM has been marketing sugar for SMBSC for the past 2 years and relies on TCW for efficient and effective rail access to the Twin Cities to connect with major Class I carriers, a route that includes the Bass Lake/Kenilworth corridor. NSM utilizes all of TCW's connecting carriers in the Twin Cities: BNSF Railway, Canadian National Railway, Canadian Pacific Railway and the Union Pacific Railway to deliver its finished products and to serve its customers. NSM rail customers are not competitively serviceable by truck and need the service TCW currently provides into the Twin Cities Terminal area to insure their competitive survival.

Several years ago, TCW informed us that the Metropolitan Council was seeking to expand its light rail service from Minneapolis west to certain suburban communities. When it was determined that the Metropolitan Council had selected the Bass Lake/Kenilworth corridor for a joint light rail /freight rail corridor, TCW committed that it would work with the Council to reach agreements both to minimize disruption to freight rail service during construction and thereafter to assure that the presence of light rail in the freight rail corridor would not negatively impact TC&W's operational and economic ability to provide service or force shippers, such as NSM and its customers, to subsidize the expense of adding light rail to the corridor.

We understand the Metropolitan Council recently abruptly ended negotiations with TCW and has filed its present Petition asking the Board to approve an arrangement whereby the Council will acquire ownership of the rail line but will ask the Board to transfer the common carrier obligation to HCRRA. This is a very complicated transaction that needs full public input and understanding. Neither the Council nor HCRRA has ever sought our input on freight rail needs on the corridor and we now have learned they have no agreements in place with TCW on how freight service will be handled on this proposed "shared corridor" route.

We urge the Board to set a procedural schedule and delay HCRRA's request to acquire the common carrier obligation in order to solicit the views of others affected by this transaction – in particular shippers like ourselves who need this vital rail route to move our goods through the Twin Cities. Entrusting the common carrier obligation to a public entity that does not operate freight rail service provides little assurance that important shipper interests in continued effective transportation service will be protected. In addition, deciding on this matter without reaching an agreement with the one entity that is currently – and effectively – providing the common carrier service, TCW, is a matter of significant concern and warrants close scrutiny by the Board.

Respectfully submitted,

A handwritten signature in blue ink, reading "Willie E. Smith, Jr.", with a stylized flourish at the end.

Willie E. Smith, Jr.

President and CEO

National Sugar Marketing LLC

700 Wilmington Island Rd
Savannah, GA 31410

werobinson@natsugar.com

Cc: Parties of Record

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David F. Rifkind
Stinson Leonard Street LLP
1775 Pennsylvania Avenue, N.W.
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HEARTLAND CORN PRODUCTS

53331 State Hwy. 19 • P.O. Box A • Winthrop, MN 55396
Phone: 507-647-5000 • Fax: 507-647-5010

245486

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In Hennepin County, Minnesota**

**LETTER IN SUPPORT OF TWIN CITIES & WESTERN RAILROAD COMPANY'S
INITIAL REPLY REQUESTING THE BOARD TO SET A PROCEDURAL SCHEDULE**

Dear Ms. Brown:

Heartland Corn Products ("HCP") urges the Board to set a procedural schedule in the above referenced proceeding (FD 36178) to permit public comment and a full hearing on Metropolitan Council's Petition seeking to acquire ownership of the Bass Lake and Kenilworth corridors in Hennepin County, Minnesota. The Board should also stay the Hennepin County Regional Rail Authority's ("HCRRA") request in FD 36177 to acquire the common carrier obligations for the line.

HCP is located in Winthrop, Sibley County, MN. HCP began operations as a fuel grade ethanol plant in 1995, and is a cooperative owned by 900 local farmer members. HCP produces over 100,000,000 gallons of ethanol, 275,000 tons of DDGS animal feed, and 3,500,000 gallons of corn oil used in the feed and biodiesel industries. HCP is located on Twin Cities & Western Railroad Company ("TCW"). HCP has invested in excess of \$100,000,000 in capital improvements since 1995 to increase production and improve efficiencies. For over 12 years, we have relied on TCW for efficient and effective rail access to the Twin Cities to connect with major Class I carriers such as BNSF, a route that includes the Bass Lake/Kenilworth corridor. HCP ships an estimated 5200 carloads a year over this route. This represents 100% of HCP's ethanol production and approximately 50% of the DDGS feed production. HCP does not have another viable option to ship finished goods into the market. Any changes that could negatively impact HCP's ability to reach the global marketplace will prohibit additional capital improvements in Winthrop.

With 53 employees, the impact of HCP to the local rural economy is substantial. Through processing and the sale of ethanol, DDGS feed and corn oil, HCP has been able to increase the value of corn to its farmer members by an average of \$.75 per bushel, or about \$30,000,000 in additional value realized in the local

economy every year. Given the current suppressed farm economy, this additional \$.75 per bushel value to HCPs members can be the difference on their ability for continued success.

Several years ago, TCW informed us that the Metropolitan Council was seeking to expand its light rail service from Minneapolis west to certain suburban communities. When it was determined that the Metropolitan Council had selected the Bass Lake/Kenilworth corridor for a joint light rail /freight rail corridor, TCW committed that it would work with the Council to reach agreements both to minimize disruption to freight rail service during construction and thereafter to assure that the presence of light rail in the freight rail corridor would not negatively impact TC&W's operational and economic ability to provide service or force shippers, such as HCP, to subsidize the expense of adding light rail to the corridor.

We understand the Metropolitan Council recently abruptly ended negotiations with TCW and has filed its present Petition asking the Board to approve an arrangement whereby the Council will acquire ownership of the rail line but will ask the Board to transfer the common carrier obligation to HCRRA. This is a very complicated transaction that needs full public input and understanding. Neither the Council nor HCRRA has ever sought our input on freight rail needs on the corridor and we now have learned they have no agreements in place with TCW on how freight service will be handled on this proposed "shared corridor" route.

We urge the Board to set a procedural schedule and delay HCRRA's request to acquire the common carrier obligation in order to solicit the views of others affected by this transaction – in particular shippers like ourselves who need this vital rail route to move our goods through the Twin Cities. Entrusting the common carrier obligation to a public entity that does not operate freight rail service provides little assurance that important shipper interests in continued effective transportation service will be protected. In addition, deciding on this matter without reaching an agreement with the one entity that is currently – and effectively – providing the common carrier service, TCW, is a matter of significant concern and warrants close scrutiny by the Board.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Gary Anderson", with a long horizontal flourish extending to the right.

Gary Anderson, CEO
Heartland Corn Products

Cc: Parties of Record

April 20, 2018

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

**Re: Docket No. FD 36178, Metropolitan Council – Petition for Declaratory Order
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In Hennepin County, Minnesota**

**LETTER IN SUPPORT OF TWIN CITIES & WESTERN RAILROAD COMPANY'S
INITIAL REPLY REQUESTING THE BOARD TO SET A PROCEDURAL SCHEDULE**

Dear Ms. Brown:

As a farmer member of Heartland Corn Products ("HCP"), I urge the Board to set a procedural schedule in the above referenced proceeding (FD 36178) to permit public comment and a full hearing on Metropolitan Council's Petition seeking to acquire ownership of the Bass Lake and Kenilworth corridors in Hennepin County, Minnesota. The Board should also stay the Hennepin County Regional Rail Authority's ("HCRRA") request in FD 36177 to acquire the common carrier obligations for the line.

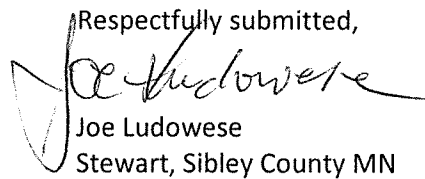
HCP is located in Winthrop, Sibley County, MN. HCP began operations as a fuel grade ethanol plant in 1995, and is a cooperative owned by 900 local farmer members. I have been a member of HCP for many years. HCP is an important part of my farming operation, allowing vertical integration into value added processing of my corn production into ethanol, DDGS feed, and corn oil. On average HCP has been able to increase my value per bushel \$.75 over any other local market options, allowing me to reinvest into my own personal farming operation. The impact of HCP on my family, farming, and community has been substantial. Any changes to the ability of HCP to continue to reach the global market will have an adversely negative impact on my operation.

HCP is located on Twin Cities & Western Railroad Company ("TCW"). For over 12 years, we have relied on TCW for efficient and effective rail access to the Twin Cities to connect with major Class I carriers such as BNSF, a route that includes the Bass Lake/Kenilworth corridor. HCP ships an estimated 5200 carloads a year over this route. This represents 100% of HCP's ethanol production and approximately 50% of the DDGS feed production. HCP does not have another viable option to ship finished goods into the market.

Several years ago, TCW informed us that the Metropolitan Council was seeking to expand its light rail service from Minneapolis west to certain suburban communities. When it was determined that the Metropolitan Council had selected the Bass Lake/Kenilworth corridor for a joint light rail /freight rail corridor, TCW committed that it would work with the Council to reach agreements both to minimize disruption to freight rail service during construction and thereafter to assure that the presence of light rail in the freight rail corridor would not negatively impact TC&W's operational and economic ability to provide service or force shippers, such as HCP, to subsidize the expense of adding light rail to the corridor.

I understand the Metropolitan Council recently abruptly ended negotiations with TCW and has filed its present Petition asking the Board to approve an arrangement whereby the Council will acquire ownership of the rail line but will ask the Board to transfer the common carrier obligation to HCRRA. This is a very complicated transaction that needs full public input and understanding. Neither the Council nor HCRRA has ever sought our input on freight rail needs on the corridor and we now have learned they have no agreements in place with TCW on how freight service will be handled on this proposed "shared corridor" route.

I would urge the Board to set a procedural schedule and delay HCRRA's request to acquire the common carrier obligation in order to solicit the views of others affected by this transaction – in particular shippers like ourselves who need this vital rail route to move our goods through the Twin Cities. Entrusting the common carrier obligation to a public entity that does not operate freight rail service provides little assurance that important shipper interests in continued effective transportation service will be protected. In addition, deciding on this matter without reaching an agreement with the one entity that is currently – and effectively – providing the common carrier service, TCW, is a matter of significant concern and warrants close scrutiny by the Board.

Respectfully submitted,

Joe Ludowese
Stewart, Sibley County MN

Cc: Parties of Record

April 20, 2018

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

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In Hennepin County, Minnesota**

**LETTER IN SUPPORT OF TWIN CITIES & WESTERN RAILROAD COMPANY'S
INITIAL REPLY REQUESTING THE BOARD TO SET A PROCEDURAL SCHEDULE**

Dear Ms. Brown:

As a farmer member of Heartland Corn Products ("HCP"), I urge the Board to set a procedural schedule in the above referenced proceeding (FD 36178) to permit public comment and a full hearing on Metropolitan Council's Petition seeking to acquire ownership of the Bass Lake and Kenilworth corridors in Hennepin County, Minnesota. The Board should also stay the Hennepin County Regional Rail Authority's ("HCRRA") request in FD 36177 to acquire the common carrier obligations for the line.

HCP is located in Winthrop, Sibley County, MN. HCP began operations as a fuel grade ethanol plant in 1995, and is a cooperative owned by 900 local farmer members. I have been a member of HCP for many years. HCP is an important part of my farming operation, allowing vertical integration into value added processing of my corn production into ethanol, DDGS feed, and corn oil. On average HCP has been able to increase my value per bushel \$.75 over any other local market options, allowing me to reinvest into my own personal farming operation. The impact of HCP on my family, farming, and community has been substantial. Any changes to the ability of HCP to continue to reach the global market will have an adversely negative impact on my operation.

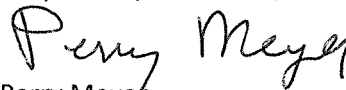
HCP is located on Twin Cities & Western Railroad Company ("TCW"). For over 12 years, we have relied on TCW for efficient and effective rail access to the Twin Cities to connect with major Class I carriers such as BNSF, a route that includes the Bass Lake/Kenilworth corridor. HCP ships an estimated 5200 carloads a year over this route. This represents 100% of HCP's ethanol production and approximately 50% of the DDGS feed production. HCP does not have another viable option to ship finished goods into the market.

Several years ago, TCW informed us that the Metropolitan Council was seeking to expand its light rail service from Minneapolis west to certain suburban communities. When it was determined that the Metropolitan Council had selected the Bass Lake/Kenilworth corridor for a joint light rail /freight rail corridor, TCW committed that it would work with the Council to reach agreements both to minimize disruption to freight rail service during construction and thereafter to assure that the presence of light rail in the freight rail corridor would not negatively impact TC&W's operational and economic ability to provide service or force shippers, such as HCP, to subsidize the expense of adding light rail to the corridor.

I understand the Metropolitan Council recently abruptly ended negotiations with TCW and has filed its present Petition asking the Board to approve an arrangement whereby the Council will acquire ownership of the rail line but will ask the Board to transfer the common carrier obligation to HCRRA. This is a very complicated transaction that needs full public input and understanding. Neither the Council nor HCRRA has ever sought our input on freight rail needs on the corridor and we now have learned they have no agreements in place with TCW on how freight service will be handled on this proposed "shared corridor" route.

I would urge the Board to set a procedural schedule and delay HCRRA's request to acquire the common carrier obligation in order to solicit the views of others affected by this transaction – in particular shippers like ourselves who need this vital rail route to move our goods through the Twin Cities. Entrusting the common carrier obligation to a public entity that does not operate freight rail service provides little assurance that important shipper interests in continued effective transportation service will be protected. In addition, deciding on this matter without reaching an agreement with the one entity that is currently – and effectively – providing the common carrier service, TCW, is a matter of significant concern and warrants close scrutiny by the Board.

Respectfully submitted,

A handwritten signature in black ink that reads "Perry Meyer". The signature is fluid and cursive, with the first name "Perry" and last name "Meyer" clearly distinguishable.

Perry Meyer
New Ulm, Brown County MN

Cc: Parties of Record

April 20, 2018

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

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In Hennepin County, Minnesota**

**LETTER IN SUPPORT OF TWIN CITIES & WESTERN RAILROAD COMPANY'S
INITIAL REPLY REQUESTING THE BOARD TO SET A PROCEDURAL SCHEDULE**

Dear Ms. Brown:

As a farmer member of Heartland Corn Products ("HCP"), I urge the Board to set a procedural schedule in the above referenced proceeding (FD 36178) to permit public comment and a full hearing on Metropolitan Council's Petition seeking to acquire ownership of the Bass Lake and Kenilworth corridors in Hennepin County, Minnesota. The Board should also stay the Hennepin County Regional Rail Authority's ("HCRRA") request in FD 36177 to acquire the common carrier obligations for the line.

HCP is located in Winthrop, Sibley County, MN. HCP began operations as a fuel grade ethanol plant in 1995, and is a cooperative owned by 900 local farmer members. I have been a member of HCP for many years. HCP is an important part of my farming operation, allowing vertical integration into value added processing of my corn production into ethanol, DDGS feed, and corn oil. On average HCP has been able to increase my value per bushel \$.75 over any other local market options, allowing me to reinvest into my own personal farming operation. The impact of HCP on my family, farming, and community has been substantial. Any changes to the ability of HCP to continue to reach the global market will have an adversely negative impact on my operation.

HCP is located on Twin Cities & Western Railroad Company ("TCW"). For over 12 years, we have relied on TCW for efficient and effective rail access to the Twin Cities to connect with major Class I carriers such as BNSF, a route that includes the Bass Lake/Kenilworth corridor. HCP ships an estimated 5200 carloads a year over this route. This represents 100% of HCP's ethanol production and approximately 50% of the DDGS feed production. HCP does not have another viable option to ship finished goods into the market.

Several years ago, TCW informed us that the Metropolitan Council was seeking to expand its light rail service from Minneapolis west to certain suburban communities. When it was determined that the Metropolitan Council had selected the Bass Lake/Kenilworth corridor for a joint light rail /freight rail corridor, TCW committed that it would work with the Council to reach agreements both to minimize disruption to freight rail service during construction and thereafter to assure that the presence of light rail in the freight rail corridor would not negatively impact TC&W's operational and economic ability to provide service or force shippers, such as HCP, to subsidize the expense of adding light rail to the corridor.

I understand the Metropolitan Council recently abruptly ended negotiations with TCW and has filed its present Petition asking the Board to approve an arrangement whereby the Council will acquire ownership of the rail line but will ask the Board to transfer the common carrier obligation to HCRRA. This is a very complicated transaction that needs full public input and understanding. Neither the Council nor HCRRA has ever sought our input on freight rail needs on the corridor and we now have learned they have no agreements in place with TCW on how freight service will be handled on this proposed "shared corridor" route.

I would urge the Board to set a procedural schedule and delay HCRRA's request to acquire the common carrier obligation in order to solicit the views of others affected by this transaction – in particular shippers like ourselves who need this vital rail route to move our goods through the Twin Cities. Entrusting the common carrier obligation to a public entity that does not operate freight rail service provides little assurance that important shipper interests in continued effective transportation service will be protected. In addition, deciding on this matter without reaching an agreement with the one entity that is currently – and effectively – providing the common carrier service, TCW, is a matter of significant concern and warrants close scrutiny by the Board.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Greg Schwarz".

Greg Schwarz

LeSueur, LeSueur County MN

Cc: Parties of Record



245483
245479

5500 Cenex Drive
Inver Grove Heights, MN
55077

April 18, 2018

Ms. Cynthia T. Brown
Chief, Section of Administration
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**LETTER IN SUPPORT OF TWIN CITIES & WESTERN RAILROAD COMPANY'S
INITIAL REPLY REQUESTING THE BOARD TO SET A PROCEDURAL SCHEDULE**

Dear Ms. Brown:

On behalf of CHS Inc., the nation's largest farmer-owned cooperative, I am writing to urge the Surface Transportation Board ("the Board") to set a procedural schedule in the above referenced proceeding (FD 36178) to permit public comment and a full hearing on Metropolitan Council's Petition seeking to acquire ownership of the Bass Lake and Kenilworth corridors in Hennepin County, Minnesota. The Board should also stay the Hennepin County Regional Rail Authority's ("HCRRA") request in FD 36177 to acquire the common carrier obligations for the line.

CHS is a large, geographically diverse shipper of agricultural and energy products, including grain and fertilizer, whose success is closely tied to the efficient operation of rail service on the Twin Cities & Western Railroad Company ("TCW") rail network. We depend on TCW rail service for efficient and effective rail access to move various agricultural commodities to/from the Twin Cities to connect with major Class I carriers such as BNSF, Canadian Pacific, and Union Pacific, via a route that includes the Bass Lake/Kenilworth corridor.

Several years ago, TCW informed us that the Metropolitan Council was seeking to expand its light rail service from Minneapolis west to certain suburban communities. When it was determined that the Metropolitan Council had selected the Bass Lake/Kenilworth corridor for a joint light rail /freight rail corridor, TCW committed that it would work with the Council to reach agreements both to minimize disruption to freight rail service during construction and thereafter to assure that the presence of light rail in the freight rail corridor would not negatively impact TCW's operational and economic ability to provide service, or force shippers, such as CHS, to subsidize the expense of adding light rail to the corridor.

We understand the Metropolitan Council has filed its present Petition asking the Board to approve an arrangement whereby the Council will acquire ownership of the rail line but will ask the Board to transfer the common carrier obligation to HCRRA. This is a very complicated transaction that needs full public input and understanding.

We urge the Board to delay HCRRA's request to acquire the common carrier obligation and set a procedural schedule to solicit the views of others affected by this transaction – shippers like ourselves who need this vital rail route to move our goods through the Twin Cities. Entrusting the common carrier obligation to a public entity that does not operate freight rail service provides little assurance that important shipper interests and continued effective transportation service will be protected. In addition, deciding on this matter without reaching an agreement with the one entity that is currently – and effectively – providing the common carrier service, TCW, is a matter of significant concern and warrants scrutiny by the Board.

Respectfully submitted,

A handwritten signature in cursive script that reads "Dan Mack".

Dan Mack
Vice President
Rail Transportation & Terminal Operations
CHS Inc.
5500 Cenex Drive, MS 320
Inver Grove Heights, MN 55077
Phone: (651) 355-6511

Cc: Parties of Record

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Charles A. Spitulnik
Kaplan Kirsch & Rockwell LLP
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April 16, 2018

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

ENTERED
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April 18, 2018
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**Re: Docket No. FD 36178, Metropolitan Council – Petition for Declaratory Order
Docket No. FD 36177, Hennepin County Regional Rail Authority – Acquisition Exemption –
In Hennepin County, Minnesota**

**LETTER IN SUPPORT OF TWIN CITIES & WESTERN RAILROAD COMPANY'S
INITIAL REPLY REQUESTING THE BOARD TO SET A PROCEDURAL SCHEDULE**

Dear Ms. Brown:

The Minnesota AgriGrowth Council ("AgriGrowth") urges the Board to set a procedural schedule in the above referenced proceeding (FD 36178) to permit public comment and a full hearing on Metropolitan Council's Petition seeking to acquire ownership of the Bass Lake and Kenilworth corridors in Hennepin County, Minnesota. AgriGrowth further requests the Board stay the Hennepin County Regional Rail Authority's ("HCRRA") request in FD 36177 to acquire the common carrier obligations for the line.

AgriGrowth is a nonprofit, nonpartisan member organization which advocates for Minnesota's agriculture and food sector. Located in Saint Paul, MN, AgriGrowth's industry-wide perspective is essential in a state where the agriculture and food sector are the second largest economic driver. Many of our members are growers and processors of corn, soybeans, wheat, and other commodities and farm inputs that have relied on the Twin Cities & Western Railroad Company (TCW) for efficient and effective rail access to the Twin Cities to connect with major Class I carriers such as BNSF, a route that includes the Bass Lake/Kenilworth corridor. There is no other economically viable rail route for our commodities and farm inputs to move to and from the Twin Cities rail terminal.

Several years ago, TCW informed us that the Metropolitan Council was seeking to expand its light rail service from Minneapolis west to certain suburban communities. When it was determined that the Metropolitan Council had selected the Bass Lake/Kenilworth corridor for a joint light rail /freight rail corridor, TCW committed that it would work with the Metropolitan Council to reach agreements both to minimize disruption to freight rail service during construction and thereafter to assure that the presence of light rail in the freight rail corridor would not negatively impact TC&W's operational and economic ability to provide service or force shippers, such as the state's agricultural industry, to subsidize the expense of adding light rail to the corridor.

AgriGrowth is disappointed that the Metropolitan Council recently abruptly ended negotiations with TCW and has filed its present Petition asking the Board to approve an arrangement whereby the Council

will acquire ownership of the rail line but will ask the Board to transfer the common carrier obligation to HCRRA. This is a very complicated transaction that needs full public input and understanding. Neither the Council nor HCRRA has ever sought our input on freight rail needs on the corridor and AgriGrowth has learned they have no agreements in place with TCW on how freight service will be handled on this proposed "shared corridor" route.

AgriGrowth strongly urges the Board to set a procedural schedule and delay HCRRA's request to acquire the common carrier obligation in order to solicit the views of others affected by this transaction – in particular the agricultural sector who rely on this vital rail route to move our goods through the Twin Cities. Entrusting the common carrier obligation to a public entity that does not operate freight rail service provides little assurance that important shipper interests in continued effective transportation service will be protected. In addition, deciding on this matter without reaching an agreement with the one entity that is currently – and effectively – providing the common carrier service, TCW, is a matter of significant concern and warrants close scrutiny by the Board.

Respectfully submitted,



Perry Aasness
Executive Director
Minnesota AgriGrowth Council

Cc: Parties of Record

By mail to the STB:

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Surface Transportation Board
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April 16, 2018

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

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**Re: Docket No. FD 36178, Metropolitan Council – Petition for Declaratory Order
Docket No. FD 36177, Hennepin County Regional Rail Authority – Acquisition Exemption –
In Hennepin County, Minnesota**

**LETTER IN SUPPORT OF TWIN CITIES & WESTERN RAILROAD COMPANY'S
INITIAL REPLY REQUESTING THE BOARD TO SET A PROCEDURAL SCHEDULE**

Dear Ms. Brown:

Central Region Cooperative (CRC) urges the Board to set a procedural schedule in the above referenced proceeding (FD 36178) to permit public comment and a full hearing on Metropolitan Council's Petition seeking to acquire ownership of the Bass Lake and Kenilworth corridors in Hennepin County, Minnesota. The Board should also stay the Hennepin County Regional Rail Authority's ("HCRRA") request in FD 36177 to acquire the common carrier obligations for the line.

Central Region Cooperative is located in Sleepy Eye, Minnesota with branch offices in Fairfax and Buffalo Lake. Central Region Cooperative has facilities in Sleepy Eye, Cobden, Fairfax, Gibbon, Hector, Buffalo Lake, Stewart and Cosmos; Minnesota. Central Region Cooperative served 4,728 patrons in the counties of Brown, Watonwan, Blue Earth, Redwood, Nicollet, Renville, Sibley, McLeod, Meeker and Kandiyohi; in the calendar year ending 12/31/2017.

Central Region Cooperative utilizes the Twin Cities & Western Railroad to ship corn (26,102,667 bushels/\$91,359,335) soybeans (9,303,148 bushels/\$88,379,906) and wheat (148,000 bushels/\$740,000) to destination markets to add monetary value for the 4,728 patrons it serves. Additionally, Central Region Cooperative utilizes the Twin Cities & Western Railroad to receive railcars of fertilizer for crop production needs on the 234,000 plus acres that Central Region Cooperative patron's farm.

For over 17 years, CRC has relied on TCW for efficient and effective rail access to the Twin Cities to connect with major Class I carriers such as BNSF, a route that includes the Bass Lake/Kenilworth corridor. CRC averaged 375 car loadings for the years 2002 through 2011. In 2012 Central Region Cooperative invested in excess of \$8,000,000 at the Buffalo Lake facility to achieve shuttle loading capabilities so that the patrons of the cooperative may benefit from the additional markets that the TCWR provides access to. After CRC made the investment in the Buffalo Lake facility, the cooperative has averaged 36 shuttle (100-110 cars/shuttle) loadings annually, or 3,780 car loadings annually.

The Central Region Cooperative board of directors recently approved a capital expenditure project which entails construction of a Greenfield Agronomy Facility on land directly east of the CRC Fairfax facility. Project costs will exceed \$12,000,000. This site was selected specifically because of the existing rail line and the capability to 'stage' a loop track in the future to accommodate receiving shuttles of crop nutrients as well as shipping shuttles of grain.

Without the rail access and service that the TCW provides to Central Region Cooperative for the behalf of the 4,728 patrons; there is no other economically viable rail route for our products to move to and from the Twin Cities rail terminal.

Several years ago, TCW informed us that the Metropolitan Council was seeking to expand its light rail service from Minneapolis west to certain suburban communities. When it was determined that the

Metropolitan Council had selected the Bass Lake/Kenilworth corridor for a joint light rail /freight rail corridor, TCW committed that it would work with the Council to reach agreements both to minimize disruption to freight rail service during construction and thereafter to assure that the presence of light rail in the freight rail corridor would not negatively impact TC&W's operational and economic ability to provide service or force shippers, such as Central Region Cooperative, to subsidize the expense of adding light rail to the corridor.

We understand the Metropolitan Council recently abruptly ended negotiations with TCW and has filed its present Petition asking the Board to approve an arrangement whereby the Council will acquire ownership of the rail line but will ask the Board to transfer the common carrier obligation to HCRRA.

This is a very complicated transaction that needs full public input and understanding. Neither the Council nor HCRRA has ever sought our input on freight rail needs on the corridor and we now have learned they have no agreements in place with TCW on how freight service will be handled on this proposed "shared corridor" route.

We urge the Board to set a procedural schedule and delay HCRRA's request to acquire the common carrier obligation in order to solicit the views of others affected by this transaction – in particular shippers like ourselves who need this vital rail route to move our goods through the Twin Cities. Entrusting the common carrier obligation to a public entity that does not operate freight rail service provides little assurance that important shipper interests in continued effective transportation service will be protected. In addition, deciding on this matter without reaching an agreement with the one entity that is currently – and effectively – providing the common carrier service, TCW, is a matter of significant concern and warrants close scrutiny by the Board.

Respectfully submitted,



David Peters
CEO/GM
Central Region Cooperative
david.peters@centralregioncoop.com
Mobile: 507-649-0895

Central Region Cooperative
64908 State HWY 4
P.O. Box E
Fairfax, MN 55332
Land Line: 507-426-8263, extension 1125

Central Region Cooperative
27875 County Road 27
P.O. Box 429
Sleepy Eye, MN 56085
Land Line: 507-794-3031 extension 1125

Cc: Parties of Record

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April 18, 2018

Ms. Cynthia T. Brown
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Surface Transportation Board
Office of Proceedings
395 E Street, S.W.
Washington, DC 20423-0001

**Re: Docket No. FD 36178, Metropolitan Council – Petition for Declaratory Order
Docket No. FD 36177, Hennepin County Regional Rail Authority – Acquisition
Exemption – In Hennepin County, Minnesota**

**LETTER IN SUPPORT OF TWIN CITIES & WESTERN RAILROAD COMPANY'S
INITIAL REPLY REQUESTING THE BOARD TO SET A PROCEDURAL
SCHEDULE**

Dear Ms. Brown:

Finger Lakes Railway Corp ("FGLK") urges the Board to set a procedural schedule in the above referenced proceeding (FD 36178) to permit public comment and a full hearing on Metropolitan Council's Petition seeking to acquire ownership of the Bass Lake and Kenilworth corridors in Hennepin County, Minnesota. The Board should also stay the Hennepin County Regional Rail Authority's ("HCRRA") request in FD 36177 to acquire the common carrier obligations for the line.

Seneca Foods is located in Glencoe, (McCloud) County, MN. Their facility is located on Twin Cities & Western Railroad Company ("TCW"). For over 23 years FGLK has been operating it's 167 Mile rail line in the Central New York State Fingerlakes region and we have relied on TCW for efficient and effective rail access to the Twin Cities to connect with major Class I carriers such as BNSF, a route that includes the Bass Lake/Kenilworth corridor connectioning to either CSX or NS at Chicago, IL. This is a fully integrated move from a Seneca Foods cannery in MN to our Seneca Foods Facility in Geneva, NY. Together FGLK and TCW have handled an average of 30 carloads per year for the last 5 years. There is always more opportunity based upon the harvest, to handle more product from this MN origin to FGLK. Additionally FGLK has invested in its Geneva NY, Auburn, NY and Solvay NY Yards and the track, ties and bridges on FGLK to handle 274,000 pound carloads, and soon 286,000 pound carloads to keep its Seneca Foods' Distribution Center competitive for this move. There is no other economically viable rail route for our products to move to and from the Twin Cities rail terminal. FGLK and its connecting railways have worked hard to keep this commodity in boxcars and direct rail access is important as transloading cars at another origin point is just not cost effective for the customer. Seneca Foods distribute out of Geneva most of their canned goods to Northeast markets. Without a rail rail option this Midwest to Northeast distribution would not be economical.

Several years ago, TCW informed us that the Metropolitan Council was seeking to expand its light rail service from Minneapolis west to certain suburban communities. When it was determined that the Metropolitan Council had selected the Bass Lake/Kenilworth corridor for a joint light rail /freight rail corridor, TCW committed that it would work with the Council to reach agreements both to minimize disruption to freight rail service during construction and thereafter to assure that the presence of light rail in the freight rail corridor would not negatively impact TC&W's operational and economic ability to provide service or force shippers, such as Seneca Foods to subsidize the expense of adding light rail to the corridor. This unwarranted action by the Metropolitan Council will kill the lane's business.

We understand the Metropolitan Council recently abruptly ended negotiations with TCW and has filed its present Petition asking the Board to approve an arrangement whereby the Council will acquire ownership of the rail line but will ask the Board to transfer the common carrier obligation to HCRRA.

This is a very complicated transaction that needs full public input and understanding. Neither the Council nor HCRRA has ever sought our input as a connecting railway on freight rail needs on the corridor and we now have learned they have no agreements in place with TCW on how freight service will be handled on this proposed "shared corridor" route.

We urge the Board to set a procedural schedule and delay HCRRA's request to acquire the common carrier obligation in order to solicit the views of others affected by this transaction – in particular shippers like ourselves who need this vital rail route to move our goods through the Twin Cities. Entrusting the common carrier obligation to a public entity that does not operate freight rail service provides little assurance that important shipper interests in continued effective transportation service will be protected. In addition, deciding on this matter without reaching an agreement with the one entity that is currently – and effectively – providing the common carrier service, TCW, is a matter of significant concern and warrants close scrutiny by the Board.

Respectfully submitted,



Michael V. Smith
President Finger Lakes Railway

68 Border City Road
Geneva, NY 14456

Cc: Parties of Record

Historical 5 Year traffic history includes these canned good carloads shipped by year from Glencoe, MN to FGLK at Geneva, NY.

2017	29
2016	41
2015	35
2014	13
2013	35

By mail to the STB:

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April 18, 2018

Ms. Cynthia T. Brown
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395 E Street, S.W.
Washington, DC 20423-0001

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Re: Docket No. FD 36178, Metropolitan Council – Petition for Declaratory Order
Docket No. FD 36177, Hennepin County Regional Rail Authority – Acquisition Exemption –
In Hennepin County, Minnesota

LETTER IN SUPPORT OF TWIN CITIES & WESTERN RAILROAD COMPANY'S
INITIAL REPLY REQUESTING THE BOARD TO SET A PROCEDURAL SCHEDULE

Dear Ms. Brown:

POET Nutrition("POET") urges the Board to set a procedural schedule in the above referenced proceeding (FD 36178) to permit public comment and a full hearing on Metropolitan Council's Petition seeking to acquire ownership of the Bass Lake and Kenilworth corridors in Hennepin County, Minnesota. The Board should also stay the Hennepin County Regional Rail Authority's ("HCRRA") request in FD 36177 to acquire the common carrier obligations for the line.

POET operates a trans-load facility in Montevideo, Chippewa County, MN. With a corporate office in Sioux Falls, SD POET is a proud leader in the sustainable energy industry. POET is the largest producer of ethanol and co-products including DDGs (Distiller's Dried Grains) and Distiller's Corn Oil (DCO). Specifically within POET Nutrition, our site is located on Twin Cities & Western Railroad Company ("TCW") at Montevideo, MN. For over four years, we have relied on TCW for efficient and effective rail access to the Twin Cities to connect with major Class I carriers such as Union Pacific, a route that includes the Bass Lake/Kenilworth corridor. We estimate we ship over 100 carloads a year over this route. Together with TCW, we have developed some previously under utilized track and created an opportunity to bring DCO from our bio-processing facilities to Montevideo and transload into railcars there. This partnership has created access to the New Orleans market for use in renewable bio-diesel production there. This lane has created approximately \$16mm of value to our business and is critical to our continued success.

Several years ago, TCW informed us that the Metropolitan Council was seeking to expand its light rail service from Minneapolis west to certain suburban communities. When it was determined that the Metropolitan Council had selected the Bass Lake/Kenilworth corridor for a joint light rail /freight rail corridor, TCW committed that it would work with the Council to reach agreements both to minimize disruption to freight rail service during construction and thereafter to assure that the presence of light rail in the freight rail corridor would not negatively impact TC&W's operational and economic ability to provide service or force shippers, such as POET, to subsidize the expense of adding light rail to the corridor.

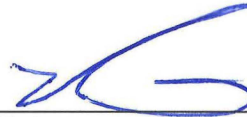
We understand the Metropolitan Council recently abruptly ended negotiations with TCW and has filed its present Petition asking the Board to approve an arrangement whereby the Council will

acquire ownership of the rail line but will ask the Board to transfer the common carrier obligation to HCRRA.

This is a very complicated transaction that needs full public input and understanding. Neither the Council nor HCRRA has ever sought our input on freight rail needs on the corridor and we now have learned they have no agreements in place with TCW on how freight service will be handled on this proposed "shared corridor" route.

We urge the Board to set a procedural schedule and delay HCRRA's request to acquire the common carrier obligation in order to solicit the views of others affected by this transaction – in particular shippers like ourselves who need this vital rail route to move our goods through the Twin Cities. Entrusting the common carrier obligation to a public entity that does not operate freight rail service provides little assurance that important shipper interests in continued effective transportation service will be protected. In addition, deciding on this matter without reaching an agreement with the one entity that is currently – and effectively – providing the common carrier service, TCW, is a matter of significant concern and warrants close scrutiny by the Board.

Respectfully submitted,



Matt Reiners
Vice President of Business Development
POET Nutrition

Cc: Parties of Record

By mail to the STB:

Ms. Cynthia T. Brown
Chief, Section of Administration
Surface Transportation Board
Office of Proceedings
395 E Street, S.W.
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City of Franklin

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The City of Franklin is an equal opportunity employer and provider.

April 19, 2018

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

**Re: Docket No. FD 36178, Metropolitan Council – Petition for Declaratory Order
Docket No. FD 36177, Hennepin County Regional Rail Authority – Acquisition Exemption –
In Hennepin County, Minnesota**

**LETTER IN SUPPORT OF TWIN CITIES & WESTERN RAILROAD COMPANY'S
INITIAL REPLY REQUESTING THE BOARD TO SET A PROCEDURAL SCHEDULE**

Dear Ms. Brown:

The City of Franklin, Minnesota, urges the Board to set a procedural schedule in the above referenced proceeding (FD 36178) to permit public comment and a full hearing on Metropolitan Council's Petition seeking to acquire ownership of the Bass Lake and Kenilworth corridors in Hennepin County, Minnesota. The Board should also stay the Hennepin County Regional Rail Authority's ("HCRRA") request in FD 36177 to acquire the common carrier obligations for the line.

The city of Franklin is located in Renville County, MN and is serviced by Twin Cities & Western Railroad Company ("TCW"). We rely on TCW for efficient and effective rail access to the Twin Cities to connect with major Class I carriers such as BNSF, a route that includes the Bass Lake/Kenilworth corridor. TCW has made capital investments in the rail and there is no other economically viable rail route for products to move to and from the Twin Cities rail terminal.

Several years ago, TCW informed us that the Metropolitan Council was seeking to expand its light rail service from Minneapolis west to certain suburban communities. When it was determined that the Metropolitan Council had selected the Bass Lake/Kenilworth corridor for a joint light rail /freight rail corridor, TCW committed that it would work with the Council to reach agreements both to minimize disruption to freight rail service during construction and thereafter to assure that the presence of light rail in the freight rail corridor would not negatively impact TC&W's operational and economic ability to provide service or force shippers, such as SW Transfer, to subsidize the expense of adding light rail to the corridor.

We understand the Metropolitan Council recently abruptly ended negotiations with TCW and has filed its present Petition asking the Board to approve an arrangement whereby the Council will acquire ownership of the rail line but will ask the Board to transfer the common carrier obligation to HCRRA. This is a very complicated transaction that needs full public input and understanding. Neither the Council nor HCRRA has ever sought our input on freight rail needs on the corridor and we now have learned they have no agreements in place with TCW on how freight service will be handled on this proposed "shared corridor" route.

We urge the Board to set a procedural schedule and delay HCRRA's request to acquire the common carrier obligation in order to solicit the views of others affected by this transaction – in particular shippers like ourselves who need this vital rail route to move our goods through the Twin Cities. Entrusting the common carrier obligation to a public entity that does not operate freight rail service provides little assurance that important shipper interests in continued effective transportation service will be protected. In addition, deciding on this matter without reaching an agreement with the one entity that is currently – and effectively – providing the common carrier service, TCW, is a matter of significant concern and warrants close scrutiny by the Board.

Respectfully submitted,

A handwritten signature in cursive script that reads "Wendy Pederson".

Wendy Pederson
City Clerk/Treasurer

Cc:

Edward D. Greenberg

Charles A. Spitulnik

William A. Mullins

David F. Rifkind



April 19, 2018

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

**Re: Docket No. FD 36178, Metropolitan Council – Petition for Declaratory Order
Docket No. FD 36177, Hennepin County Regional Rail Authority – Acquisition
Exemption – In Hennepin County, Minnesota**

**LETTER IN SUPPORT OF TWIN CITIES & WESTERN RAILROAD COMPANY'S
INITIAL REPLY REQUESTING THE BOARD TO SET A PROCEDURAL SCHEDULE**

Dear Ms. Brown:

The Minnesota Grain and Feed Association, which has been representing the interests of the Minnesota grain elevator and feed mill industry since 1907, urges the Board to set a procedural schedule in the above referenced proceeding (FD 36178) to permit public comment and a full hearing on Metropolitan Council's Petition seeking to acquire ownership of the Bass Lake and Kenilworth corridors in Hennepin County, Minnesota. The Board should also stay the Hennepin County Regional Rail Authority's ("HCRRA") request in FD 36177 to acquire the common carrier obligations for the line.

We have several association members who rely on the TC&W for efficient and effective rail access to the Twin Cities to connect with not one but three major Class I carriers. This unique access has offered unparalleled access to a wide variety of both domestic and export markets. The five unit train loading facilities located on the line have each spent approximately \$20 million on upgrading their facilities to accommodate loading unit trains. The unwarranted actions by the Metropolitan Council, places these facilities and their investments at great risk! In our estimation, these five unit train loading facilities alone move over 20 million bushels of soybeans and corn on this rail corridor so any disruption of service will certainly lead to an economic hardship on both the facilities and their hundreds of farmer customers. There is no other economically viable rail route for these products to move to and from the Twin Cities rail terminals by these "captive shippers".

We understand the Metropolitan Council recently abruptly ended negotiations with TCW and has filed its present Petition asking the Board to approve an arrangement whereby the Council will acquire ownership of the rail line but will ask the Board to transfer the common carrier obligation to HCRRA. This is a very complicated transaction that needs full public input and

understanding. We were never approached by either the Council or the HCRRA, seeking input on freight rail needs on the corridor and we now have learned they have no agreements in place with TCW on how freight service will be handled on this proposed "shared corridor" route.

We urge the Board to set a procedural schedule and delay HCRRA's request to acquire the common carrier obligation in order to solicit the views of others affected by this transaction – in particular shippers like those operating on the line who need this vital rail route to move grain through the Twin Cities. Entrusting the common carrier obligation to a public entity that does not operate freight rail service provides little assurance that important shipper interests will be protected. In addition, deciding on this matter without reaching an agreement with the TC&W is certainly disconcerting! We urge the STB to take a closer look at this unfortunate situation and consider its impact on the vulnerable grain shippers on the line. Thank you.

Respectfully submitted,



Bob Zelenka
Executive Director

Cc: Parties of Record

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April 19, 2018

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Ms. Cynthia T. Brown
Chief, Section of Administration
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395 E Street, S.W.
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**Re: Docket No. FD 36178, Metropolitan Council – Petition for Declaratory Order
Docket No. FD 36177, Hennepin County Regional Rail Authority – Acquisition Exemption –
In Hennepin County, Minnesota**

**LETTER IN SUPPORT OF TWIN CITIES & WESTERN RAILROAD COMPANY'S
INITIAL REPLY REQUESTING THE BOARD TO SET A PROCEDURAL SCHEDULE**

Dear Ms. Brown:

The City of Renville urges the Board to set a procedural schedule in the above referenced proceeding (FD 36178) to permit public comment and a full hearing on Metropolitan Council's Petition seeking to acquire ownership of the Bass Lake and Kenilworth corridors in Hennepin County, Minnesota. The Board should also stay the Hennepin County Regional Rail Authority's ("HCRRA") request in FD 36177 to acquire the common carrier obligations for the line.

Renville is located in Renville County, MN and is located on Twin Cities & Western Railroad Company ("TCW"). Renville currently has 2 large cooperations that use this rail system to ship and receive products, Farmward Cooperative Elevator and Southern Minnesota Sugar Beet Co-op. Without rail service or even limiting the current service could decimate our local economy in the form of lost jobs, lost tax base, increased costs to these cooperations and limiting the market potential for them to sell their products. There is no other economically viable rail route for these cooperations to move their products to and from the Twin Cities rail terminal.

Several years ago, TCW informed us that the Metropolitan Council was seeking to expand its light rail service from Minneapolis west to certain suburban communities. When it was determined that the Metropolitan Council had selected the Bass Lake/Kenilworth corridor for a joint light rail /freight rail corridor, TCW committed that it would work with the Council to reach agreements both to minimize disruption to freight rail service during construction and thereafter to assure that the presence of light rail in the freight rail corridor would not negatively impact TC&W's operational and economic ability to provide service or force shippers to subsidize the expense of adding light rail to the corridor.

We understand the Metropolitan Council recently abruptly ended negotiations with TCW and has filed its present Petition asking the Board to approve an arrangement whereby the Council will acquire ownership of the rail line but will ask the Board to transfer the common carrier obligation to HCRRA. This is a very complicated transaction that needs full public input and understanding. Neither the Council nor HCRRA has ever sought our input on freight rail needs on the corridor and we now have learned they have no agreements in place with TCW on how freight service will be handled on this proposed "shared corridor" route.

We urge the Board to set a procedural schedule and delay HCRRA's request to acquire the common carrier obligation in order to solicit the views of others affected by this transaction – in particular our local shippers who need this vital rail route to move their goods through the Twin Cities. Entrusting the common carrier obligation to a public entity that does not operate freight rail service provides little assurance that important shipper interests in continued effective transportation service will be protected. In addition, deciding on this matter without reaching an agreement with the one entity that is currently – and effectively – providing the common carrier service, TCW, is a matter of significant concern and warrants close scrutiny by the Board.

Respectfully submitted,

A handwritten signature in black ink, reading "Janette Wertish", written over a horizontal line.

Janette Wertish, Mayor
City of Renville

A handwritten signature in black ink, reading "Shane Wohlman", written over a horizontal line.

Shane Wohlman, City Administrator
City of Renville

221 North Main Street
Renville, MN 56284
shanewohlman@ci.renville.mn.us

Cc: Parties of Record

By mail to the STB:

Ms. Cynthia T. Brown
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Minnesota Valley Regional Rail Authority



200 S Mill Street
PO Box 481
Redwood Falls, MN
56283

Phone: 507-637-4084

E-mail: julie@radc.org

Serving the communities and counties of Carver, Sibley, Renville,
Redwood, and Yellow Medicine in Minnesota

April 16, 2018

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

ENTERED
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April 19, 2018
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**Re: Docket No. FD 36178, Metropolitan Council – Petition for Declaratory Order
Docket No. FD 36177, Hennepin County Regional Rail Authority – Acquisition Exemption –
In Hennepin County, Minnesota**

LETTER IN SUPPORT OF TWIN CITIES & WESTERN RAILROAD COMPANY'S INITIAL REPLY REQUESTING THE BOARD TO SET A PROCEDURAL SCHEDULE

Dear Ms. Brown:

The Minnesota Valley Regional Rail Authority (MVRRA) which represents Carver, Sibley, Renville, Redwood, and Yellow Medicine Counties as owners of our 94.7 miles of track which was purchased from the Chicago Northwestern (CNW) Railroad back in 1982, urges the Board to set a procedural schedule in the above referenced proceeding (FD 36178) to permit public comment and a full hearing on Metropolitan Council's Petition seeking to acquire ownership of the Bass Lake and Kenilworth corridors in Hennepin County, Minnesota. The Board should also stay the Hennepin County Regional Rail Authority's ("HCRR") request in FD 36177 to acquire the common carrier obligations for the line. MVRRA negotiated track rights through these corridors at the time of the purchase from CNW Railroad so we could still ship our freight rail through these corridors of commerce back in 1982.

The Minnesota Valley Regional Rail Authority owns the 94.7 miles of track from Norwood Young America to Hanley Falls, MN, and contracts to TC&W/Minnesota Prairie Line to be the rail operator and serve all of our shippers along our line. We serve 16 communities, and our shippers represent thousands of patrons and shareholders of their companies and cooperatives who are heavily dependent on TC&W for getting their shipments to their end users all over the US and the global economy that we serve. For over 15 years, we have relied on TCW for efficient and effective rail access to the Twin Cities to connect with major Class I carriers such as BNSF, Canadian Pacific, and Union Pacific, a route that includes the Bass Lake/Kenilworth corridor. Our shippers generate over 6500 carloads a year over this route. Our shippers have made millions of dollars of private investment along our rail line in their own facilities which depend on rail service on a daily basis. There is no other economically viable rail route for our shippers products to move to and from the Twin Cities rail terminal.

Several years ago, TCW informed us that the Metropolitan Council was seeking to expand its light rail service from Minneapolis west to certain suburban communities. When it was determined that the Metropolitan Council had selected the Bass Lake/Kenilworth corridor for a joint light rail /freight rail corridor, TCW committed that it would work with the Council to reach agreements both to minimize disruption to freight rail service during construction and thereafter to assure that the presence of light rail in the freight rail corridor would not negatively impact TC&W's operational and economic ability to provide service or force our shippers to subsidize the expense of adding light rail to the corridor.

We understand the Metropolitan Council recently abruptly ended negotiations with TCW and has filed its present Petition asking the Board to approve an arrangement whereby the Council will acquire ownership of the rail line but will ask the Board to transfer the common carrier obligation to HCRRA.

This is a very complicated transaction that needs full public input and understanding. Neither the Council nor HCRRA has ever sought our shippers input on freight rail needs on the corridor or our input as the owners of the track, and we now have learned they have no agreements in place with TCW on how freight service will be handled on this proposed "shared corridor" route.

We urge the Board to set a procedural schedule and delay HCRRA's request to acquire the common carrier obligation in order to solicit the views of others affected by this transaction – in particular the shippers located on the Minnesota Valley Regional Rail Authority's track who need this vital rail route to move our goods through the Twin Cities. Entrusting the common carrier obligation to a public entity that does not operate freight rail service provides little assurance that important shipper interests in continued effective transportation service will be protected. In addition, deciding on this matter without reaching an agreement with the one entity that is currently – and effectively – providing the common carrier service, TCW, is a matter of significant concern and warrants close scrutiny by the Board.

Respectfully submitted,



Bob Fox, Renville County Commissioner
Chairman of Minnesota Valley Regional Rail Authority

Cc: Parties of Record

By mail to the STB:

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

By overnight delivery to the STB:

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Chief, Section of Administration
Surface Transportation Board
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April 19, 2018

245504

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

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April 19, 2018
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**Re: Docket No. FD 36178, Metropolitan Council – Petition for Declaratory Order
Docket No. FD 36177, Hennepin County Regional Rail Authority – Acquisition Exemption –
In Hennepin County, Minnesota**

**LETTER IN SUPPORT OF TWIN CITIES & WESTERN RAILROAD COMPANY'S
INITIAL REPLY REQUESTING THE BOARD TO SET A PROCEDURAL SCHEDULE**

Dear Ms. Brown:

Form A Feed Inc, urges the Board to set a procedural schedule in the above referenced proceeding (FD 36178) to permit public comment and a full hearing on Metropolitan Council's Petition seeking to acquire ownership of the Bass Lake and Kenilworth corridors in Hennepin County, Minnesota. The Board should also stay the Hennepin County Regional Rail Authority's ("HCRRA") request in FD 36177 to acquire the common carrier obligations for the line.

Form A Feed, Inc is located in Stewart , McCloud County, MN. Form A Feed, Inc operates a rail receiving facility in Stewart, located on Twin Cities & Western Railroad Company ("TCW"), in which we receive various ingredients and products for mixing or packaging serving agriculture across all of our neighboring states. For many years, we have relied on TCW for efficient and effective rail access to the Twin Cities to connect with major Class I carriers such as BNSF, a route that includes the Bass Lake/Kenilworth corridor. We estimate we receive thousands of tons of product via rail a year over this route. This business is important to us. We built a new facility in Stewart 9 years ago with the intent to serve the market place for the long term. Abandonment of this line would render this facility useless and should NOT be allowed to happen without due process.

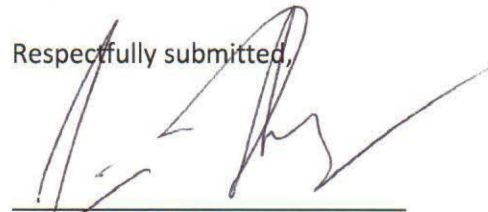
Several years ago, TCW informed us that the Metropolitan Council was seeking to expand its light rail service from Minneapolis west to certain suburban communities. When it was determined that the Metropolitan Council had selected the Bass Lake/Kenilworth corridor for a joint light rail /freight rail corridor, TCW committed that it would work with the Council to reach agreements both to minimize disruption to freight rail service during construction and thereafter to assure that the presence of light rail in the freight rail corridor would not negatively impact TC&W's operational and economic ability to provide service or force shippers, such as Form A Feed, Inc, to subsidize the expense of adding light rail to the corridor.

We understand the Metropolitan Council recently abruptly ended negotiations with TCW and has filed its present Petition asking the Board to approve an arrangement whereby the Council will acquire ownership of the rail line but will ask the Board to transfer the common carrier obligation to HCRRA.

This is a very complicated transaction that needs full public input and understanding. Neither the Council nor HCRRA has ever sought our input on freight rail needs on the corridor and we now have learned they have no agreements in place with TCW on how freight service will be handled on this proposed "shared corridor" route.

We urge the Board to set a procedural schedule and delay HCRRA's request to acquire the common carrier obligation in order to solicit the views of others affected by this transaction – in particular shippers like ourselves who need this vital rail route to move our goods through the Twin Cities. Entrusting the common carrier obligation to a public entity that does not operate freight rail service provides little assurance that important shipper interests in continued effective transportation service will be protected. In addition, deciding on this matter without reaching an agreement with the one entity that is currently – and effectively – providing the common carrier service, TCW, is a matter of significant concern and warrants close scrutiny by the Board.

Respectfully submitted,


Jarvis Haugeberg
Vice President Operations
Form A Feed, Inc.
740 Bowman Street
Stewart MN 55385

Cc: Parties of Record

By mail to the STB:

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GRANITE FALLS ENERGY, LLC

P.O. BOX 216 • 15045 HIGHWAY 23 SE • GRANITE FALLS, MN • 56241-0216

PHONE: 320/564-3100 • FAX: 320/564-3190



April 16, 2018

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Ms. Cynthia T. Brown
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Office of Proceedings
395 E Street, S.W.
Washington, DC 20423-0001

**Re: Docket No. FD 36178, Metropolitan Council – Petition for Declaratory Order
Docket No. FD 36177, Hennepin County Regional Rail Authority – Acquisition Exemption –
In Hennepin County, Minnesota**

LETTER IN SUPPORT OF TWIN CITIES & WESTERN RAILROAD COMPANY'S INITIAL REPLY REQUESTING THE BOARD TO SET A PROCEDURAL SCHEDULE

Dear Ms. Brown:

Granite Falls Energy, LLC urges the Board to set a procedural schedule in the above referenced proceeding (FD 36178) to permit public comment and a full hearing on Metropolitan Council's Petition seeking to acquire ownership of the Bass Lake and Kenilworth corridors in Hennepin County, Minnesota. The Board should also stay the Hennepin County Regional Rail Authority's ("HCRRA") request in FD 36177 to acquire the common carrier obligations for the line.

Granite Falls Energy, LLC is located in Chippewa County, Granite Falls, MN. Granite Falls Energy, LLC is a fuel ethanol manufacturer which not only ships the majority of its ethanol to U.S. coastal areas for market but DDGS (Dried Distillers Grains w/Solubles) by rail and is located on Twin Cities & Western Railroad Company ("TCW"). For over 12+ years, we have relied on TC&W RR for efficient and effective rail access to the Twin Cities to connect with major Class I carriers such as BNSF, a route that includes the Bass Lake/Kenilworth corridor. We estimate we ship over 6600 rail car loads and returning empty cars a year of our main products over this route. Granite Falls Energy, LLC has expended over \$7 million in rail spurs, siding and rail loop tracks land and rail car moving equipment since our initial start of business to stage and ship our products via unit trains and relies heavily on TC&W RR to get our cars to the main switching yard in So. St. Paul to continue on to its destination and return to the same yard via 1st class carriers. Rail transportation of our products is the most economical means of transportation for our company and there is no other economically viable rail route from our plant site for our products to move to and from the Twin Cities rail terminal.

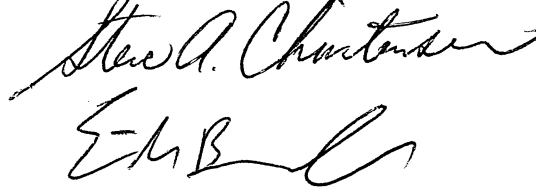
Several years ago, TC&W RR informed us that the Metropolitan Council was seeking to expand its light rail service from Minneapolis west to certain suburban communities. When it was determined that the Metropolitan Council had selected the Bass Lake/Kenilworth corridor for a joint light rail /freight rail corridor, TC&W RR committed that it would work with the Council to reach agreements both to minimize disruption to freight rail service during construction and thereafter to assure that the presence of light rail in the freight rail corridor would not negatively impact TC&W's operational and economic ability to provide service or force shippers, such as Granite Falls Energy, to subsidize the expense of adding light rail to the corridor.

We understand the Metropolitan Council recently abruptly ended negotiations with TC&W RR and has filed its present Petition asking the Board to approve an arrangement whereby the Council will acquire ownership of the rail line but will ask the Board to transfer the common carrier obligation to HCRRA.

This is a very complicated transaction that needs full public input and understanding. Neither the Council nor HCRRA has ever sought our input on freight rail needs on the corridor and we now have learned they have no agreements in place with TC&W RR on how freight service will be handled on this proposed "shared corridor" route.

We urge the Board to set a procedural schedule and delay HCRRA's request to acquire the common carrier obligation in order to solicit the views of others affected by this transaction – in particular shippers like ourselves who need this vital rail route to move our goods through the Twin Cities. Entrusting the common carrier obligation to a public entity that does not operate freight rail service provides little assurance that important shipper interests in continued effective transportation service will be protected. In addition, deciding on this matter without reaching an agreement with the one entity that is currently – and effectively – providing the common carrier service, TCW, is a matter of significant concern and warrants close scrutiny by the Board.

Respectfully submitted,

The block contains two handwritten signatures. The first signature is "Steve A. Christensen" in a cursive script. The second signature is "Eric Baukol" in a cursive script.

Mr. Steve Christensen, CEO/GM
Mr. Eric Baukol, Risk Manager

Cc: Parties of Record

By mail to the STB:

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Midwest Agri-Commodities Company
999 Fifth Avenue, Suite 500
San Rafael, California 94901
Phone 415-259-2720 Fax 415-259-2712

MIDWEST AGRI



April 18, 2018

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



**Re: Docket No. FD 36178, Metropolitan Council – Petition for Declaratory Order
Docket No. FD 36177, Hennepin County Regional Rail Authority – Acquisition
Exemption –
In Hennepin County, Minnesota**

**LETTER IN SUPPORT OF TWIN CITIES & WESTERN RAILROAD
COMPANY'S
INITIAL REPLY REQUESTING THE BOARD TO SET A PROCEDURAL
SCHEDULE**

Dear Ms. Brown:

Midwest Agri-Commodities Company ("MAC") urges the Board to set a procedural schedule in the above referenced proceeding (FD 36178) to permit public comment and a full hearing on Metropolitan Council's Petition seeking to acquire ownership of the Bass Lake and Kenilworth corridors in Hennepin County, Minnesota. The Board should also stay the Hennepin County Regional Rail Authority's ("HCRRA") request in FD 36177 to acquire the common carrier obligations for the line.

MAC is located in San Rafael, CA. MAC markets, distributes and finances well over 1.5 million tons of solid and liquid sugar beet products a year to North, South and Central America, along with European, African and Asian countries for its members including Southern Minnesota Beet Sugar Cooperative ("SMBSC") which is located at Renville, MN. For over 39 years, SMBSC and the TCW have been a vital channel to MAC's European and African business. SMBSC rail service is provided by Twin Cities & Western Railroad Company ("TCW"). MAC and SMBSC rely on TCW for efficient and effective rail access to the Twin Cities to connect with major Class I carriers in the Twin Cities, a route that includes the Bass Lake/Kenilworth corridor. MAC requires efficient and effective rail service to serve its customers throughout the United States and abroad.

Several years ago, TCW informed us that the Metropolitan Council was seeking to expand its light rail service from Minneapolis west to certain suburban communities. When it was determined that the Metropolitan Council had selected the Bass

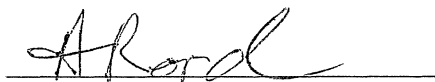
Lake/Kenilworth corridor for a joint light rail /freight rail corridor, TCW committed that it would work with the Council to reach agreements both to minimize disruption to freight rail service during construction and thereafter to assure that the presence of light rail in the freight rail corridor would not negatively impact TC&W's operational and economic ability to provide service or force shippers, such as MAC and its members, to subsidize the expense of adding light rail to the corridor.

We understand the Metropolitan Council recently abruptly ended negotiations with TCW and has filed its present Petition asking the Board to approve an arrangement whereby the Council will acquire ownership of the rail line but will ask the Board to transfer the common carrier obligation to HCRRA.

This is a very complicated transaction that needs full public input and understanding. Neither the Council nor HCRRA has ever sought our input on freight rail needs on the corridor and we now have learned they have no agreements in place with TCW on how freight service will be handled on this proposed "shared corridor" route.

We urge the Board to set a procedural schedule and delay HCRRA's request to acquire the common carrier obligation in order to solicit the views of others affected by this transaction – in particular shippers like ourselves who need this vital rail route to move our goods through the Twin Cities. Entrusting the common carrier obligation to a public entity that does not operate freight rail service provides little assurance that important shipper interests in continued effective transportation service will be protected. In addition, deciding on this matter without reaching an agreement with the one entity that is currently – and effectively – providing the common carrier service, TCW, is a matter of significant concern and warrants close scrutiny by the Board.

Respectfully submitted,

A handwritten signature in dark ink, appearing to read "A Ford", is written over a horizontal line.

Andy Ford, President
Midwest Agri-Commodities
999 Fifth Ave. Suite 500
San Rafael, CA 94901

Cc: Parties of Record

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Washington, DC 20423-0001

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April 18, 2018

Ms. Cynthia T. Brown
Chief, Section of Administration
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395 E Street, S.W.
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**Re: Docket No. FD 36178, Metropolitan Council – Petition for Declaratory Order
Docket No. FD 36177, Hennepin County Regional Rail Authority – Acquisition
Exemption – In Hennepin County, Minnesota**

***LETTER IN SUPPORT OF TWIN CITIES & WESTERN RAILROAD COMPANY'S
INITIAL REPLY REQUESTING THE BOARD TO SET A PROCEDURAL SCHEDULE***

Dear Ms. Brown:

Pilot Travel Centers LLC ("PTC") urges the Board to set a procedural schedule in the above referenced proceeding (FD 36178) to permit public comment and a full hearing on Metropolitan Council's Petition seeking to acquire ownership of the Bass Lake and Kenilworth corridors in Hennepin County, Minnesota. The Board should also stay the Hennepin County Regional Rail Authority's ("HCRRA") request in FD 36177 to acquire the common carrier obligations for the line.

By way of background, PTC is the largest operator of travel centers in North America with more than 750 locations in 43 states and six Canadian provinces. As you may imagine, a fundamental and integral function of our business is the supply and distribution of fuels and other products to our customers at our travel centers across the United State and Canada. One of those critical products for our commercial truck drivers is diesel exhaust fluid, or "DEF", which is required by all modern diesel engines and used to lower the nitrogen oxide concentration in diesel exhaust emissions. PTC often uses the rail system for delivery of raw materials to its DEF blending plants across the country and for delivery of finished DEF to certain customers and serves as a means to ensure efficient and cost-effective delivery of DEF to its customers at its travel centers.

PTC has a track agreement with Twin Cities & Western Railroad Company ("TCW") to provide service over the MPL Mainline to PTC's DEF blending facility in Arlington, Minnesota. PTC has invested approximately \$1.8 million dollars into building a DEF terminal and rehabilitating industry track line in Arlington, adjacent to the MPL Mainline, for purposes of transporting raw materials and finished DEF. Over the past year, we have relied on TCW for efficient and effective rail access to the Twin Cities to connect with major Class I carriers, a route that includes the Bass Lake/Kenilworth corridor. We estimate that we ship over 150 carloads a year over this route. Given our significant investment in the Arlington terminal and the volume of product we route through this terminal, there is no other economically viable rail route for our products to move to and from the Twin Cities rail terminal.

It is PTC's understanding that Metropolitan Council is seeking to expand its light rail service from Minneapolis west to certain suburban communities, and that TCW and the Metropolitan Council have been involved in negotiations regarding this topic for some time. When it was determined that the Metropolitan Council had selected the Bass Lake/Kenilworth corridor for a joint light rail /freight rail corridor, TCW committed that it would work with the Council to reach agreements both to minimize disruption to freight rail service during construction and thereafter to assure that the presence of light rail in the freight rail corridor would not negatively impact TC&W's operational and economic ability to provide service or force shippers, such as PTC, to subsidize the expense of adding light rail to the corridor.

We understand the Metropolitan Council recently abruptly ended negotiations with TCW and has filed its present Petition asking the Board to approve an arrangement whereby the Council will acquire ownership of the rail line but will ask the Board to transfer the common carrier obligation to HCRRA.

This is a very complicated transaction that needs full public input and understanding. Neither the Council nor HCRRA has ever sought our input on freight rail needs on the corridor, and we now have learned they have no agreements in place with TCW on how freight service will be handled on this proposed "shared corridor" route.

We urge the Board to set a procedural schedule and delay HCRRA's request to acquire the common carrier obligation in order to solicit the views of others affected by this transaction – in particular shippers like ourselves who need this vital rail route to move our goods through the Twin Cities. Entrusting the common carrier obligation to a public entity that does not operate freight rail service provides little assurance that important shipper interests in continued effective transportation service will be protected. In addition, deciding on this matter without reaching an agreement with the one entity that is currently – and effectively – providing the common carrier service, TCW, is a matter of significant concern and warrants close scrutiny by the Board.

Respectfully submitted,



Brad Jenkins
Sr. Vice President, Supply & Distribution

cc: Parties of Record

Pilot Travel Centers LLC
5508 Lonas Drive
Knoxville, TN, 37909
1-800-562-6210



103 Canton Ave., P.O. Box 517 Montevideo, Minnesota 56265 Telephone: 320 / 269-6575 Fax: 320 / 269-9340

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April 17, 2018

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

Re: Docket No. FD 36178, Metropolitan Council – Petition for Declaratory Order
Docket No. FD 36177, Hennepin County Regional Rail Authority – Acquisition Exemption –
In Hennepin County, Minnesota

LETTER IN SUPPORT OF TWIN CITIES & WESTERN RAILROAD COMPANY'S
INITIAL REPLY REQUESTING THE BOARD TO SET A PROCEDURAL SCHEDULE

Dear Ms. Brown:

The City of Montevideo urges the Board to set a procedural schedule in the above referenced proceeding (FD 36178) to permit public comment and a full hearing on Metropolitan Council's Petition seeking to acquire ownership of the Bass Lake and Kenilworth corridors in Hennepin County, Minnesota. The Board should also stay the Hennepin County Regional Rail Authority's ("HCRRA") request in FD 36177 to acquire the common carrier obligations for the line.

Montevideo is located in Chippewa County, MN, and is served by the Twin Cities & Western Railroad Company ("TCW") line. For over 20 years our area has relied on TCW for efficient and effective rail access to the Twin Cities to connect with major Class I carriers such as BNSF, a route that includes the Bass Lake/Kenilworth corridor. Both agricultural and industrial users in our area rely on the TCW. There is no other economically viable rail route for our products to move to and from the Twin Cities rail terminal. Any issues with access to these markets will put an economic strain on our community.

Several years ago, TCW informed us that the Metropolitan Council was seeking to expand its light rail service from Minneapolis west to certain suburban communities. When it was determined that the



Metropolitan Council had selected the Bass Lake/Kenilworth corridor for a joint light rail /freight rail corridor, TCW committed that it would work with the Council to reach agreements both to minimize disruption to freight rail service during construction and thereafter to assure that the presence of light rail in the freight rail corridor would not negatively impact TC&W's operational and economic ability to provide service or force shippers, to subsidize the expense of adding light rail to the corridor.

We understand the Metropolitan Council recently abruptly ended negotiations with TCW and has filed its present Petition asking the Board to approve an arrangement whereby the Council will acquire ownership of the rail line but will ask the Board to transfer the common carrier obligation to HCRRA. This is a very complicated transaction that needs full public input and understanding. Neither the Council nor HCRRA has ever sought our input on freight rail needs on the corridor and we now have learned they have no agreements in place with TCW on how freight service will be handled on this proposed "shared corridor" route.

We urge the Board to set a procedural schedule and delay HCRRA's request to acquire the common carrier obligation in order to solicit the views of others affected by this transaction – in particular shippers like ourselves who need this vital rail route to move our goods through the Twin Cities. Entrusting the common carrier obligation to a public entity that does not operate freight rail service provides little assurance that important shipper interests in continued effective transportation service will be protected. In addition, deciding on this matter without reaching an agreement with the one entity that is currently – and effectively – providing the common carrier service, TCW, is a matter of significant concern and warrants close scrutiny by the Board.

For the city,

Steven C. Jones
City Manager

Cc: Parties of Record
Mayor and Council

245522

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April 19, 2018

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

**Re: Docket No. FD 36178, Metropolitan Council – Petition for Declaratory Order
Docket No. FD 36177, Hennepin County Regional Rail Authority – Acquisition Exemption –
In Hennepin County, Minnesota**

**LETTER IN SUPPORT OF TWIN CITIES & WESTERN RAILROAD COMPANY'S
INITIAL REPLY REQUESTING THE BOARD TO SET A PROCEDURAL SCHEDULE**

Dear Ms. Brown:

AmeriGas Propane, L.P. ("AmeriGas") urges the Board to set a procedural schedule in the above referenced proceeding (FD 36178) to permit public comment and a full hearing on Metropolitan Council's Petition seeking to acquire ownership of the Bass Lake and Kenilworth corridors in Hennepin County, Minnesota. The Board should also stay the Hennepin County Regional Rail Authority's ("HCRRA") request in FD 36177 to acquire the common carrier obligations for the line.

AmeriGas Propane, L.P. is the largest propane retailer in the United States, serving approximately two million customers in all fifty states from approximately 2,000 propane distribution locations. AmeriGas has 650 district offices with approximately 8,500 employees nationwide. AmeriGas relies heavily on rail to ensure the adequate and safe delivery of propane to our customers. We have collaborated with TCW for rail access to the Twin Cities to connect with major Class I carriers such as BNSF, a route that includes the Bass Lake/Kenilworth corridor. We estimate we ship over 7.4MM gallons a year over this route.

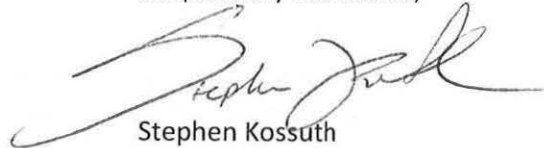
Several years ago, TCW informed us that the Metropolitan Council was seeking to expand its light rail service from Minneapolis west to certain suburban communities. When it was determined that the Metropolitan Council had selected the Bass Lake/Kenilworth corridor for a joint light rail /freight rail corridor, we understand that TCW committed that it would work with the Council to reach agreements both to minimize disruption to freight rail service during construction and thereafter to assure that the presence of light rail in the freight rail corridor would not negatively impact TC&W's operational and economic ability to provide service or force shippers, such as AmeriGas, to subsidize the expense of adding light rail to the corridor.

We understand the Metropolitan Council recently ended negotiations with TCW and has filed its present Petition asking the Board to approve an arrangement whereby the Council will acquire ownership of the rail line but will ask the Board to transfer the common carrier obligation to HCRRA.

This is a very complicated transaction that needs full public input and understanding.

We urge the Board to set a procedural schedule and delay HCRRA's request to acquire the common carrier obligation in order to solicit the views of others affected by this transaction – in particular shippers like ourselves who need this vital rail route to move our goods through the Twin Cities. Entrusting the common carrier obligation to a public entity that does not operate freight rail service provides little assurance that important shipper interests in continued effective transportation service will be protected. In addition, deciding on this matter without reaching an agreement with the one entity that is currently – and effectively – providing the common carrier service, TCW, is a matter of significant concern and warrants close scrutiny by the Board.

Respectfully submitted,

A handwritten signature in dark ink, appearing to read "Stephen Kossuth", written over a horizontal line.

Stephen Kossuth
Vice President of Supply & Logistics
AmeriGas Propane, L.P.

11450 Compaq Center West Dr., Suite 400
Houston, TX 77070
torri.stuckey@amerigas.com

Cc: Parties of Record

By mail to the STB:

Ms. Cynthia T. Brown
Chief, Section of Administration
Surface Transportation Board
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Washington, DC 20423-0001

By overnight delivery to the STB:

Ms. Cynthia T. Brown
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William A. Mullins
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David F. Rifkind
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1 South Pinckney Street, Suite 810, Madison, WI 53703-2869
608.258.4400 fax 608.258.4407

145 University Avenue West, Suite 450, St. Paul, MN 55103-2044
651.228.0213 fax 651.228.1184

www.cooperativenetwork.coop

April 20, 2018

245520

245521

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

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**Re: Docket No. FD 36178, Metropolitan Council – Petition for Declaratory Order
Docket No. FD 36177, Hennepin County Regional Rail Authority – Acquisition Exemption**

In Hennepin County, Minnesota

**LETTER IN SUPPORT OF TWIN CITIES & WESTERN RAILROAD COMPANY'S
INITIAL REPLY REQUESTING THE BOARD TO SET A PROCEDURAL SCHEDULE**

Dear Ms. Brown:

Cooperative Network is one of the largest associations of its kind in the country and serves more than 400 member-cooperatives. Our members are owned by more than 6.1 million residents of Minnesota and Wisconsin and include member-owned farm supply, dairy marketing, livestock marketing, financial, health care, mutual insurance, processing, consumer, electric utility, housing, and worker-owned cooperatives, among others.

Cooperative Network respectfully urges the Surface Transportation Board (Board) to set a procedural schedule in the above referenced proceeding (FD 36178) to permit public comment and a full hearing on Metropolitan Council's Petition seeking to acquire ownership of the Bass Lake and Kenilworth corridors in Hennepin County, Minnesota. We would also respectfully urge the Board to stay the Hennepin County Regional Rail Authority's ("HCRRA") request in FD 36177 to acquire the common carrier obligations for the line.

Cooperative Network members rely on the Twin Cities & Western Railroad (TC&W) for efficient and effective rail access to the Twin Cities to connect with major Class I carriers such as BNSF, a route that includes the Bass Lake/Kenilworth corridor. Several years ago, TC&W was informed that the Metropolitan Council was seeking to expand its light rail service from Minneapolis west to certain suburban communities. When it was determined that the Metropolitan Council had selected the Bass Lake/Kenilworth corridor for a joint light rail/freight rail corridor, TC&W committed that it would work with the Council. This included agreements to both minimize disruption to freight rail service during construction and thereafter to assure that the presence of light rail in the freight rail corridor would not negatively impact TC&W's operational and economic ability to provide service for force shippers to subsidize the expense of adding light rail to the corridor.

Cooperative Network understands the Metropolitan Council recently abruptly ended negotiations with TC&W and has filed its present Petition asking the Board to approve an arrangement whereby the Council will acquire ownership of the rail line but will ask the Board to transfer the common carrier obligation to HCRRA.

This is a very complicated transaction that needs full public input and understanding. Neither the Council nor HCRRA has ever sought input on freight rail needs on the corridor. In addition, we have now learned that they have no agreements in place with TC&W on how freight service will be handled on this proposed “shared corridor” route.

Cooperative Network urges the Board to set a procedural schedule and delay HCRRA’s request to acquire the common carrier obligation in order to solicit the views of others affected by this transaction – in particular agricultural co-op shippers who need this vital rail route to move goods through the Twin Cities. Entrusting the common carrier obligation to a public entity that does not operate freight rail service provides little assurance that important shipper interests in continued effective transportation service will be protected. In addition, deciding on this matter without reaching an agreement with the one entity that is currently – and effectively – providing the common carrier service, TC&W, is a matter of significant concern and warrants close scrutiny by the Board.

Sincerely,

A handwritten signature in cursive script that reads "Daniel R. Smith". The signature is written in dark ink and is positioned above the printed name and title.

Dan Smith
President & CEO

Cc: Parties of Record

245516
245517

April 16, 2018

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April 20, 2018
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Ms. Cynthia T. Brown
Chief, Section of Administration
Surface Transportation Board
Office of Proceedings
395 E Street, S.W.
Washington, DC 20423-0001

**Re: Docket No. FD 36178, Metropolitan Council – Petition for Declaratory Order
Docket No. FD 36177, Hennepin County Regional Rail Authority – Acquisition Exemption –
In Hennepin County, Minnesota**

**LETTER IN SUPPORT OF TWIN CITIES & WESTERN RAILROAD COMPANY'S
INITIAL REPLY REQUESTING THE BOARD TO SET A PROCEDURAL SCHEDULE**

Dear Ms. Brown:

F.W. Cobs Company urges the Board to set a procedural schedule in the above referenced proceeding (FD 36178) to permit public comment and a full hearing on Metropolitan Council's Petition seeking to acquire ownership of the Bass Lake and Kenilworth corridors in Hennepin County, Minnesota. The Board should also stay the Hennepin County Regional Rail Authority's ("HCRRA") request in FD 36177 to acquire the common carrier obligations for the line.

Our grain elevator is located in Stewart, MN. This elevator allows us to access organic markets in Minnesota that we have not had access to before. We are a primary supplier of Organic Grain for animal feed to customers on both the East and West Coasts. The TCWR gives us access to all markets as it interchanges with mostly all class 1 railroads and the elevator is located on Twin Cities & Western Railroad Company ("TCW"). Since purchasing our facility in December 2017, we have relied on TCW for efficient and effective rail access to the Twin Cities to connect with major Class I carriers such as BNSF, a route that includes the Bass Lake/Kenilworth corridor. We estimate we will ship over 200 carloads a year over this route. We selected this specific site because of the TCWR's efficiency and access to interchange with the other larger railroads. We have invested hundreds of thousands of dollars to get the operation running in Stewart, MN in the past year, and have already well exceeded our goals for shipping in the region due to the reliable service we get from the TCWR. This allows us to provide a boost to local farmers as well as competitive pricing to our customers on both coasts.

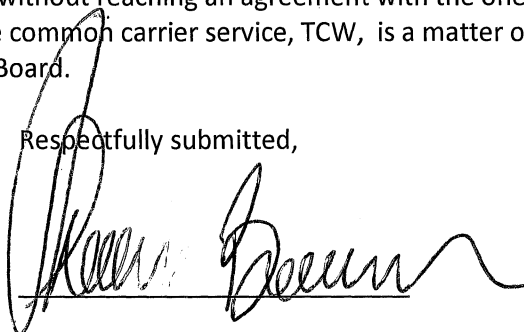
TCW informed us that the Metropolitan Council was seeking to expand its light rail service from Minneapolis west to certain suburban communities. When it was determined that the Metropolitan Council had selected the Bass Lake/Kenilworth corridor for a joint light rail /freight rail corridor, TCW

committed that it would work with the Council to reach agreements both to minimize disruption to freight rail service during construction and thereafter to assure that the presence of light rail in the freight rail corridor would not negatively impact TC&W's operational and economic ability to provide service or force shippers, such as F.W. Cobs Company, to subsidize the expense of adding light rail to the corridor.

We understand the Metropolitan Council recently abruptly ended negotiations with TCW and has filed its present Petition asking the Board to approve an arrangement whereby the Council will acquire ownership of the rail line but will ask the Board to transfer the common carrier obligation to HCRRA. This is a very complicated transaction that needs full public input and understanding. Neither the Council nor HCRRA has ever sought our input on freight rail needs on the corridor and we now have learned they have no agreements in place with TCW on how freight service will be handled on this proposed "shared corridor" route.

We urge the Board to set a procedural schedule and delay HCRRA's request to acquire the common carrier obligation in order to solicit the views of others affected by this transaction – in particular shippers like ourselves who need this vital rail route to move our goods through the Twin Cities. Entrusting the common carrier obligation to a public entity that does not operate freight rail service provides little assurance that important shipper interests in continued effective transportation service will be protected. In addition, deciding on this matter without reaching an agreement with the one entity that is currently – and effectively – providing the common carrier service, TCW, is a matter of significant concern and warrants close scrutiny by the Board.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Karen Brooks", is written over a horizontal line.

Cc: Parties of Record

PO Box 30
Saint Albans Bay, VT 05481
brooks@fwcobs.com

By mail to the STB:

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

By overnight delivery to the STB:

Ms. Cynthia T. Brown
Chief, Section of Administration
Surface Transportation Board
Office of Proceedings
395 E Street, S.W., Room 1034
Washington, DC 20006

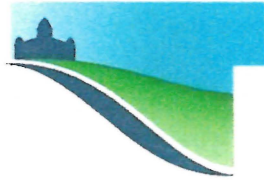
Parties of Record:

Edward D. Greenberg
GKG Law, P.C.
1055 Thomas Jefferson Street, N.W.
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2401 Pennsylvania Avenue, N.W.
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Washington, DC 20037

David F. Rifkind
Stinson Leonard Street LLP
1775 Pennsylvania Avenue, N.W.
Suite 800
Washington, DC 20006



Renville

COUNTY

Service · Stewardship · Shared Responsibility

Randy Kramer, Chair
Renville County Board of Commissioners
Renville County Government Services Center
Suite 315
105 South 5th Street
Olivia, MN 56277-1484

Phone: 320-523-3710

April 17, 2018

245525
245526

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

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April 23, 2018
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**Re: Docket No. FD 36178, Metropolitan Council – Petition for Declaratory Order
Docket No. FD 36177, Hennepin County Regional Rail Authority – Acquisition Exemption –
In Hennepin County, Minnesota**

**LETTER IN SUPPORT OF TWIN CITIES & WESTERN RAILROAD COMPANY'S
INITIAL REPLY REQUESTING THE BOARD TO SET A PROCEDURAL SCHEDULE**

Dear Ms. Brown:

Renville County urges the Board to set a procedural schedule in the above referenced proceeding (FD 36178) to permit public comment and a full hearing on Metropolitan Council's Petition seeking to acquire ownership of the Bass Lake and Kenilworth corridors in Hennepin County, Minnesota. We also respectfully request that the Board stay the Hennepin County Regional Rail Authority's ("HCRRA") request in FD 36177 to acquire the common carrier obligations for the line.

Renville County is an agricultural county located in southwestern MN. For over 27 years, Renville County businesses have relied on Twin Cities & Western Railroad Company ("TCW") for efficient and effective rail access to the Twin Cities to connect with major Class I carriers such as BNSF, a route that includes the Bass Lake/Kenilworth corridor. In 2017 Renville County was the largest producer of corn and second largest producer of soybeans, with 53.3 million bushels and 11.9 million bushels respectively being transported over this route. We are also home to the world's largest sugar refinery, processing 3.6 million tons of sugar beets annually. In addition, there are new facilities being proposed and built in our county based on the availability of this rail access, resulting in an even greater demand placed on this rail line. There is no other economically viable rail route for our county's products to move to and from the Twin Cities rail terminal.

Several years ago, TCW informed us that the Metropolitan Council was seeking to expand its light rail service from Minneapolis west to certain suburban communities. When it was determined that the Metropolitan Council had selected the Bass Lake/Kenilworth corridor for a joint light rail /freight rail corridor, TCW committed that it would work with the Council to reach agreements both to minimize

disruption to freight rail service during construction and thereafter to assure that the presence of light rail in the freight rail corridor would not negatively impact TC&W's operational and economic ability to provide service or force shippers to subsidize the expense of adding light rail to the corridor.

We understand the Metropolitan Council recently abruptly ended negotiations with TCW and has filed its present Petition asking the Board to approve an arrangement whereby the Council will acquire ownership of the rail line but will ask the Board to transfer the common carrier obligation to HCRRA. This is a very complicated transaction that needs full public input and understanding. Neither the Council nor the HCRRA has ever sought our input on freight rail needs on the corridor, and we now have learned they have no agreements in place with TCW on how freight service will be handled on this proposed "shared corridor" route.

We urge the Board to set a procedural schedule and delay HCRRA's request to acquire the common carrier obligation in order to solicit the views of others affected by this transaction – in particular shippers who need this vital rail route to move goods through the Twin Cities. Entrusting the common carrier obligation to a public entity that does not operate freight rail service provides little assurance that important shipper interests in continued effective transportation service will be protected. In addition, deciding on this matter without reaching an agreement with the one entity that is currently – and effectively – providing the common carrier service, TCW, is a matter of significant concern and warrants close scrutiny by the Board.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Randy Kramer", with a long horizontal flourish extending to the right.

Randy Kramer, Chair
Renville County Board of Commissioners

Cc: Parties of Record

By mail to the STB:

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

By overnight delivery to the STB:

Ms. Cynthia T. Brown
Chief, Section of Administration
Surface Transportation Board
Office of Proceedings
395 E Street, S.W., Room 1034
Washington, DC 20006

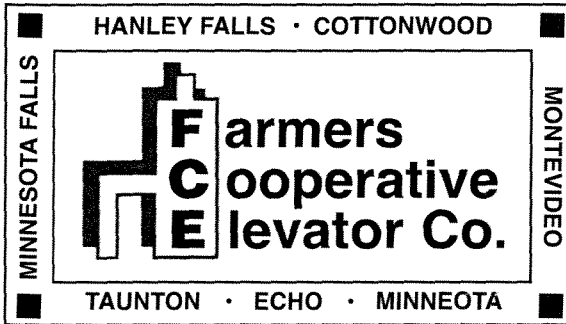
Parties of Record:

Edward D. Greenberg
GKG Law, P.C.
1055 Thomas Jefferson Street, N.W.
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Washington, DC 20007

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Kaplan Kirsch & Rockwell LLP
1001 Connecticut Avenue, N.W.
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William A. Mullins
Baker & Miller PLLC
2401 Pennsylvania Avenue, N.W.
Suite 300
Washington, DC 20037

David F. Rifkind
Stinson Leonard Street LLP
1775 Pennsylvania Avenue, N.W.
Suite 800
Washington, DC 20006



Farmers Co-operative Elevator Co.

1972 510th Street
Hanley Falls, MN 56245
507-768-3448

Cottonwood	507-423-6235
Echo	507-925-4126
Minneota	507-872-6134
Minnesota Falls	320-564-3835
Montevideo	320-269-6531
Taunton	507-872-6161

April 16, 2018

245531
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Ms. Cynthia T. Brown
Chief, Section of Administration
Surface Transportation Board
Office of Proceedings
395 E Street, S.W.
Washington, DC 20423-0001

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April 23, 2018
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Re: Docket No. FD 36178, Metropolitan Council – Petition for Declaratory Order
Docket No. FD 36177, Hennepin County Regional Rail Authority – Acquisition Exemption –
In Hennepin County, Minnesota

**LETTER IN SUPPORT OF TWIN CITIES & WESTERN RAILROAD COMPANY'S
INITIAL REPLY REQUESTING THE BOARD TO SET A PROCEDURAL SCHEDULE**

Dear Ms. Brown:

Farmers Co-operative Elevator Company ("FCE") urges the Board to set a procedural schedule in the above referenced proceeding (FD 36178) to permit public comment and a full hearing on Metropolitan Council's Petition seeking to acquire ownership of the Bass Lake and Kenilworth corridors in Hennepin County, Minnesota. The Board should also stay the Hennepin County Regional Rail Authority's ("HCRRA") request in FD 36177 to acquire the common carrier obligations for the line.

FCE is located in Montevideo, Chippewa County, MN. Farmers Co-operative Elevator Company is an agricultural cooperative with \$200M in sales each year. Our patrons rely on us to offer them the best attainable market for their crops and the ability to move their commodities in a timely manner. FCE Montevideo is located on Twin Cities & Western Railroad Company ("TCW"). For over 26 years, we have relied on TCW for efficient and effective rail access to the Twin Cities to connect with major Class I carriers such as BNSF, a route that includes the Bass Lake/Kenilworth corridor. We estimate we ship over 1500 carloads a year. FCE has made substantial investment in the Montevideo facility to efficiently serve our patrons. In 2016 FCE completed a \$30M expansion for the purpose of reaching previously unattainable markets. The access via TCW to these new markets creates additional revenue for the cooperative, and in turn for our 2000+ members.

Several years ago, TCW informed us that the Metropolitan Council was seeking to expand its light rail service from Minneapolis west to certain suburban communities. When it was determined that the Metropolitan Council had selected the Bass Lake/Kenilworth corridor for a joint light rail /freight rail

corridor, TCW committed that it would work with the Council to reach agreements both to minimize disruption to freight rail service during construction and thereafter to assure that the presence of light rail in the freight rail corridor would not negatively impact TC&W's operational and economic ability to provide service or force shippers, such as FCE, to subsidize the expense of adding light rail to the corridor.

We understand the Metropolitan Council recently abruptly ended negotiations with TCW and has filed its present Petition asking the Board to approve an arrangement whereby the Council will acquire ownership of the rail line but will ask the Board to transfer the common carrier obligation to HCRRA. This is a very complicated transaction that needs full public input and understanding. Neither the Council nor HCRRA has ever sought our input on freight rail needs on the corridor and we now have learned they have no agreements in place with TCW on how freight service will be handled on this proposed "shared corridor" route.

We urge the Board to set a procedural schedule and delay HCRRA's request to acquire the common carrier obligation in order to solicit the views of others affected by this transaction – in particular shippers like ourselves who need this vital rail route to move our goods through the Twin Cities. Entrusting the common carrier obligation to a public entity that does not operate freight rail service provides little assurance that important shipper interests in continued effective transportation service will be protected. In addition, deciding on this matter without reaching an agreement with the one entity that is currently – and effectively – providing the common carrier service, TCW, is a matter of significant concern and warrants close scrutiny by the Board.

Respectfully submitted,


William Doyscher
Assistant General Manager

Cc: Parties of Record

By mail to the STB:

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

By overnight delivery to the STB:

Ms. Cynthia T. Brown
Chief, Section of Administration
Surface Transportation Board
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Parties of Record:

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1775 Pennsylvania Avenue, N.W.
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13830 Circa Crossing Drive,
Lithia, Florida 33547
www.mosaicco.com
Phone: 813-500-6489
Fax: 813-571-6923

April 20, 2018

Ms. Cynthia T. Brown
Chief, Section of Administration
Surface Transportation Board
Office of Proceedings
395 E Street, S.W.
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245529
245530

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Re: Docket No. FD 36178, Metropolitan Council – Petition for Declaratory Order
Docket No. FD 36177, Hennepin County Regional Rail Authority – Acquisition
Exemption – In Hennepin County, Minnesota

LETTER IN SUPPORT OF TWIN CITIES 7 WESTERN RAILROAD COMPANY'S INITIAL REPLY REQUESTING THE
BOARD TO SET A PROCEDURAL SCHEDULE

Dear Ms. Brown:

The Mosaic Company urges the Board to set a procedural schedule in the above referenced proceeding (FD 36178) to permit public comment and a full hearing on Metropolitan Council's Petition seeking to acquire ownership of the Bass Lake and Kenilworth corridors in Hennepin County, Minnesota. The Board should also stay the Hennepin County Regional Rail Authority's ("HCRRA") request in FD 36177 to acquire the common carrier obligations for the line.

The Mosaic Company is the world's leading integrated producer and marketer of concentrated phosphate and potash. We mine and process phosphate and potash minerals into crop nutrients, and then ship to our customers in the major agricultural centers of the world.

Many farmers depend on the fertilizer we ship to customers located on TCW. We depend on TCW rail service for efficient and effective rail access to move various fertilizer products to the Twin Cities to connect with Major Class I carriers such as BNSF, Canadian Pacific, and Union Pacific, via a route that includes the Bass Lake/Kenilworth corridor.

Several years ago, TCW informed us that the Metropolitan Council was seeking to expand its light rail service from Minneapolis west to certain suburban communities. When it was determined that the Metropolitan Council had selected the Bass Lake / Kenilworth corridor for a joint light rail / freight rail corridor, TCW committed that it would work with the Council to reach agreements both to minimize disruption to freight rail service during construction and thereafter to assure that the presence of light rail in the freight rail corridor would not negatively impact TCW's operational and economic ability to provide service, or force shippers, such as Mosaic, to subsidize the expense of adding light rail to the corridor.



13830 Circa Crossing Drive,
Lithia, Florida 33547
www.mosaicco.com
Phone: 813-500-6489
Fax: 813-571-6923

We understand the Metropolitan Council has filed its present Petition asking the board to approve an arrangement whereby the Council will acquire ownership of the rail line but will ask the Board to transfer the common carrier obligation to HCRRA. This is a very complicated transaction that needs full public input and understanding.

We urge the Board to delay HCRRA's request to acquire the common carrier obligation and set a procedural schedule to solicit the views of others affected by this transaction – shippers like ourselves who need to vital rail route to move our goods through the Twin Cities. Entrusting the common carrier obligation to a public entity that does not operate freight rail service provides little assurance that important shipper interests in continued effective transportation service will be protected. In addition, deciding on this matter without reaching an agreement with the one entity that is currently – and effectively – providing the common carrier service, TCW, is a matter of significant concern and warrants close scrutiny by the Board.

Respectfully submitted,

A handwritten signature in blue ink, appearing to read "Jeff Christoffersen", is placed above the printed name.

Jeff Christoffersen
Vice President Supply Chain
The Mosaic Company
13830 Circa Crossing Drive
Lithia, FL 33547
(813) 500-6489

Cc: Parties of Record

By mail to the STB:

Ms. Cynthia T. Brown
Chief, Section of Administration
Surface Transportation Board



13830 Circa Crossing Drive,
Lithia, Florida 33547
www.mosaicco.com
Phone: 813-500-6489
Fax: 813-571-6923

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395 E Street, S.W.
Washington, DC 20423-0001
By overnight delivery to the STB:

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Chief, Section of Administration
Surface Transportation Board
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395 E Street, S.W.
Washington, DC 20423-0001

Parties of Record:

Edward D. Greenberg
GKG Law, P.C.
1055 Thomas Jefferson Street, N.W.
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1001 Connecticut Avenue, N.W.
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2401 Pennsylvania Avenue, N.W.
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David F. Rifkind
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1775 Pennsylvania Avenue, N.W.
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Washington, DC 20006



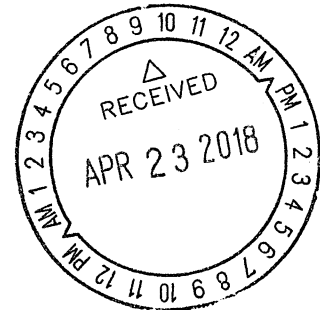
April 16, 2018

245527

245528

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

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Re: Docket No. FD 36178, Metropolitan Council – Petition for Declaratory Order
Docket No. FD 36177, Hennepin County Regional Rail Authority – Acquisition Exemption –
In Hennepin County, Minnesota

**LETTER IN SUPPORT OF TWIN CITIES & WESTERN RAILROAD COMPANY'S
INITIAL REPLY REQUESTING THE BOARD TO SET A PROCEDURAL SCHEDULE**

Dear Ms. Brown:

United Farmers Cooperative (UFC) urges the Board to set a procedural schedule in the above referenced proceeding (FD 36178) to permit public comment and a full hearing on Metropolitan Council's Petition seeking to acquire ownership of the Bass Lake and Kenilworth corridors in Hennepin County, Minnesota. The Board should also stay the Hennepin County Regional Rail Authority's ("HCRRA") request in FD 36177 to acquire the common carrier obligations for the line.

UFC is located in several counties in Central Minnesota serving thousands of customer members from Litchfield on the north to New Ulm on the south and from New Prague on the east to Bird Island on the west. UFC is a farmer owned cooperative and has been in existence since 1915. As a cooperative, we are owned by the members we serve and are governed by over 2,500 agricultural producers who elect a member Board to oversee the operations. UFC provides services in grain, agronomy, livestock feed, equipment, fuels and energy as well as credit services to our agricultural producers. In addition, we operate convenience stores, a cooperative natural gas company and retail centers in several communities serving farmer producers as well as consumers. For over ten years, we have relied on the TCW for efficient and effective rail access to the Twin Cities to connect with major Class I carriers such as BNSF, UP, and CP; a route that includes the Bass Lake/Kenilworth corridor. We estimate we ship over 3,000 carloads of grain per year as well as several hundred carloads of crop nutrients to serve our members. Over the past ten years, the farmer owners of UFC have invested over \$50 million dollars in new facilities located directly on the rail that TCW serves. These facilities along with TCW service are critical to get the best value for agricultural products raised by our farmers and to gain access to critical markets that are only accessible today through the TCW corridors in Hennepin County. Without this critical access, not only would the members of UFC suffer significant consequences, but the loss of this critical service would have far reaching effects on many industries and communities along these rail lines. There is simply no other alternative if we were to lose this critical service.

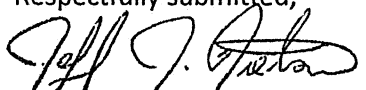
OVER

Several years ago, TCW informed us that the Metropolitan Council was seeking to expand its light rail service from Minneapolis west to certain suburban communities. When it was determined that the Metropolitan Council had selected the Bass Lake/Kenilworth corridor for a joint light rail /freight rail corridor, TCW committed that it would work with the Council to reach agreements both to minimize disruption to freight rail service during construction and thereafter to assure that the presence of light rail in the freight rail corridor would not negatively impact TCW's operational and economic ability to provide service or force shippers, such as UFC, to subsidize the expense of adding light rail to the corridor.

We understand the Metropolitan Council recently abruptly ended negotiations with TCW and has filed its present Petition asking the Board to approve an arrangement whereby the Council will acquire ownership of the rail line but will ask the Board to transfer the common carrier obligation to HCRRA. This is a very complicated transaction that needs full public input and understanding. Neither the Council nor HCRRA has ever sought our input on freight rail needs on the corridor and we now have learned they have no agreements in place with TCW on how freight service will be handled on this proposed "shared corridor" route. UFC as a cooperative that is owned by the members it serves feels it is critical that our farmers and community voices be heard before any final decisions are made. We strongly agree that a mutually beneficial solution must be made to avoid severe economic impacts on our rural agricultural businesses and communities.

We urge the Board to set a procedural schedule and delay HCRRA's request to acquire the common carrier obligation in order to solicit the views of others affected by this transaction – in particular shippers like ourselves who need this vital rail route to move our goods through the Twin Cities. Entrusting the common carrier obligation to a public entity that does not operate freight rail service provides little assurance that important shipper interests in continued effective transportation service will be protected. In addition, deciding on this matter without reaching an agreement with the one entity that is currently – and effectively – providing the common carrier service, TCW, is a matter of significant concern and warrants close scrutiny by the Board.

Respectfully submitted,



Jeff J. Nielsen, President/CEO

Cc: Parties of Record



245536

April 16, 2018

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Office of Proceedings
April 23, 2018
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Ms. Cynthia T. Brown
Chief, Section of Administration
Surface Transportation Board
Office of Proceedings
395 E Street, S.W.
Washington, DC 20423-0001

**Re: Docket No. FD 36178, Metropolitan Council – Petition for Declaratory Order
Docket No. FD 36177, Hennepin County Regional Rail Authority – Acquisition Exemption –
In Hennepin County, Minnesota**

**LETTER IN SUPPORT OF TWIN CITIES & WESTERN RAILROAD COMPANY'S
INITIAL REPLY REQUESTING THE BOARD TO SET A PROCEDURAL SCHEDULE**

Dear Ms. Brown:

Renewable Products Marketing Group, LLC (RPMG) urges the Board to set a procedural schedule in the above referenced proceeding (FD 36178) to permit public comment and a full hearing on Metropolitan Council's Petition seeking to acquire ownership of the Bass Lake and Kenilworth corridors in Hennepin County, Minnesota. The Board should also stay Hennepin County Regional Rail Authority's ("HCRRA") request in FD 36177 to acquire the common carrier obligations for the line.

RPMG is located in Shakopee, MN, Scott County, MN. As a Minnesota based company established in 1996, RPMG has been marketing ethanol and co-products for over 20 years. We currently market: nearly 2 billion gallons of ethanol; in excess of 2.2 million tons of Dried Distillers Grains; and over 300 million pounds of Distillers Corn Oil on an annual basis. We provide essential marketing and supply services to our members and marketing partners. RPMG is a leader in renewable fuels, with an unwavering commitment to renewable energy as a whole. One of our member plants, Heartland Corn Products (HCP), Winthrop, MN is located on Twin Cities & Western Railroad Company ("TCW"). For over 20 years, we have relied on TCW for efficient and effective rail access to the Twin Cities to connect with major Class I carriers such as BNSF, CPRS and UP, a route that includes the Bass Lake/Kenilworth corridor. We ship over 4,700 carloads a year over this route. There is no other economically viable rail route for our products to move to and from the Twin Cities rail terminal.

Several years ago, TCW informed us that the Metropolitan Council was seeking to expand its light rail service from Minneapolis west to certain suburban communities. When it was determined that the Metropolitan Council had selected the Bass Lake/Kenilworth corridor for a joint light rail /freight rail corridor, TCW committed that it would work with the Council to reach agreements both that:



(1) minimized disruption to freight rail service during construction, and (2) to assure that the presence of light rail in the freight rail corridor would not negatively impact TC&W's operational and economic ability to provide service or force shippers, such as RPMG on behalf of Heartland Corn Products (HCP), to subsidize the expense of adding light rail to the corridor.

We understand the Metropolitan Council recently abruptly ended negotiations with TCW and has filed its present Petition asking the Board to approve an arrangement whereby the Council will acquire ownership of the rail line but will ask the Board to transfer the common carrier obligation to HCRRA. This is a very complicated transaction that needs full public input and understanding. Neither the Council nor HCRRA has ever sought our input on freight rail needs on the corridor and we now have learned they have no agreements in place with TCW on how freight service will be handled on this proposed "shared corridor" route.

We urge the Board to set a procedural schedule and delay HCRRA's request to acquire the common carrier obligation in order to solicit the views of others affected by this transaction – in particular shippers like ourselves who need this vital rail route to move our goods through the Twin Cities. Entrusting the common carrier obligation to a public entity that does not operate freight rail service provides little assurance that important shipper interests in continued effective transportation service will be protected. In addition, deciding on this matter without reaching an agreement with the one entity that is currently – and effectively – providing the common carrier service, TCW, is a matter of significant concern and warrants close scrutiny by the Board.

Respectfully submitted,

A handwritten signature in dark ink, appearing to read "Douglas E. Punke". The signature is fluid and cursive, with the first name "Douglas" being more prominent.

Douglas E. Punke, CEO
Renewable Products Marketing Group, LLC

Cc: Parties of Record



By mail to the STB:

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

By overnight delivery to the STB:

Ms. Cynthia T. Brown
Chief, Section of Administration
Surface Transportation Board
Office of Proceedings
395 E Street, S.W., Room 1034
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Parties of Record:

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GKG Law, P.C.
1055 Thomas Jefferson Street, N.W.
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1001 Connecticut Avenue, N.W.
Suite 800
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William A. Mullins
Baker & Miller PLLC
2401 Pennsylvania Avenue, N.W.
Suite 300
Washington, DC 20037

David F. Rifkind
Stinson Leonard Street LLP
1775 Pennsylvania Avenue, N.W.
Suite 800
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County of McLeod

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Ron.Shimanski@co.mcleod.mn.us

COMMISSIONER DOUG KRUEGER

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COUNTY ADMINISTRATOR

CINDY FORD
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Cindy.Schultz@co.mcleod.mn.us

April 16, 2018

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

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April 23, 2018
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**Re: Docket No. FD 36178, Metropolitan Council – Petition for Declaratory Order
Docket No. FD 36177, Hennepin County Regional Rail Authority – Acquisition Exemption –
In Hennepin County, Minnesota**

**LETTER IN SUPPORT OF TWIN CITIES & WESTERN RAILROAD COMPANY'S
INITIAL REPLY REQUESTING THE BOARD TO SET A PROCEDURAL SCHEDULE**

Dear Ms. Brown:

McLeod County Board of Commissioners urges the Board to set a procedural schedule in the above referenced proceeding (FD 36178) to permit public comment and a full hearing on Metropolitan Council's Petition seeking to acquire ownership of the Bass Lake and Kenilworth corridors in Hennepin County, Minnesota. The Board should also stay the Hennepin County Regional Rail Authority's ("HCRRA") request in FD 36177 to acquire the common carrier obligations for the line.

McLeod County, Minnesota is located west of the Twin Cities metropolitan area adjacent to the County of Carver. The Twins Cities & Western Railroad Company (TCW) rail lines travel through the county. We have three (3) companies located on and depend on the freight rails to ship their commodities; Seneca Foods Corporation located in the City of Glencoe, United Farmers Cooperative located in near the City of Brownton and Form-A-Feed located in the City of Stewart. For over fifty (50) years, they have relied on TCW for efficient and effective rail access to the Twin Cities to connect with major Class I carriers such as

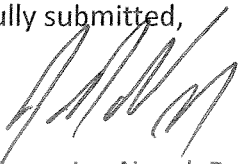
BNSF, a route that includes the Bass Lake/Kenilworth corridor. Not to mention the capital investments that these companies have made. There is no other economically viable rail route for our products to move to and from the Twin Cities rail terminal.

Several years ago, TCW informed us that the Metropolitan Council was seeking to expand its light rail service from Minneapolis west to certain suburban communities. When it was determined that the Metropolitan Council had selected the Bass Lake/Kenilworth corridor for a joint light rail /freight rail corridor, TCW committed that it would work with the Council to reach agreements both to minimize disruption to freight rail service during construction and thereafter to assure that the presence of light rail in the freight rail corridor would not negatively impact TC&W's operational and economic ability to provide service or force shippers, such as Seneca Foods Corporation, United Farmers Cooperative and Form-A-Feed, to subsidize the expense of adding light rail to the corridor.

We understand the Metropolitan Council recently abruptly ended negotiations with TCW and has filed its present Petition asking the Board to approve an arrangement whereby the Council will acquire ownership of the rail line but will ask the Board to transfer the common carrier obligation to HCRRA. This is a very complicated transaction that needs full public input and understanding. Neither the Council nor HCRRA has ever sought our input on freight rail needs on the corridor and we now have learned they have no agreements in place with TCW on how freight service will be handled on this proposed "shared corridor" route.

We urge the Board to set a procedural schedule and delay HCRRA's request to acquire the common carrier obligation in order to solicit the views of others affected by this transaction – in particular shippers like ourselves who need this vital rail route to move our goods through the Twin Cities. Entrusting the common carrier obligation to a public entity that does not operate freight rail service provides little assurance that important shipper interests in continued effective transportation service will be protected. In addition, deciding on this matter without reaching an agreement with the one entity that is currently – and effectively – providing the common carrier service, TCW, is a matter of significant concern and warrants close scrutiny by the Board.

Respectfully submitted,



Commissioner Joe Nagel, Board Chair

Cc: Parties of Record

Edward D. Greenberg
GKG Law, P.C.
1055 Thomas Jefferson Street, N.W.
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Washington, DC 20007

Charles A. Spitulnik
Kaplan Kirsch & Rockwell LLP
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Washington, DC 20006

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April 16, 2018



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

**Re: Docket No. FD 36178, Metropolitan Council – Petition for Declaratory Order
Docket No. FD 36177, Hennepin County Regional Rail Authority – Acquisition Exemption –
In Hennepin County, Minnesota**

**LETTER IN SUPPORT OF TWIN CITIES & WESTERN RAILROAD COMPANY'S
INITIAL REPLY REQUESTING THE BOARD TO SET A PROCEDURAL SCHEDULE**

Dear Ms. Brown:

Step Saver Inc urges the Board to set a procedural schedule in the above referenced proceeding (FD 36178) to permit public comment and a full hearing on Metropolitan Council's Petition seeking to acquire ownership of the Bass Lake and Kenilworth corridors in Hennepin County, Minnesota. The Board should also stay the Hennepin County Regional Rail Authority's ("HCRRA") request in FD 36177 to acquire the common carrier obligations for the line.

Step Saver Inc is located in Morton, MN located in Renville County, MN. Step Saver Inc is a Salt delivery company, that brings in bulk solar salt via covered hopper bottom rail cars that originates from Salt Lake City Utah, and delivers it to customers located thru out southern MN and Eastern SD. Step Saver Inc is located on MPL located which is operated by the Twin Cities & Western Railroad Company ("TCW"). For over 22 years, we have relied on TCW for efficient and effective rail access to the Twin Cities to connect with major Class I carriers such as BNSF, a route that includes the Bass Lake/Kenilworth corridor. We estimate we ship over 120 carloads a year over this route. Step Saver Inc has invested approximately \$900,000 into its rail site that has storage capacity of over 3,000 tons of salt storage capacity. Step Saver Inc then distributes this salt without the need to either haul it direct from Utah or send trucks from the TC metro area. If Step Saver would lose this access, and it would have a catastrophic financial burden to maintain a profitable company. Step Saver Inc employees 12 full time employees in the South West area in MN that provides an excellent living for its employees and also provides retirement and health insurance. Step Saver Inc is also a family owned business.

Several years ago, TCW informed us that the Metropolitan Council was seeking to expand its light rail service from Minneapolis west to certain suburban communities. When it was determined that the

Metropolitan Council had selected the Bass Lake/Kenilworth corridor for a joint light rail /freight rail corridor, TCW committed that it would work with the Council to reach agreements both to minimize disruption to freight rail service during construction and thereafter to assure that the presence of light rail in the freight rail corridor would not negatively impact TC&W's operational and economic ability to provide service or force shippers, such as Step Saver Inc, to subsidize the expense of adding light rail to the corridor.

We understand the Metropolitan Council recently abruptly ended negotiations with TCW and has filed its present Petition asking the Board to approve an arrangement whereby the Council will acquire ownership of the rail line but will ask the Board to transfer the common carrier obligation to HCRRA. This is a very complicated transaction that needs full public input and understanding. Neither the Council nor HCRRA has ever sought our input on freight rail needs on the corridor nor have we now learned they have no agreements in place with TCW on how freight service will be handled on this proposed "shared corridor" route.

We urge the Board to set a procedural schedule and delay HCRRA's request to acquire the common carrier obligation in order to solicit the views of others affected by this transaction – in particular shippers like ourselves who need this vital rail route to move our goods through the Twin Cities. Entrusting the common carrier obligation to a public entity that does not operate freight rail service provides little assurance that important shipper interests in continued effective transportation service will be protected. In addition, deciding on this matter without reaching an agreement with the one entity that is currently – and effectively – providing the common carrier service, TCW, is a matter of significant concern and warrants close scrutiny by the Board.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'CJ Steffl', written over a horizontal line.

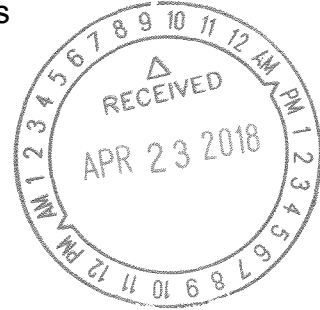
Charles J Steffl, President and Owner
Step Saver Inc

Cc: Parties of Record

245537

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April 23, 2018
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April 16, 2018

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

**Re: Docket No. FD 36178, Metropolitan Council – Petition for Declaratory Order
Docket No. FD 36177, Hennepin County Regional Rail Authority – Acquisition Exemption –
In Hennepin County, Minnesota**

**LETTER IN SUPPORT OF TWIN CITIES & WESTERN RAILROAD COMPANY'S
INITIAL REPLY REQUESTING THE BOARD TO SET A PROCEDURAL SCHEDULE**

Dear Ms. Brown:

Farmers Union Oil Company of Montevideo urges the Board to set a procedural schedule in the above referenced proceeding (FD 36178) to permit public comment and a full hearing on Metropolitan Council's Petition seeking to acquire ownership of the Bass Lake and Kenilworth corridors in Hennepin County, Minnesota. The Board should also stay the Hennepin County Regional Rail Authority's ("HCRRA") request in FD 36177 to acquire the common carrier obligations for the line.

Farmers Union Oil Company is located in Chippewa County, MN. Farmers Union Oil Company is Ag related business which sells fertilizer, propane etc. Farmers Union Oil Company is located on Twin Cities & Western Railroad Company ("TCW"). For over 40 years, we have relied on TCW for efficient and effective rail access to the Twin Cities to connect with major Class I carriers such as BNSF, a route that includes the Bass Lake/Kenilworth corridor. We estimate we ship over 20 carloads a year over this route. There is no other economically viable rail route for our products to move to and from the Twin Cities rail terminal.]

Several years ago, TCW informed us that the Metropolitan Council was seeking to expand its light rail service from Minneapolis west to certain suburban communities. When it was determined that the Metropolitan Council had selected the Bass Lake/Kenilworth corridor for a joint light rail /freight rail corridor, TCW committed that it would work with the Council to reach agreements both to minimize disruption to freight rail service during construction and thereafter to assure that the presence of light rail in the freight rail corridor would not negatively impact TC&W's operational and economic ability to provide service or force shippers, such as ADM., CHS, to subsidize the expense of adding light rail to the corridor.

We understand the Metropolitan Council recently abruptly ended negotiations with TCW and has filed its present Petition asking the Board to approve an arrangement whereby the Council will acquire ownership of the rail line but will ask the Board to transfer the common carrier obligation to HCRRA. This is a very complicated transaction that needs full public input and understanding. Neither the Council nor HCRRA has ever sought our input on freight rail needs on the corridor and we now have learned they have no agreements in place with TCW on how freight service will be handled on this proposed "shared corridor" route.

We urge the Board to set a procedural schedule and delay HCRRA's request to acquire the common carrier obligation in order to solicit the views of others affected by this transaction – in particular shippers like ourselves who need this vital rail route to move our goods through the Twin Cities. Entrusting the common carrier obligation to a public entity that does not operate freight rail service provides little assurance that important shipper interests in continued effective transportation service will be protected. In addition, deciding on this matter without reaching an agreement with the one entity that is currently – and effectively – providing the common carrier service, TCW, is a matter of significant concern and warrants close scrutiny by the Board.

Respectfully submitted,



Agronomy Manager
Farmers Union of
Montevideo, MN

Cc: Parties of Record

COLLIN C. PETERSON
7TH DISTRICT, MINNESOTA

COMMITTEE ON AGRICULTURE
RANKING MEMBER

CONGRESS OF THE UNITED STATES
HOUSE OF REPRESENTATIVES
WASHINGTON, DC 20515

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FD 36178
FD 36177

April 18, 2018

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245545

Director Lucille Marvin
Office of Public Assistance, Governmental Affairs, and Compliance
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

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April 23, 2018
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Dear Director Marvin:

I am writing to urge the Surface Transportation Board (STB) to establish a public comment period and conduct a thorough analysis of Metropolitan Council's efforts to acquire ownership of the Bass Lake and Kenilworth corridors in Hennepin County, Minnesota.

Many of my constituents rely on the Twin Cities & Western Railroad Company (TC&W) for rail access to the Twin Cities in order to connect with major Class I carriers including BNSF, Canadian Pacific, and Union Pacific. These shippers are concerned that Metropolitan Council's plans to remove freight side tracks in favor of light rail passenger tracks along the Bass Lake and Kenilworth freight rail corridor could negatively impact TC&W's ability to provide efficient rail service.

The light rail project is complicated and impacts freight rail commerce. It is important that the STB not take expeditious action without providing the public with a full and thorough opportunity to voice their concerns. STB needs to carefully consider the long-term needs of TC&W and its shippers preserve their ability to operate effectively.

Sincerely,



Collin C. Peterson
Member of Congress

DISTRICT OFFICES

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FAX: (218) 847-5109

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MARSHALL, MN 56258
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FAX: (507) 537-2298

13892 AIRPORT DRIVE
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THIEF RIVER FALLS, MN 56701
(218) 683-5405
FAX: (218) 847-5109

324 3RD STREET SW
SUITE 4
WILLMAR, MN 56201
(320) 235-1061
FAX: (320) 235-2651



**MIDWEST
SHIPPERS
ASSOCIATION**

*Connecting the World's Best Premium Oilseeds and Grains Producers
with the World's Best Customers*

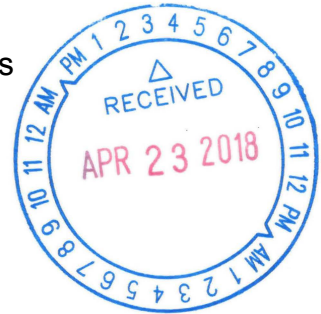
10800 Lyndale Avenue South, Suite 159 • Bloomington, MN 55420 USA
Phone: 952-253-6231 • Fax: 952-253-6227
Email: staff@mnshippers.com
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April 19, 2018

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

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April 23, 2018
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**Re: Docket No. FD 36178, Metropolitan Council – Petition for Declaratory Order
Docket No. FD 36177, Hennepin County Regional Rail Authority – Acquisition Exemption –
In Hennepin County, Minnesota**

**LETTER IN SUPPORT OF TWIN CITIES & WESTERN RAILROAD COMPANY'S
INITIAL REPLY REQUESTING THE BOARD TO SET A PROCEDURAL SCHEDULE**

Dear Ms. Brown:

The Midwest Shippers Association (MSA) urges the Surface Transportation Board to set a procedural schedule in the above referenced proceeding (FD 36178) to permit public comment and a full hearing on the Metropolitan Council's Petition seeking to acquire ownership of the Bass Lake and Kenilworth corridors in Hennepin County, Minnesota. The Board should also stay the Hennepin County Regional Rail Authority's ("HCRRA") request in FD 36177 to acquire the common carrier obligations for the line.

The Midwest Shippers Association is a regional, multi-state trade association made up of small, medium, and some larger sized companies that source, ship and export a wide range of agricultural grain and oilseed commodities for food and feed uses. MSA's membership is also made up of some farmer producers, and companies that are suppliers to our ag shipping members and sector, including international freight forwarders, bulk grain transloaders, and various grain quality service companies and organizations. MSA is based in the Twin Cities. Our members include cooperative elevators with facilities located on Twin Cities & Western Railroad Company ("TC&W"). MSA also has export trading company members that on occasion ship distillers grains from ethanol plants served by TC&W, and other commodities sourced from the important central Minnesota area served by the TC&W.

The TC&W railroad serves an absolutely vital role in transporting bulk agricultural commodities from one of the most productive areas of Minnesota through to the main Class One railroads and river barge shipping operations in the Twin Cities. The TC & W railroad section the Metropolitan Council is seeking to abruptly take over is a main artery for shipping a large volume of Minnesota farmers' grain production on to customers nationally, and to international destinations. In attempting to do this, the

Met Council would shortcircuit proceedings that would allow adequate time for understanding and comment by affected parties.

Twin City & Western's main line and Minnesota Prairie Line serves five large shuttle loading elevators that load unit trains, plus processing plants that ship large trains of ethanol fuel and distillers grain feed products, and other agricultural and industrial/warehouse shippers. These shippers are dependent upon having timely, reliable service from TC&W to be able to serve their customers timely and reliably.

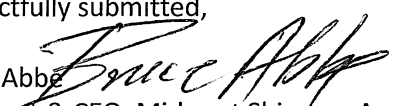
Moreover, shippers of all kinds today are experiencing major challenges for the trucking industry -- from a shortage of drivers, to rising costs and the unsettling impact of mandatory electronic monitoring devices limiting their flexibility when facing congestion and time delays in the metropolitan area. The trucking industry challenges of today are projected to get worse in the future, and experts say that portends an increasingly important role for railroad shipping of bulk ag commodities. The need for the service TC&W provides now, will increase in the future.

Several years ago, TC&W informed us that the Metropolitan Council was seeking to expand its light rail service from Minneapolis west to certain suburban communities. When it was determined that the Metropolitan Council had selected the Bass Lake/Kenilworth corridor for a joint light rail /freight rail corridor, TCW committed that it would work with the Council to reach agreements both to minimize disruption to freight rail service during construction and thereafter to assure that the presence of light rail in the freight rail corridor would not jeopardize TC&W's operational and economic ability to provide vital service to agricultural shippers.

We understand the Metropolitan Council recently abruptly ended negotiations with TCW and has filed its present Petition asking the Board to approve an arrangement whereby the Council will acquire ownership of the rail line but will ask the Board to transfer the common carrier obligation to HCRRA. This is a very complicated transaction that needs full public input and understanding. Neither the Council nor HCRRA has ever sought our input on freight rail needs on the corridor and we now have learned they have no agreements in place with TC&W on how freight service will be handled on this proposed "shared corridor" route. The manner in which this has all recently come about causes us grave concern that the Council and related government entities have little comprehension and appreciation for the vital freight rail shipping role this section of rail tracks, owned and operated ably by the TC&W, holds for a large region of Minnesota agriculture. The responsibility to equally serve freight rail needs of shippers must not be diminished by operations of the new passenger rail service.

We urge the Board to set a procedural schedule and delay HCRRA's request to acquire the common carrier obligation in order to solicit the views of others affected by this transaction -- in particular shippers like ourselves who need this vital rail route to move our goods through the Twin Cities. Entrusting the common carrier obligation to a public entity that does not operate freight rail service provides little assurance that important shipper interests in continued effective transportation service will be protected. In addition, deciding on this matter without reaching an agreement with the one entity that is currently -- and effectively -- providing the common carrier service -TCW - is a matter of significant concern and warrants close scrutiny by the Board.

Respectfully submitted,


Bruce Abbe
President & CEO, Midwest Shippers Association

Cc: Parties of Record

By mail to the STB:

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Chief, Section of Administration
Surface Transportation Board
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395 E Street, S.W.
Washington, DC 20423-0001

By overnight delivery to the STB:

Ms. Cynthia T. Brown
Chief, Section of Administration
Surface Transportation Board
Office of Proceedings
395 E Street, S.W., Room 1034
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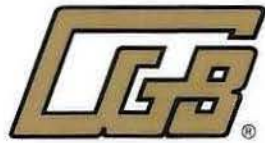
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April 23, 2018

Ms. Cynthia T. Brown
Chief, Section of Administration
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395 E Street, S.W.
Washington, DC 20423-0001

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**Re: Docket No. FD 36178, Metropolitan Council – Petition for Declaratory Order
Docket No. FD 36177, Hennepin County Regional Rail Authority – Acquisition
Exemption –
In Hennepin County, Minnesota**

**LETTER IN SUPPORT OF TWIN CITIES & WESTERN RAILROAD COMPANY'S
INITIAL REPLY REQUESTING THE BOARD TO SET A PROCEDURAL SCHEDULE**

Dear Ms. Brown:

My name is Charlie Threlkeld. I am the General Manager of Rail Transportation for Consolidated Grain & Barge Company (CGB). Consolidated Grain and Barge Company is the 5th largest grain company in the United States. We provide a market for our farmer customers at our 90+ grain elevators scattered throughout the Midwestern U.S.

One of our grain elevators is located in Savage, MN. This elevator is owned by Riverland AG. CGB has a put through agreement in place with Riverland AG. This location receives grain from grain elevators served by the Twin Cities & Western Railroad (TCWR). In 2017, CGB originated approximately 2500 car loads of grain from TCWR origins. This represents roughly 10,000 trucks that did not come into the Twin Cities area. We hope to expand our rail volume going forward.

It has come to our attention that the negotiations between the TCWR and the Metropolitan Council regarding operations over some segments of track owned by the Council have ceased. We support the need for increased light rail usage, but putting more trucks on the road to replace the commuter's automobiles is not the path forward.

Consolidated Grain & Barge Company urges the Board to set a procedural schedule in the above referenced proceeding (FD 36178) to permit public comment and a full hearing on Metropolitan Council's Petition seeking to acquire ownership of the Bass Lake and Kenilworth corridors in Hennepin County, Minnesota. The Board should also stay the Hennepin County rail Authority's ("HCRRA") request in FD 36177 to acquire the common carrier obligations for the line.

Respectfully submitted,

Via E-File to the STB:

Ms. Cynthia T. Brown
Chief, Section of Administration
Surface Transportation Board
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395 E Street, S.W.
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April 24, 2018

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April 23, 2018

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395 E Street, S.W.
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Re: Docket No. FD 36178, Metropolitan Council – Petition for Declaratory Order

Docket No. FD 36177, Hennepin County Regional Rail Authority – Acquisition Exemption – In Hennepin County, Minnesota

LETTER IN SUPPORT OF TWIN CITIES & WESTERN RAILROAD COMPANY'S INITIAL REPLY REQUESTING THE BOARD TO SET A PROCEDURAL SCHEDULE

Dear Ms. Brown:

Archer Daniels Midland “ADM” urges the Board to set a procedural schedule in the above referenced proceeding (FD 36178) to permit public comment and a full hearing on Metropolitan Council’s Petition seeking to acquire ownership of the Bass Lake and Kenilworth corridors in Hennepin County, Minnesota. The Board should also stay the Hennepin County Regional Rail Authority’s (“HCRRA”) request in FD 36177 to acquire the common carrier obligations for the line.

ADM operates in Renville & Swift, Counties, Minnesota and is in the business of shipping dry beans grown in Minnesota from our Appleton and Olivia, MN plants located on Twin Cities & Western Railroad Company (“TCW”) lines. For years, we have relied on TCW for efficient and effective rail access to the Twin Cities to connect with major Class I carriers such as BNSF, a route that includes the Bass Lake/Kenilworth corridor. A material amount of the product shipped from these plants is transported via the TCW. Our ability to serve customers may be interrupted with any disruption on the TCW.

Several years ago, TCW informed us that the Metropolitan Council was seeking to expand its light rail service from Minneapolis west to certain suburban communities. When it was determined that the Metropolitan Council had selected the Bass Lake/Kenilworth corridor for a joint light rail /freight rail corridor, TCW committed that it would work with the Council to reach agreements both to minimize disruption to freight rail service during construction and thereafter to assure that the presence of light rail in the freight rail corridor would not negatively impact TCW's operational and economic ability to provide service or force shippers, such as ADM, to subsidize the expense of adding light rail to the corridor.

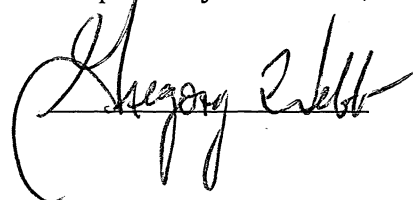
We understand the Metropolitan Council recently ended negotiations with TCW and has filed its present Petition asking the Board to approve an arrangement whereby the Council will acquire ownership of the rail line but will ask the Board to transfer the common carrier obligation to HCRRA.

This is a very complicated transaction that needs full public input and understanding. Neither the Council nor HCRRA has sought our input on the freight rail needs on the corridor. We now have learned that there are no agreements in place with TCW on how freight service will be handled on this proposed "shared corridor" route.

We urge the Board to set a procedural schedule and delay HCRRA's request to acquire the common carrier obligation in order to solicit the views of others affected by this transaction – in particular shippers like ADM who need this vital rail route to move goods through the Twin Cities. Entrusting the common carrier obligation to a public entity that does not operate freight rail service provides little assurance that important shipper interests in continued effective transportation service will be protected. In addition, deciding on this matter without reaching an agreement with the one entity that is currently – and effectively – providing the common carrier service, TCW, is a matter of significant concern and warrants close scrutiny by the Board.

We are not opposed to co-locating passenger rail service with freight service. The intent of this letter is to ensure a balance is struck in this corridor between the needs of shippers and the needs of the travelling public.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Gregory E. Webb", is written over a horizontal line.

Cc: Parties of Record

By mail to the STB:

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395 E Street, S.W.
Washington, DC 20423-0001

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