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OFFICE OF THE ATTORNEY GENERAL
VERMONT AGENCY OF TRANSPORTATION
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MONTPELIER, VERMONT 05633-5001

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October 5, 2012
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October 5, 2012

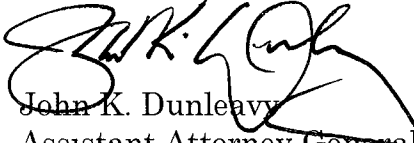
The Honorable Cynthia T. Brown
Chief, Section of Administration
Surface Transportation Board
395 E Street, SW, Room #100
Washington, DC 20423-0001

Re *Genesee & Wyoming, Inc. – Control – RailAmerica, Inc., et al.*
STB Finance Docket No. 35654

Dear Ms. Brown

Enclosed for filing in the above matter are the original and 10 copies of the "Comments of the Vermont Agency of Transportation" and "Verified Statement of Costa Pappas in Support of Comments of the Vermont Agency of Transportation," together with a certificate of service showing that VTrans is serving copies of this filing upon all parties of record.

Sincerely,


John K. Dunleavy
Assistant Attorney General

jkd

Enclosure

cc. Service List

Christopher Cole, Director of Policy, Planning & Intermodal Development
Dan Delabruere, Rail Program Manager

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**BEFORE THE
SURFACE TRANSPORTATION BOARD**

DOCKET NO. FD 35654

**GENESEE & WYOMING INC.
– CONTROL –
RAILAMERICA INC., *ET AL.***

**COMMENTS
OF THE
VERMONT AGENCY OF TRANSPORTATION**

For almost a quarter century, the Vermont Agency of Transportation (VTrans) has been deeply involved in the rail corridor now operated by New England Central Railroad, Inc. (NECR) Verified Statement of Costa Pappis (Pappis V.S) at 2. In recent years, VTrans, NECR, Amtrak, and neighboring states have engaged in a productive collaboration to leverage federal, corporate, and state funds to improve the NECR's line Pappis V.S. at 8-9 The resulting improvements not only have enabled the efficient and reliable continuation of existing freight and passenger services along the NECR, but also have established a foundation for future improvements to the NECR and connecting lines Pappis V.S at 10

Based on assurances provided VTrans by Genesee & Wyoming, Inc. (GWI) (Pappis V.S at 3), VTrans is confident that this productive collaboration can continue after GWI assumes control of NECR.

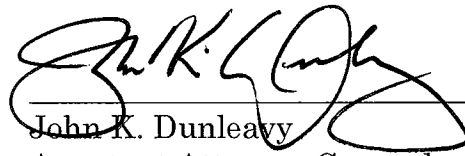
For the reasons set forth above, VTTrans respectfully requests that the Board condition its approval of the proposed transaction on the following conditions:

- Continued participation by NECR and affiliated companies in joint and coordinated high-speed and intercity passenger rail planning;
- Continued participation by NECR and affiliated companies in the FRA's High Speed & Intercity Passenger Rail Program (HSIPR), and
- Continued adherence by NECR and affiliated companies to existing agreements for federally funded passenger rail projects.

Dated at Montpelier, Vermont, this 5th day of October, 2012.

VERMONT AGENCY OF
TRANSPORTATION

By



John K. Dunleavy
Assistant Attorney General
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**BEFORE THE
SURFACE TRANSPORTATION BOARD**

DOCKET NO. FD 35654

**GENESEE & WYOMING INC.
- CONTROL -
RAILAMERICA INC., *ET AL.***

**VERIFIED STATEMENT OF
COSTA PAPPIS
IN SUPPORT OF COMMENTS OF THE
VERMONT AGENCY OF TRANSPORTATION**

Background

My name is Costa Pappis. I am a modal planner for the Vermont Agency of Transportation (VTrans) in Montpelier, Vermont. My office is located at VTrans, One National Life Drive, Montpelier, Vermont 05633. I am responsible for developing, coordinating and implementing long-range planning activities for VTrans, including conceiving and managing VTrans' most complex planning studies for various transportation modes. I have 12 years of transportation planning experience, working for VTrans and the Central Savannah River Area Regional Commission (CSRA RC) in Augusta, Georgia.

I hold Certificate #1492913 from the American Institute of Certified Planners. I have a Bachelor of Arts in Government and a Master of Urban Planning from McGill University in Montreal, Canada, and a Master of Science in Administration from California State University, Bakersfield. I also have received specialized training in transportation planning and operations at the University of Maryland, Rutgers University, and the National Highway Institute.

I am supporting this Verified Statement in support of VTrans' Comments on the application filed in this matter on August 6, 2012.

Vermont Agency of Transportation (VTrans)

VTrans serves as Vermont's principal executive agency for developing and implementing state transportation policy, planning and programs. In 1988, VTrans supported acquisition of the Brattleboro-Windsor, VT segment of the Connecticut River Line by the National Railroad Passenger Corp (Amtrak) and Amtrak's subsequent conveyance of the segment to the former Central Vermont Railway, Inc. (CVR).¹ Amtrak and CVR then cooperated to restore the line for restoration of Amtrak service to Vermont. Since the 1995 introduction of Amtrak's *Vermont* passenger train service, VTrans has continued to provide operating funding assistance to Amtrak.

Amtrak's *Vermont* is a 611-mile passenger train service between Washington, DC, New York, NY, and St. Albans, VT. One trip runs in each direction per day. Between Palmer, MA and St. Albans, VT, the *Vermont* route runs along the New England Central Railroad, Inc (NECR), which is controlled by RailAmerica, Inc.

The *Vermont* serves a population of 626,000 in Vermont and approximately 13 million along the entire corridor. Ridership at Vermont stations was 72,950 in 2011, a 26% increase since 2003.

Substantial federal investments (\$63 million) to the NECR line have occurred through Vermont's obtaining discretionary United States Department of Transportation (USDOT) funding from the Federal Railroad Administration's High Speed & Intercity Passenger Rail (HSIPR) Program and other federal rail programs. NECR provided approximately \$20 million in matching funds to implement these projects. In addition, both the State of Connecticut and the Commonwealth of Massachusetts have received federal funding to undertake rail projects that will benefit the *Vermont* service. VTrans anticipates that *Vermont* ridership will increase in the coming years, as federal capital investments will allow the *Vermont* to operate a faster and more reliable service along the corridor.

¹ See *National R.R. Passenger Corp – Conveyance of Boston and Maine Corp. Interests in Connecticut River Line in Vermont and New Hampshire*, 4 I.C.C.2d 761 (1988). In 1995, NECR acquired CVR's operating assets. See *New England Central R.R., Inc. – Acquisition and Operation Exemption – Lines Between East Alburgh, VT and New London, CT*, Finance Docket No. 32432 (ICC served Dec. 20, 1994).

Vermont's Interest in High-speed and Intercity Passenger Rail

Vermont's public interest lies in maintaining a balanced and comprehensive transportation system. VTrans considers high-speed and intercity passenger rail a critical component of this system

Vermont's high-speed rail priorities and the federal capital investments made along the NECR will require continued cooperation to fully implement. VTrans is committed to a coordinated approach to passenger and rail freight service. Toward that end, VTrans believes that the proposed transaction— if properly implemented — will benefit Vermont.

Vermont, NECR, and Amtrak currently have agreements that govern their relative rights and obligations related to operation of the *Vermont*. The governing agreements have served all parties well since 1995. This relationship has allowed NECR to operate freight and host Amtrak's operation of intercity passenger rail service. Vermont seeks to preserve the well-established mutual understandings and contractual agreements as a framework for the future relationships of the parties.

VTrans expects that it will be able to work in a mutually beneficial collaboration with GWI to advance key rail transportation goals. Since the initial filing in this matter, Vermont reached out to GWI in an effort to understand GWI's plans for the NECR. In a meeting held at VTrans' offices in Montpelier, VT on August 22, 2012, GWI provided reassurance to VTrans on the following:

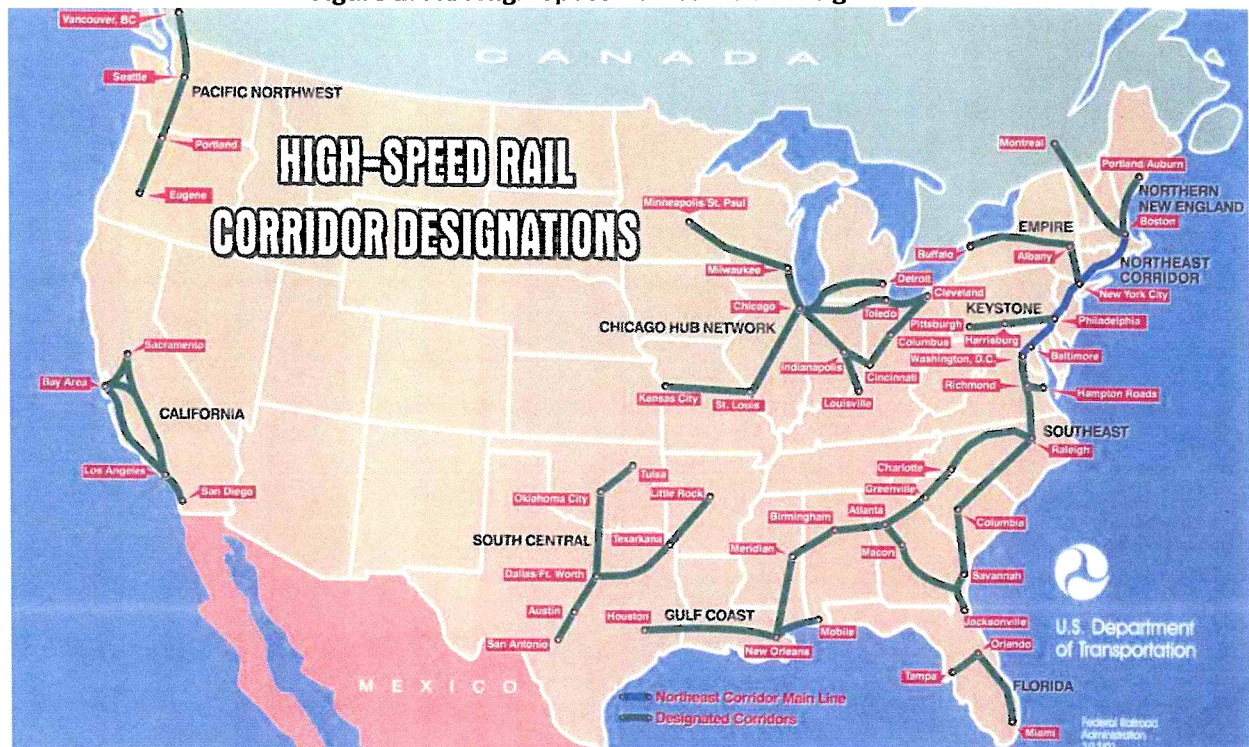
- Continued support for high-speed and intercity passenger rail along the NECR line,
- Continued support for further improvements to the NECR line to improve track and associated infrastructure, thus allowing increased operating speeds and enhancing on-time performance, and
- Assistance to Vermont in coordinating with the Canadian National Railway Company (CN) on improvements necessary to extend the *Vermont* to Montreal.

The NECR is Part of a Designated High-Speed Rail Corridor

On October 11, 2000, the United States Department of Transportation (USDOT) designated the Boston to Montreal High-Speed Rail Corridor (BMHSR) rail route as one of the nation's two new High-Speed Rail Corridors. The corridor was designated as part of the "Northern New England Corridor," with a hub at Boston and two spokes, one to Montreal, Quebec, Canada, via Vermont, and the other to Portland/Lewiston-Auburn, Maine (The BMHSR Corridor is shown with other corridors in Figure 1, below)

The designation was in response to a joint application by the states of Vermont, New Hampshire, and Massachusetts that identified the desire to develop high-speed passenger rail transportation for service between the major metropolitan cities of Boston, MA and Montreal, Quebec, Canada and intermediate points. The designation allows states through which the corridor passes to receive federal discretionary funding for planning, design, and construction as well as receive specially targeted funding for highway-rail grade crossing safety improvements.

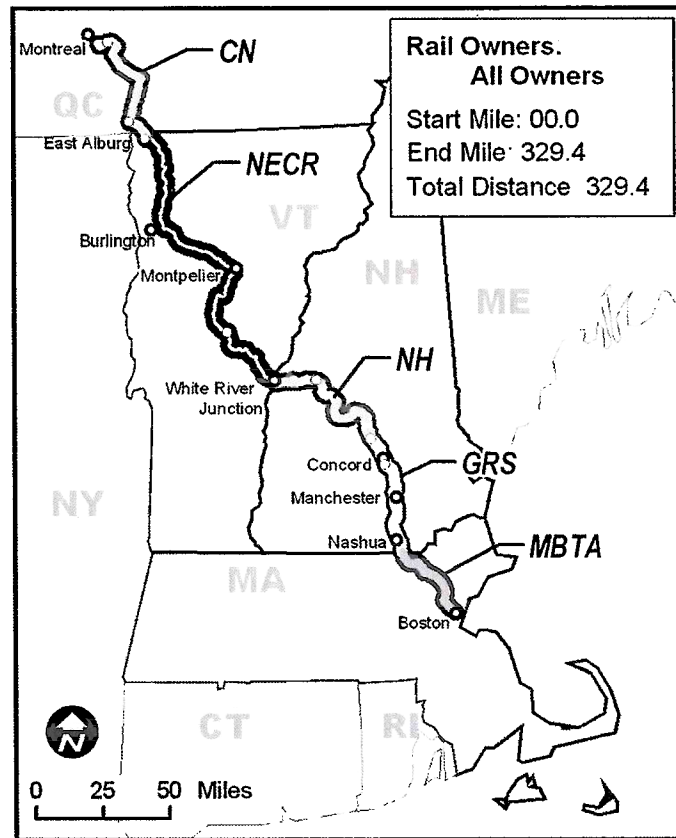
Figure 1: FRA High-Speed Rail Corridor Designations



Source: FRA High-Speed Rail Corridor Descriptions - <http://www.fra.dot.gov/Pages/203.shtml>

The BMHSR Corridor is owned by CN, NECR, the State of New Hampshire, Guilford Rail System (GRS), and the Massachusetts Bay Transportation Authority (MBTA), as shown in Figure 2, below

Figure 2: Rail Ownership Along Boston-to-Montreal High-Speed Rail Corridor



Source: *Boston to Montreal High-Speed Rail Planning & Feasibility Study*
<http://www.aot.state.vt.us/planning/bostonrail.htm>

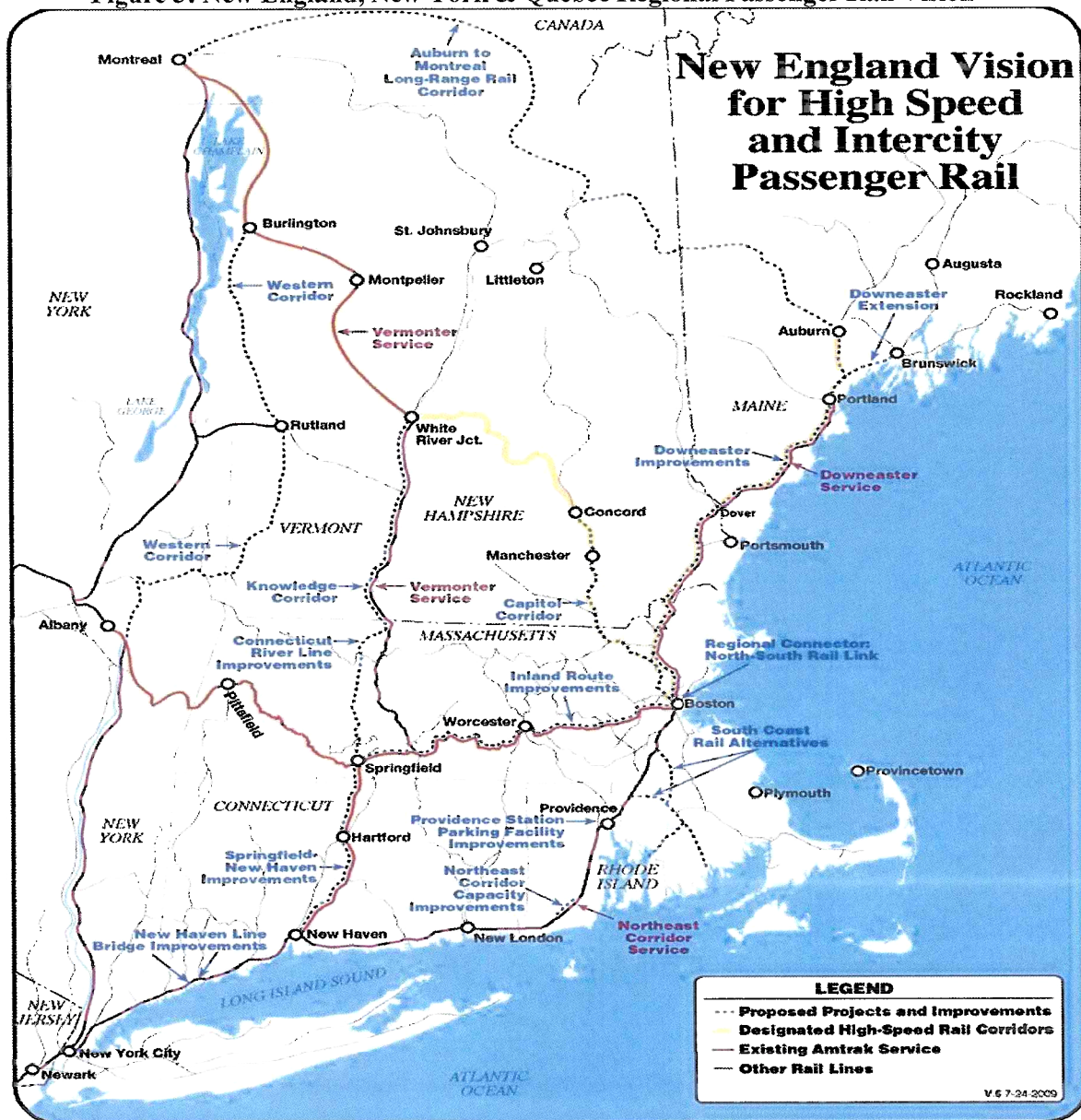
The critical role of the BMHSR corridor extends beyond Vermont. The corridor is a key component of a developing national high-speed rail network. According to the FRA, the HSIPR Program was created to help address the nation's transportation challenges by making strategic investments in an efficient network of passenger rail corridors that connect communities across the country. These investments focus on three key objectives:

1. Building new high-speed rail corridors that expand and fundamentally improve passenger transportation in the geographic regions they serve,
2. Upgrading existing intercity passenger rail corridors to improve reliability, speed, and frequency of existing services, and

3. Laying the groundwork for future high-speed rail services through corridor and state planning efforts.

In addition to the designated high-speed rail corridor, the NECR line between White River Junction, VT and the Massachusetts state line (en route to Springfield, MA) is currently under FRA-funded study for high-speed rail. Upon completion of the study, VTrans anticipates incorporating this segment into the National Rail Plan, also currently being developed by the FRA, as part of a regional passenger rail vision developed by the transportation agencies of the New England states, New York State, and the Province of Quebec

Figure 3: New England, New York & Quebec Regional Passenger Rail Vision



Planning for High Speed Rail Service Improvements

The significant planning efforts Vermont and other New England states have undertaken, including studies for the corridor's development, capital investments, and policy priority statements contained in statewide planning documents, demonstrate the state and national significance of the corridor

Boston to-Montreal High Speed Rail Study:

Planning for the newly-designated corridor began in early 2001, soon after its USDOT designation. VTrans took the administrative lead in determining the feasibility of a proposed high-speed rail service and then, if appropriate, progress to implementation. The BMHSR Corridor Feasibility and Planning Study (Phase I Report) focused on.

- Identification of institutional and policy issues,
- Development of preliminary service ridership projections, and
- Inventory of basic corridor infrastructure elements

The report concluded that a mid-speed alternative — FRA Class 6 with improved curve speeds, present alignment and a 110 mph maximum speed — was the alternative that should be pursued. VTrans, in conjunction with the Commonwealth of Massachusetts, is currently in the process of developing the Phase II study, which includes:

- Detailed operational analysis and planning;
- Assessment of alignment, infrastructure, and environmental requirements,
- Determination of projected capital and operating costs and revenue, and
- A benefit-cost analysis of different capital and operating alternatives.

See <http://www.aot.state.vt.us/planning/bostonrail.htm>

Vermont Long-Range Transportation Business Plan.

The Vermont Long-Range Transportation Business Plan (LRTBP) represents the states' policies for the planning and implementation of transportation projects. Vermont's LRTBP focuses on developing a balanced and comprehensive transportation system to maintain and improve the state's economic vitality and quality of life. A core component of that vision is that high-speed and intercity passenger rail play a major role in the movement of people to and from Vermont.

An important strategic goal and performance measure contained in the LRTBP is a 3% annual growth in intercity passenger rail ridership. Between 2006 (when strategic performance measures were being developed) and 2011, boarding and alightings at *Vermont* route stations in Vermont increased from 47,301 to 72,950, or 54.2%. This represents an average annual growth rate of 10.9%, well above the goal set. See <http://www.aot.state.vt.us/planning/LRTBP.htm>

Vermont State Rail & Policy Plan.

Vermont's State Rail & Policy Plan (SRPP) represents VTrans' long-range rail policies and investments. The passenger rail priority contained in the plan is continued service along the routes currently served by Amtrak. VTrans will continue financial support for operations along these routes. See <http://railroads.vermont.gov/railpolicyplan.htm>

State and Federal Investments Along the NECR Corridor

Vermont's interests in intercity passenger rail have resulted in substantial public investments – both state and federal – along the NECR corridor. These investments were made under the assumption that high-speed and intercity passenger rail will continue to play a vital role in the region and nation's transportation network.

Unlike other USDOT programs, rail does not have a dedicated federal funding source, rather most federal funds provided are discretionary. Therefore, Vermont has created a dedicated funding source for rail within its state transportation budget. A significant component of Vermont's rail budget is used to provide operating funding for two passenger rail services, including the *Vermont*

Table 1, below, details the various state and federal funding invested to improve the *Vermont*. Approximately \$69 million in federal funds has been awarded to Vermont under various discretionary programs, supplemented by approximately \$24 million in NECR matching funds. In addition, Vermont has provided approximately \$25 million in state funding towards the operation of the *Vermont* service since 1995.

Most of the federal capital funding has gone towards track and crossing upgrades to increase the operational efficiency of the *Vermont* service, including higher track speeds and improved on-time performance. In addition, federal funds were obtained to improve the NECR line north of St. Albans, VT for the eventual extension of service to Montreal. Vermont is coordinating planning with Quebec authorities and needs GWI's support to sustain this project.

Table 1: Intercity Passenger Rail Federal and State Investments on New England Central Railroad in Vermont			
Funding Source	Year	Project/Service Description	Amount Awarded
FRA High Speed & Intercity Passenger Rail Program	2009	Improvements to track, roadbed, and bridges on a 190-mile segment of the New England Central Railroad used by the Washington to St. Albans, VT Vermonter service	\$50,000,000
FRA High Speed & Intercity Passenger Rail Program	2010	Improvements to track, roadbed, and bridges on a 190-mile segment of the New England Central Railroad used by the Washington to St. Albans, VT Vermonter service	\$2,700,000
FHWA Rail Highway Crossing Hazard Elimination in High Speed Rail Corridors	2011	This project will install active protection at 15 unprotected crossings on Amtrak's Vermonter route. In addition to improving safety, this project will complement other Federal investments to upgrade intercity passenger rail service on the Vermonter route	\$ 2,248,687
Transportation Investments Generating Economic Recover (TIGER IV)	2012	TIGER funds will upgrade 18.8 miles of railroad track between St. Albans, Vermont, and the Canadian border. The upgrades will enable the track to carry the gross rail weight standard of up to the 286,000 pounds, allowing more efficient movement of goods throughout the region and internationally. Provides Amtrak with the capability to extend its Vermonter service all the way to Montreal.	\$7,912,054
State and Federal Capital Expenditures	1988-89	VTrans contributed \$873,286 to the Central Vermont Railroad for acquisition of the Brattleboro-Windsor segment and an additional \$266,714 for the line's subsequent rehabilitation. The latter supplemented \$5 million in federal funds appropriated under PL 100-71	\$6,140,000
State Operating Funding	1995-present	State operating funding for Amtrak Vermonter intercity passenger rail service	\$25,500,000 (estimate)
			Total = \$ 94,500,741
Source: FRA HSIPR Funding - http://www.fra.dot.gov/rpd/HSIPR/ProjectFunding.aspx ; USDOT TIGER 2012 Awards - http://www.dot.gov/tiger/fy2012tiger.pdf ; FHWA 2011 Discretionary Grant Program Fact Sheet - http://www.fhwa.dot.gov/discretionary/2011hsr.cfm			

In addition to investments in Vermont, adjacent states have received federal funding to support improvements along the *Vermont* route. These federal funds have supported a number of projects to rehabilitate and upgrade track, bridges and crossings, improve signaling, and acquire rail right-of way. These investments – which total approximately \$264 million – are detailed in Table 2, below.

Table 2: Federal Investments on Vermont Amtrak Route			
Funding Source	Year	Project/Service Description	Amount Awarded
FRA High Speed & Intercity Passenger Rail Program	2009	MA Knowledge Corridor Restore Vermont, Construction of track, station, and signal upgrades to relocate service to a more direct route	\$72,888,305
FRA High Speed & Intercity Passenger Rail Program	2009	New Haven - Springfield Track Construction This project will result in additional double tracking on the Hartford to Springfield section of the New Haven - Springfield corridor to allow for additional intercity rail service. This project builds upon the intercity benefits achieved by the double tracking, crossover installation, positive train control signaling, and station and grade crossing improvements previously funded between New Haven and Springfield. These upgrades will support the multi-state vision for the "Knowledge Corridor" in Massachusetts, as well as additional improvements made in Vermont. These improvements will increase on-time performance and service reliability on the corridor.	\$30,000,000
FRA High Speed & Intercity Passenger Rail Program	2009	Final design and construction of a new segment of second main track on the Amtrak-owned New Haven to Springfield line used by Amtrak Northeast Regional service	\$40,000,000
FRA High Speed & Intercity Passenger Rail Program	2010	Installation of double track on the Amtrak owned New Haven-Springfield line. The project includes the installation of new crossovers, positive train control signaling, and improvements to grade crossings and station facilities. This double tracking work prepares the corridor for future intercity passenger rail services that will require use of this line as part of their planned routing.	\$120,900,000
			Total = \$263,788,305
Source: FRA HSIPR Funding - http://www.fra.dot.gov/rpd/HSIPR/ProjectFunding.asp			

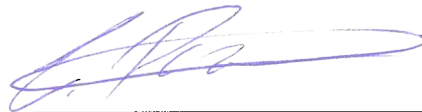
The Connecticut and Massachusetts Departments of Transportation have submitted letters in support for VTrans' position (see Exhibits A and B, attached hereto)

Conclusion

For the reasons set forth above, the Board should condition its approval of the proposed transaction on the following conditions:

- Continued participation by NECR and affiliated companies in joint and coordinated high-speed and intercity passenger rail planning;
- Continued participation by NECR and affiliated companies in the FRA's High Speed & Intercity Passenger Rail Program (HSIPR); and
- Continued adherence by NECR and affiliated companies to existing agreements for federally funded passenger rail projects.

Dated at Montpelier, Vermont, this 4th day of October, 2012

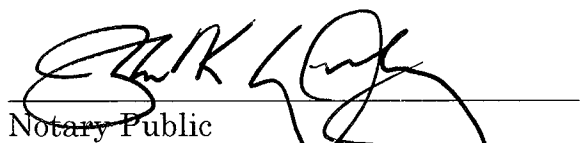


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STATE OF VERMONT)
WASHINGTON COUNTY, ss.)

At Montpelier, this 4th day of October, 2012, personally appeared Costa Pappis and made oath as to the truth of the foregoing statements and, further, as to his authority to submit this Verified Statement on behalf of the Vermont Agency of Transportation

Before me,

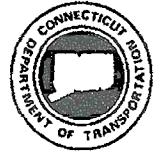


Notary Public
(My commission expires Feb. 10, 2015)



STATE OF CONNECTICUT
DEPARTMENT OF TRANSPORTATION

2800 BERLIN TURNPIKE, P.O. BOX 317546
NEWINGTON, CONNECTICUT 06131 7546



Office of the
Commissioner

An Equal Opportunity Employer

October 2, 2012

Brian R. Searles, Secretary
Vermont Agency of Transportation
One National Life Drive, 5th Floor
Montpelier, VT 05633-5001

Dear Secretary Searles:

The Connecticut Department of Transportation supports the Vermont Agency of Transportation's statement to the Surface Transportation Board requesting their recognition for continued support of plans for the enhancement and expansion of passenger rail services operating on rail lines owned by Rail America, specifically the New Central Railroad, and its sister railroad, the Connecticut Southern, by Genesee and Wyoming, Inc. upon conclusion of its acquisition of Rail America, Inc.

The coordinated efforts of the states of Vermont, Connecticut and the Commonwealth of Massachusetts to secure significant public funding for major improvements to infrastructure that is used by the Amtrak passenger trains, including the Vermonter service, is viewed as being of strong regional value and of long-term benefit of our States.

As your application notes, we do not oppose the transaction in general and support the ongoing development and expansion of opportunities for freight rail in the region. However, the ability to ensure that existing agreements for accommodating currently operating and planned passenger services, maintenance commitments for physical infrastructure, and financial participation in these projects, is critical to our success in providing the public with good passenger rail services that support and enhance the economic vitality of our region. We appreciate the opportunity to provide our statement in support of your submission to the Surface Transportation Board regarding the acquisition of Rail America, Inc. by Genesee and Wyoming, Inc.

Sincerely,

A handwritten signature in cursive script, appearing to read "James Redeker".

James Redeker
Commissioner



Deval L. Patrick, Governor
Timothy P. Murray, Lt. Governor
Richard A. Davey, Secretary & CEO

October 4, 2012

Brian R. Searles, Secretary
Vermont Agency of Transportation
One National Life Drive, 5th Floor
Montpelier, VT 05633-5001

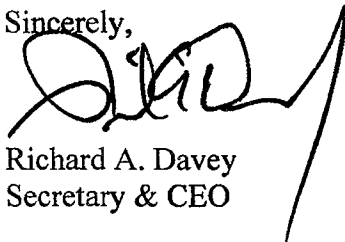
Dear Secretary Searles:

The Massachusetts Department of Transportation supports the Vermont Agency of Transportation's statement to the Surface Transportation Board requesting their recognition for continued support of the States plans for the enhancement and expansion of passenger rail services operating on rail lines owned by Rail America, specifically the New Central Railroad, and its sister railroad, the Connecticut Southern, by the Genesee and Wyoming, Inc. upon conclusion of its acquisition of Rail America, Inc.

The coordinated efforts of the States of Vermont and Connecticut and the Commonwealth of Massachusetts to secure significant public funding for major improvements to infrastructure that is used by the passenger trains, including the Vermonter service, is viewed as being of strong regional value and of long-term benefit of our States.

As your application notes, we do not oppose the transaction in general and support the ongoing development and expansion of opportunities for freight rail in the region. However, the ability to ensure that existing agreements for accommodating currently operating and planned passenger services, maintenance commitments for physical infrastructure, and financial participation in these projects, is critical to our success in providing the public with good passenger rail services that support and enhance the economic vitality of our region. We appreciate the opportunity to provide our statement in support your submission to the Surface Transportation Board regarding the acquisition of Rail America Inc. by the Genesee and Wyoming Inc.

Sincerely,



Richard A. Davey
Secretary & CEO

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

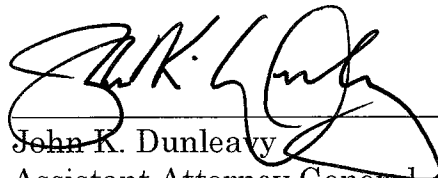
DOCKET NO. FD 35654

**GENESEE & WYOMING, INC. –
CONTROL – RAILAMERICA, INC. *ET AL.***

**VERMONT AGENCY OF TRANSPORTATION'S
CERTIFICATE OF SERVICE**

I hereby certify that I have this day served copies of the “Comments of the Vermont Agency of Transportation” and “Verified Statement of Costa Pappis in Support of Comments of the Vermont Agency of Transportation” upon all Parties of Record on the Board’s Service List (see “Exhibit A,” attached hereto and incorporated herein by reference), by first-class mail, postage prepaid.

Respectfully submitted,



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Dated October 5, 2012

EXHIBIT A
SERVICE LIST – PARTIES OF RECORD

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