



OFFICE OF THE CITY ATTORNEY

ENTERED
Office of Proceedings
September 9, 2019
Part of
Public Record

September 9, 2019

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

Re: Docket No. AB-55
Response to Petitioner's Letter of Intent to Negotiate
CSX Transportation Inc. – Abandonment Exemption in Pinellas County, FL

Dear sir or ma'am:

Please find the attached Response to Petitioner's Letter of Intent to Negotiate in the above referenced proceeding. The Petition has been efiled and served by email on all parties designated in the Certificate of Service.

If you have any questions about this matter, please do not hesitate to contact our office.

Very truly yours,

/s/Bradley S. Tennant

Bradley S. Tennant
Assistant City Attorney

:acb

Before the
SURFACE TRANSPORTATION BOARD
Washington, D.C. 20423

STB Docket No. AB-55 (Sub-No. 794X)

CSX TRANSPORTATION INC. — ABANDONMENT EXEMPTION
IN PINELLAS COUNTY, FL

RESPONSE TO PETITIONER CSX TRANSPORTATION, INC.'S LETTER OF INTENT TO
NEGOTIATE WITH GEORGETOWN AND HIGH LINE RAILWAY COMPANY, LLC

The City of St. Petersburg, FL (“City”), by and through the undersigned counsel, responds to the Letter from Louis E. Gitomer on behalf of CSX Transportation, dated September 3, 2019 (“Notice”). In support thereof, Petitioners state as follows:

I. SUMMARY

Petitioner CSX Transportation, Inc. (“CSXT”)¹, has indicated by the Notice that they will negotiate with Georgetown and High Line Railway Company, LLC (“Georgetown”) toward a possible interim trail use/rail banking agreement. But such Notice, implying a *bona fide* effort on the part of CSXT to consider railbanking with Georgetown, is merely meant to mislead — Georgetown is a separate entity from CSXT in name only. The limited liability corporation is made up entirely of CSXT employees, who appear to be acting in their official capacity. Over the last decade, Georgetown and CSXT have frequently entered into negotiations and sought extensions before the Board, but have never once consummated a trail use agreement. Because negotiation of

¹ For purposes of this pleading only, the City believes any legal distinction between CSX Corporation and CSX Transportation, Inc. is immaterial and for convenience will refer to both under the term CSXT.

rail use agreements is permissive under 49 CFR § 1152.29, CSXT's offer of blatant self-dealing is illusory at best – and appears to be the latest in a continued pattern of similar filings before the honorable Surface Transportation Board (“Board”).

II. FACTUAL BACKGROUND

CSXT is currently seeking an abandonment exemption from the Board for approximately .86 miles of track in the downtown core area of St. Petersburg Florida (“Segment Property”). The Segment Property is not in active use, nor are there actual rails for much of its length. The street crossings have been paved over, and for much of the Segment Property running over privately held lands, the rails and ties have either been removed or buried. CSXT has entered into multiple agreements for other uses above and across the areas that previously contained railroad tracks, including agreements with the City.

The City is currently the responsible entity, pursuant to an approved trail use agreement (STB Docket No. AB_55_646_X), for a large section of rail line adjacent to the Segment Property. In combination with portions sponsored by Pinellas County, this trail runs for approximately 53 miles through the dense, urban areas of the county (“Pinellas Trail”). On May 30, 2019, and in response to a recent email from the City concerning prior discussion of converting the Segment Property to trail use, the City received an email from CSX representative Catherine Atkins indicating that CSXT had entered into a purchase and sale agreement with an undisclosed entity to transfer rights to the Segment Property (*see* Exhibit “A”). As the City believed the email and attachment seemed to indicate that CSXT proposed sale was imminent and involved both part of the Pinellas Trail and the continuously maintained and utilized streets of the City, the City filed suit in federal court concerning the referenced sale and this Board's jurisdiction in the matter. In response to further discussions and the declaration made by CSXT that the sale did not involve the

Pinellas Trail and that the Board's permission would be sought prior to consummating the sale, the City dismissed the suit. Though the Segment Property does still include several street crossings that have been removed or paved over, the City does not believe such necessitates continuation of the suit to protect the City's rights and interests.

Shortly thereafter, the City began the process of instituting an action for adverse abandonment (STB Docket No. AB_1289), which is still pending before the Board. CSXT has opposed the City's Petition for Waiver and Exemption and sought its dismissal. CSXT has now sought an exemption to abandonment pursuant to 49 CFR § 1152.50.

On August 29, 2019, a Request for Trail Use was filed with this Board by Georgetown (*see* Exhibit "B") in which Georgetown seeks a Notice of Interim Trail Use or Abandonment ("NITU") pursuant to 49 CFR § 1152.29. Georgetown is a limited liability company for holding real estate (*see* Sunbiz report² for Georgetown, attached as Exhibit "C", and the Initial Corporate Filing of Georgetown, attached as Exhibit "D"). On September 3, 2019, CSXT filed the Notice with the Board, which stated that CSXT would agree to negotiate potential trail use with Georgetown but would not negotiate with the City (*see* Exhibit "E").

As evidenced by the Sunbiz report attached as Exhibit "C", all managers of Georgetown are employees of CSXT and list their address as 500 Water St., Jacksonville, FL 32202 – the corporate address of CSXT (*see* Sunbiz report for CSX and CSXT, attached as exhibits "F" and "G"). All Georgetown managers are executive-level employees of CSXT; Kim Bongiovanni is corporate counsel and one of the main points of contact between CSXT and the City (*see* Exhibit "H"), Steven Armburst is also in-house counsel (*see* Exhibit "I"), Shantel Davis is vice president

² Sunbiz is the state of Florida's Division of Corporations website for official records of businesses operating in the state.

of Real Estate and Facilities Management (see Exhibit “J”), and Sean Pelkey is treasurer and vice president (see Exhibit “F”).

Over the last decade, Georgetown has made 24 requests before the Board - 9 requests for notices of interim trail use or equivalent and 15 requests for extensions of negotiations³. All such requests were limited to matters involving CSXT. The Board has issued 17 decisions regarding Georgetown – all extensions of trail use negotiations or transfers of negotiations. Based on a review of Board documents, Georgetown has never consummated a trail use agreement and a Certificate of Interim Trail Use or Abandonment (“CITU”) has never been issued with Georgetown assuming responsibility for a trail.

III. DISCUSSION

The Board should deny CSXT and Georgetown’s request for the issuance of a NITU because Georgetown is not qualified to enter into a trail use agreement under 49 CFR §1152.29(a) and CSXT does not intend to negotiate an agreement pursuant to 49 CFR §1152.29(b)(1)(ii). The illusory request appears to an attempt to circumvent certain regulations pertaining to abandonment of railroads. By seeking potentially years to “negotiate”, as evidenced by similar previous proceedings before the Board, CSXT is attempting to create a new category of rail line – one in which CSXT is utilizing the Board’s authority to keep the line in limbo potentially indefinitely to the detriment of the public at large.

1. General Regulatory Authority

The Board, successor to the Interstate Commerce Commission, is granted regulatory authority railroads which allows it to, among other powers, resolve disputes regarding rail lines.

³ The figures contained in this paragraph are based on a diligent search of the Board’s published records going back to 2008, maintained online at stb.gov. In the event there are unpublished records or other pertinent sources of information not available on stb.gov, the City respectfully requests the ability to revise this filing based on any new information.

Pursuant to the Nation Trail System Act (16 U.S.C. 1241 *et seq.*)(“Trail Act”) “. . . the Board must “preserve established railroad rights-of-way for future reactivation of rail service” by prohibiting abandonment where a trail sponsor agrees to assume full managerial responsibility and tax and legal liability for the right-of-way for use in the interim as a trail.” (*Decision of Entire Board, Limiting Extensions of Trail Use Negotiation Periods*, Docket No. EP_749_1). Furthermore, the foundational policy of the Trail Act is that “trails should be established [] primarily, near the urban areas of the Nation”. (Trails Act, §2(a)). Though the interim trail use program is voluntary, *see Rail Abans. – Use of Rights-of-Way as Trails*, 2 I.C.C.2d 591, 598 (1986), the Board is still required to consider the application insofar as it is considered a rail transportation policy, *see* 49 CFR § 1152.50(c)(1).

2. Georgetown/CSXT Request is not as it seems

As noted above, Georgetown is made up entirely of CSXT employees apparently acting in their official capacity with the company. Not only does each manager of Georgetown assuredly have a fiduciary duty to CSXT, both groups are represented by the same attorneys before the Board – Louis E. Gittomer and his daughter Melanie B. Yasbin of the Law Offices of Louis E. Gittomer, LLC (see exhibits “B” and “E”). The mailing address for Georgetown is also identical to CSXT – owner of record of the subject line - and the registered agent for all three groups is the same.

On its face, this would obviously not be an arms-length negotiation – it would simply allow CSXT to present a superficial appearance of good-faith compliance with the intent of important federal legislation while simultaneously attacking the very spirit of the same law. This is made all too clear by the same attorneys acting on behalf of both Georgetown and CSXT for pursuing such “negotiations.” By evoking the Trails Act to merely allow CSXT more time to maximize profits at the expense of a legitimate public interest, CSXT is asking to Board to use the

crook to kill the sheep. The City, a large municipal government and a successful CITU applicant, has made a legitimate and good faith offer to engage in negotiations with CSXT. CSXT is under no obligation to consummate such an arrangement with the City, or even comply in good faith. But by seeking the Board's authority to engage in what amounts into internal deliberations, CSXT's request amounts to an unnecessary attack on the integrity of both the Trails Act and this Board.

The Notice would also allow CSXT to create essentially a new category of rail line – one in a state of quasi-abandonment. The benefit to CSXT is that by evoking the Board's continued authority, CSXT prevents the trigger of any reversionary interests in the Segment Property – the City being the holder of some such interests – while still being permitted to salvage the line and reduce its overhead for line maintenance. The City was motivated to institute the action for adverse abandonment both to protect its potential reversionary rights and to determine if there was a method of cooperatively maintaining the integrity of the entire Segment Property (notwithstanding its inherent desire to protect the good of the community in which the Segment Property is contained).

If CSXT is allowed to negotiate with itself, then the Board will maintain authority over the Segment Property during the entire pendency of such "negotiations". This not only creates additional and unneeded administration and enforcement work for the Board, it circumvents the timetables set forth in the Board's governing legislation, including but not limited to 49 CFR § 1152.50. Though any corporation would of course prefer to have their cake and eat it too by having a line on paper only, the Board's mandate is for the benefit of the nation as a whole, not CSXT's shareholders.

3. Statutory Authority to Reject CSXT's Request

Though admittedly the Board's authority to force CSXT into negotiations with the City is extremely limited at best, the Board should reject Georgetown/CSXT's request for two reasons: Georgetown is not a qualified private organization and CSXT's offer demonstrates it does not intend to negotiate a rail-banking agreement.

First, under 49 CFR §1152.29(a), trail use may be sought by “. . . any state, political subdivision, or qualified private organization. . .” Though qualified private organization is not defined, “railroad”, “carrier”, and “applicant” are. Per the tenets of statutory interpretation, if a railroad, carrier, or applicant was entitled to submit for trail use, such would have been specifically enumerated. This is further supported by the responsibilities outlined in the same regulation for a trail sponsor, which are inherently inconsistent with the railroad being the sponsor. Per 49 CFR §1152.29(b)(1)(ii), if “the Trails Act is not applicable because of a failure to comply with § 1152.29(a) . . . a decision on the merits will be issued and no Certificate of Interim Trail Use of Abandonment (CITU) will be issued.” Accordingly, because CSXT is a defined entity under the applicable regulation and Georgetown is for all intents and purposes merely an instrument of CSXT, the Notice should be rejected as Georgetown is not qualified for a CITU.

Second, under 49 CFR §1152.29(b)(1)(ii), if a “. . . carrier [] does not intend to negotiate and agreement . . .” the Board will not issue a CITU. Because the evidence before the Board is that Georgetown and CSXT has consistently entered into “negotiations” that have never resulted in a CITU with Georgetown - nor could they— CSXT's actions in rejecting the only *bona fide* request for a NITU (by the City) have demonstrated an unwillingness to enter into meaningful negotiations under 49 CFR §1152.29. As noted above, it appears evident CSXT's request is not meant to result

in a CITU with Georgetown, and is naught but a hollow offer. Accordingly, the Board should reject the Notice.

To note, the City understands that seeking a denial of a NITU seems counterintuitive for the City, whose goal is potentially to seek a trail over the Segment Property, and to preserve the line's integrity for future rail-related uses. The City believes the Board's decision should be based on an accurate representation of the situation before it, and hopes the requested public use condition will protect such interests more than the issuance of an NITU between CSXT and Georgetown.

IV. CONCLUSION

As CSXT has other legitimate offers to pursue the goals of rail-banking, the Board does not need to issue the requested NITU to protect any party's interests. The benefit to interstate commerce, CSXT's solvency as a railroad, and the efficiency of the Board can be protected without granting CSXT/Georgetown's request. Because the Board is tasked as one of the executors of the Trail Act, in addition to its other powers and responsibilities, its responsibility is to the Legislature and its plainly written intent. Accordingly, the City respectfully requests the Board reject CSXT and Georgetown's request to enter into negotiations pursuant to 49 CFR §1152.29.

Respectfully submitted this 9th day of September, 2019.

OFFICE OF THE CITY ATTORNEY
FOR THE CITY OF ST. PETERSBURG

By: /s/ Bradley S. Tennant _____
BRADLEY S. TENNANT
FBN: 123942
City of St. Petersburg
P.O. Box 2842
St. Petersburg, FL 33731
Telephone: (727) 893-7401
Primary Email: eservice@stpete.org
Secondary Emails:
Bradley.tennant@stpete.org

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a copy of the foregoing has been furnished by electronic mail service or U.S. Postal Service, first class, to all parties in the instant action.

EXHIBIT A

Reply Reply All Forward

Thu 5/30/2019 3:02 PM

AC

Adkins, Catherine <Catherine_Adkins@CSX.com>

RE: Possible NITU (Notice of Intent for Trail Use)

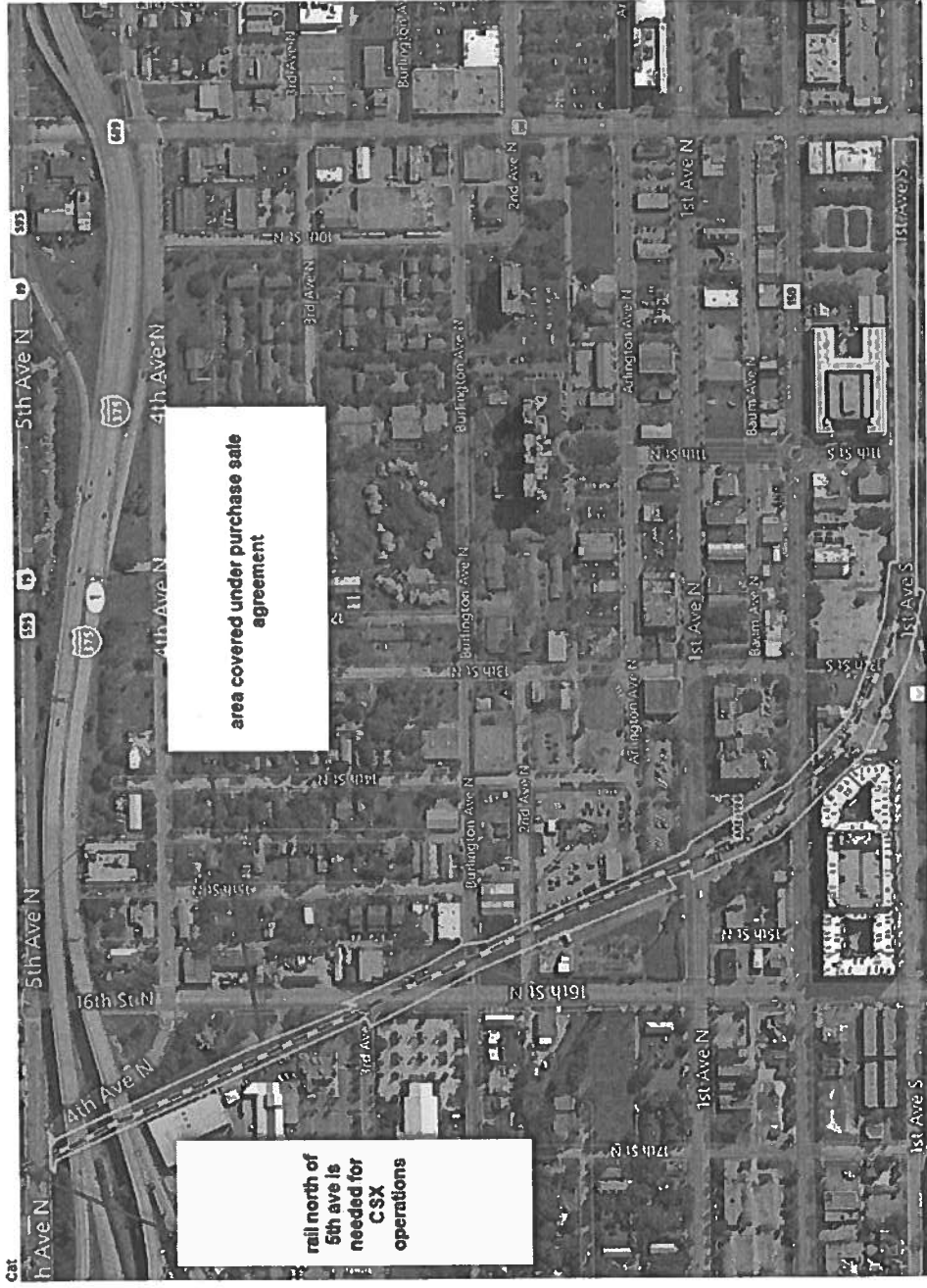
o Cynthia S. Johansmeyer

You forwarded this message on 5/30/2019 3:55 PM.

Hi Cynthia,
Thanks for reaching out on this. CSX recently executed a purchase sale agreement for a portion of the corridor beginning on the south side of 5th Ave N to Dr Martin Luther King Jr St N. CSX continues to operate over that portion of the track north of 5th Ave North. Please see the map below.

Thanks

Cat



Cat Adkins
904-279-4537

EXHIBIT B

LAW OFFICES OF
LOUIS E. GITOMER, LLC

LOUIS E. GITOMER
Lou@lgraillaw.com

MELANIE B. YASBIN
Melanie@lgraillaw.com

600 BALTIMORE AVENUE, SUITE 301
TOWSON, MARYLAND 21204-4022
(410)296-2250
FAX (410) 332-0885

August 29, 2019

248399

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

ENTERED
Office of Proceedings
August 29, 2019
Part of
Public Record

RE: Docket No. AB-55 (Sub-No. 794X) *CSX Transportation, Inc.—
Abandonment Exemption—in Pinellas County, FL*

Dear Ms. Brown:

On August 20, 2019, CSX Transportation, Inc. filed a Notice of Exemption with the Surface Transportation Board (the “Board”) to abandon an approximately 0.86-mile rail line on its Clearwater Subdivision, from milepost ARE 897.57 to milepost ARE 898.42, in St. Petersburg, Pinellas County.

The Georgetown and High Line Railway Company, LLC (“GHL”) requests a notice of interim trail use/rail banking over the entire 0.86-mile rail line on its Clearwater Subdivision, from milepost ARE 897.57 to milepost ARE 898.42, in St. Petersburg, Pinellas County, FL.

Statement of Willingness to Assume Financial Responsibility

In order to establish interim trail use and rail banking under 16 U.S.C. §1247(d), and 49 CFR §1152.29, GHL is willing to assume full responsibility for management of, for any legal liability arising out of the transfer or use of, and for the payment of any and all taxes that may be levied or assessed against the right-of-way owned and operated by CSXT. The property extends from railroad ARE 897.57 to milepost ARE 898.42, a distance of approximately 0.86 miles in Pinellas County, FL. The right-of-way is part of a line of railroad proposed for abandonment in Docket No. STB AB-55 (Sub-No. 794X).

A map depicting the right-of-way-is attached.

FEE RECEIVED

August 29, 2019

SURFACE

TRANSPORTATION BOARD

FILED

August 29, 2019

SURFACE

TRANSPORTATION BOARD

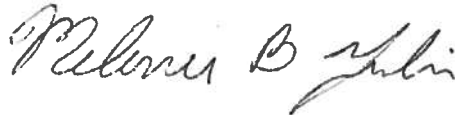
Ms. Cynthia T. Brown
August 29, 2019
Page

GHL acknowledges that use of the right-of-way is subject to the user's continuing to meet its responsibilities described above and subject to possible future reconstruction and reactivation of the right-of-way for rail service.

By my signature below, I certify service upon CSX Transportation, Inc.

This letter is being efiled and the \$300 fee has been paid via pay.gov. Please contact me if you have any questions.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Melanie B. Yasbin".

Melanie Yasbin
Attorney for Georgetown and High Line Railway
Company, LLC

EXHIBIT C



[Department of State](#) / [Division of Corporations](#) / [Search Records](#) / [Detail By Document Number](#) /

Detail by Entity Name

Foreign Limited Liability Company

GEORGETOWN AND HIGH LINE RAILWAY COMPANY, LLC

Filing Information

Document Number	M07000002724
FEI/EIN Number	51-0636387
Date Filed	05/08/2007
State	DE
Status	ACTIVE
Last Event	LC STMNT OF RA/RO CHG
Event Date Filed	09/19/2016
Event Effective Date	NONE

Principal Address

500 WATER STREET
JACKSONVILLE, FL 32202

Mailing Address

500 WATER STREET
C-160
JACKSONVILLE, FL 32202

Changed: 03/31/2010

Registered Agent Name & Address

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION, FL 33324

Name Changed: 09/19/2016

Address Changed: 09/19/2016

Authorized Person(s) Detail

Name & Address

Title Manager

BONGIOVANNI, KIM R.
500 WATER STREET
JACKSONVILLE, FL 32202

Title Secretary

Armbrust, Steven C
500 WATER ST
JACKSONVILLE, FL 32202

Title Manager, General Manager

Davis, Shantel N.
500 WATER STREET
JACKSONVILLE, FL 32202

Title VP, Treasurer

Pelkey, Sean R.
500 Water Street
Jacksonville, FL 32202

Annual Reports

Report Year	Filed Date
2017	05/23/2017
2018	07/25/2018
2019	04/10/2019

Document Images

<u>04/10/2019 -- ANNUAL REPORT</u>	View image in PDF format
<u>07/25/2018 -- ANNUAL REPORT</u>	View image in PDF format
<u>05/23/2017 -- ANNUAL REPORT</u>	View image in PDF format
<u>09/19/2016 -- CORLCRACHG</u>	View image in PDF format
<u>04/06/2016 -- ANNUAL REPORT</u>	View image in PDF format
<u>03/04/2015 -- ANNUAL REPORT</u>	View image in PDF format
<u>03/11/2014 -- ANNUAL REPORT</u>	View image in PDF format
<u>04/03/2013 -- ANNUAL REPORT</u>	View image in PDF format
<u>04/25/2012 -- ANNUAL REPORT</u>	View image in PDF format
<u>03/31/2011 -- ANNUAL REPORT</u>	View image in PDF format
<u>07/08/2010 -- Reg_Agent Change</u>	View image in PDF format
<u>03/31/2010 -- ANNUAL REPORT</u>	View image in PDF format
<u>03/04/2009 -- ANNUAL REPORT</u>	View image in PDF format
<u>01/21/2008 -- ANNUAL REPORT</u>	View image in PDF format
<u>05/08/2007 -- Foreign Limited</u>	View image in PDF format

EXHIBIT D

M07000002724

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H07000127054 3)))



H070001270543ABC-

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA0000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5926

MST

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 MAY -8 AM 8:38

FILED

FLORIDA/FOREIGN LIMITED LIABILITY CO.

Georgetown and High Line Railway Company, LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$125.00

RECEIVED

07 MAY -8 PM 4:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Georgetown and High Line Railway Company, LLC
(Name of Foreign Limited Liability Company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. April 11, 2007
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. N/A
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 500 Water Street
Jacksonville, Florida 32202
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

David A. Brown, 500 Water Street, Jacksonville, Florida 32202

Stephen A. Crosby, 301 West Bay Street, Jacksonville, Florida 32202

Peter J. Shultz, 500 Water Street, Jacksonville, Florida 32202

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____

HOLDING OF REAL ESTATE

Kim Rice Bongiovanni
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Kim Rice Bongiovanni

Typed or printed name of signer

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 MAY - 8 AM 8:38

FILED

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Georgetown and High Line Railway Company, LLC

2. The name and the Florida street address of the registered agent and office are:

CT Corporation System

(Name)

1200 S. Pine Island Road

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Plantation

FL 33324

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

Peter F. Souza
Assistant Secretary

(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

FILED
07 MAY - 8 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GEORGETOWN AND HIGH LINE RAILWAY COMPANY, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF MAY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 MAY -8 AM 8:38

FILED

4332719 8300

070533671

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5657232

DATE: 05-08-07

EXHIBIT E

LAW OFFICES OF
LOUIS E. GITOMER, LLC

LOUIS E. GITOMER
Lou@lgraillaw.com

MELANIE B. YASBIN
Melanie@lgraillaw.com
410-296-2205

600 BALTIMORE AVENUE,
SUITE 301
TOWSON, MARYLAND 21204-4022
(410) 296-2250 * (202) 466-6532
FAX (410) 332-0885

September 3, 2019

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

Re: **Docket No. AB-55 (Sub-No. 794X), CSX Transportation, Inc.—Abandonment
Exemption—in Pinellas County, FL**

Dear Ms. Brown:

By letter filed August 29, 2019, the Georgetown and High Line Railway Company (“GHL”) submitted a Statement of Willingness to Assume Financial Responsibility for an approximately 0.86-mile rail line on its Clearwater Subdivision, from milepost ARE 897.57 to milepost ARE 898.42, in St. Petersburg, Pinellas County (the “Line”). On the same day the City of St. Petersburg, FL submitted a Statement of Willingness to Assume Financial Responsibility for the Line. By this letter, CSXT agrees to negotiate with GHL toward a possible interim trail use/rail banking arrangement for the Line. However, CSXT does not agree to negotiate with the City.

I certify that this letter has been served electronically on all parties of record in this proceeding.

This letter is being efiled. Thank you for your assistance. If you have any questions, please contact me.

Sincerely yours,

Louis E. Gitomer

Louis E. Gitomer
Attorney for CSX Transportation, Inc.

EXHIBIT F



[Department of State](#) / [Division of Corporations](#) / [Search Records](#) / [Detail By Document Number](#) /

Detail by Entity Name

Foreign Profit Corporation

CSX CORPORATION

Filing Information

Document Number P20024
FEI/EIN Number 62-1051971
Date Filed 07/12/1988
State VA
Status ACTIVE

Principal Address

500 WATER STREET
JACKSONVILLE, FL 32202

Changed: 01/20/2010

Mailing Address

500 WATER STREET
JACKSONVILLE, FL 32202

Changed: 01/20/2010

Registered Agent Name & Address

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION, FL 33324

Name Changed: 09/19/2016

Address Changed: 09/19/2016

Officer/Director Detail

Name & Address

Title President, CEO, Director

FOOTE, JAMES M
500 WATER STREET
JACKSONVILLE, FL 32202

Title Executive Vice President - Chief Legal Officer, Secretary

GOLDMAN, NATHAN D

500 WATER STREET
JACKSONVILLE, FL 32202

Title CFO

Lonegro, Frank A.
500 WATER STREET
JACKSONVILLE, FL 32202

Title Executive Vice President - Operations

Harris, Edmond L
500 Water Street
Jacksonville, FL 32202

Title Treasurer, VP

Pelkey, Sean R
500 Water Street
Jacksonville, FL 32202

Title VP, Controller

Williams, Angela C
500 Water Street
Jacksonville, FL 32202

Title Executive Vice President - Sales and Marketing

Wallace, Mark K
500 Water Street
Jacksonville, FL 32202

Title Asst. Secretary

AUSTIN, MARK D
500 Water Street
Jacksonville, FL 32202

Title Executive Vice President and Chief Administrative Officer

Sorfleet, Diana B.
500 Water Street
Jacksonville, FL 32202

Title Director

Alvarado, Donna M.
500 Water Street
Jacksonville, FL 32202

Title Director

Breaux, John B.
500 WATER STREET
JACKSONVILLE, FL 32202

Title Director

Carter, Pamela L.
500 WATER STREET
JACKSONVILLE, FL 32202

Title Director

Halverson, Steven T.
500 WATER STREET
JACKSONVILLE, FL 32202

Title Director

Hilal, Paul C.
500 WATER STREET
JACKSONVILLE, FL 32202

Title Director

McPherson, John D.
500 WATER STREET
JACKSONVILLE, FL 32202

Title Director

Moffett, David M.
500 WATER STREET
JACKSONVILLE, FL 32202

Title Director

Riefler, Linda H.
500 WATER STREET
JACKSONVILLE, FL 32202

Title Director

Whisler, J. Steven
500 WATER STREET
JACKSONVILLE, FL 32202

Title Director

Zillmer, John J.
500 WATER STREET
JACKSONVILLE, FL 32202

Annual Reports

Annual Reports

Report Year	Filed Date
2017	02/10/2017
2018	05/01/2018
2019	03/21/2019

Document Images

03/21/2019 -- ANNUAL REPORT	View image in PDF format
05/01/2018 -- ANNUAL REPORT	View image in PDF format
02/10/2017 -- ANNUAL REPORT	View image in PDF format
09/19/2016 -- Reg. Agent Change	View image in PDF format
04/06/2016 -- ANNUAL REPORT	View image in PDF format
03/04/2015 -- ANNUAL REPORT	View image in PDF format
03/11/2014 -- ANNUAL REPORT	View image in PDF format
04/01/2013 -- ANNUAL REPORT	View image in PDF format
04/25/2012 -- ANNUAL REPORT	View image in PDF format
03/31/2011 -- ANNUAL REPORT	View image in PDF format
07/07/2010 -- Reg. Agent Change	View image in PDF format
01/20/2010 -- ANNUAL REPORT	View image in PDF format
01/19/2009 -- ANNUAL REPORT	View image in PDF format
01/13/2008 -- ANNUAL REPORT	View image in PDF format
01/11/2007 -- ANNUAL REPORT	View image in PDF format
01/17/2006 -- ANNUAL REPORT	View image in PDF format
10/26/2005 -- Reg. Agent Change	View image in PDF format
04/08/2005 -- ANNUAL REPORT	View image in PDF format
04/30/2004 -- ANNUAL REPORT	View image in PDF format
04/07/2003 -- ANNUAL REPORT	View image in PDF format
04/04/2002 -- ANNUAL REPORT	View image in PDF format
04/18/2001 -- ANNUAL REPORT	View image in PDF format
04/20/2000 -- ANNUAL REPORT	View image in PDF format
05/05/1999 -- ANNUAL REPORT	View image in PDF format
04/30/1998 -- ANNUAL REPORT	View image in PDF format
04/14/1997 -- ANNUAL REPORT	View image in PDF format
07/09/1996 -- ANNUAL REPORT	View image in PDF format
05/12/1995 -- ANNUAL REPORT	View image in PDF format

EXHIBIT G

Florida Department of State

DIVISION OF CORPORATIONS

[Department of State](#) / [Division of Corporations](#) / [Search Records](#) / [Detail By Document Number](#) /**Detail by Entity Name**

Foreign Profit Corporation
CSX TRANSPORTATION, INC.

Filing Information

Document Number 806099
FEI/EIN Number 54-6000720
Date Filed 03/26/1946
State VA
Status ACTIVE
Last Event CORPORATE MERGER
Event Date Filed 12/23/1992
Event Effective Date NONE

Principal Address

500 WATER STREET
JACKSONVILLE, FL 32202

Changed: 01/22/2010

Mailing Address

500 WATER STREET
C-160
JACKSONVILLE, FL 32202

Changed: 01/22/2010

Registered Agent Name & Address

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION, FL 33324

Name Changed: 09/19/2016

Address Changed: 09/19/2016

Officer/Director Detail**Name & Address**

Title Director, CFO

LONEGRO, FRANK A.
500 WATER STREET
JACKSONVILLE, FL 32202

Title Director, EVP

HARRIS, EDMOND L.
500 WATER STREET
JACKSONVILLE, FL 32202

Title VP, Treasurer

Pelkey, SEAN R.
500 WATER STREET
JACKSONVILLE, FL 32202

Title ACS

ARMBRUST, STEVE C.
500 WATER STREET
JACKSONVILLE, FL 32202

Title Secretary

AUSTIN, MARK D.
500 WATER STREET
JACKSONVILLE, FL 32202

Title Director, EVP

Goldman, Nathan D.
500 WATER STREET
C-160
JACKSONVILLE, FL 32202

Title President, CEO

Foote, James M.
500 WATER STREET
C-160
JACKSONVILLE, FL 32202

Title SVP

Barr, Brian
500 WATER STREET
C-160
JACKSONVILLE, FL 32202

Title SVP

Boychuk, Jamie
500 WATER STREET
C-160
JACKSONVILLE, FL 32202

Title SVP

Frulla, Robert J.
 500 WATER STREET
 C-160
 JACKSONVILLE, FL 32202

Title EVP

Sorfleet, Diana B.
 500 WATER STREET
 C-160
 JACKSONVILLE, FL 32202

Title EVP

Wallace, Mark K.
 500 WATER STREET
 C-160
 JACKSONVILLE, FL 32202

Title VP, Controller

Williams, Angela C.
 500 WATER STREET
 C-160
 JACKSONVILLE, FL 32202

Annual Reports

Report Year	Filed Date
2017	05/23/2017
2018	06/21/2018
2019	03/29/2019

Document Images

03/29/2019 – ANNUAL REPORT	View image in PDF format
06/21/2018 – ANNUAL REPORT	View image in PDF format
05/23/2017 – ANNUAL REPORT	View image in PDF format
09/19/2016 – Reg. Agent Change	View image in PDF format
04/06/2016 – ANNUAL REPORT	View image in PDF format
03/19/2015 – ANNUAL REPORT	View image in PDF format
03/11/2014 – ANNUAL REPORT	View image in PDF format
04/03/2013 – ANNUAL REPORT	View image in PDF format
04/25/2012 – ANNUAL REPORT	View image in PDF format
04/05/2011 – ANNUAL REPORT	View image in PDF format
07/09/2010 – Reg. Agent Change	View image in PDF format
01/22/2010 – ANNUAL REPORT	View image in PDF format
01/26/2009 – ANNUAL REPORT	View image in PDF format
01/21/2008 – ANNUAL REPORT	View image in PDF format

01/15/2007 -- ANNUAL REPORT	View image in PDF format
04/25/2006 -- ANNUAL REPORT	View image in PDF format
08/05/2005 -- Reg. Agent Change	View image in PDF format
04/11/2005 -- ANNUAL REPORT	View image in PDF format
04/30/2004 -- ANNUAL REPORT	View image in PDF format
03/26/2003 -- ANNUAL REPORT	View image in PDF format
04/01/2002 -- ANNUAL REPORT	View image in PDF format
10/09/2001 -- Reg. Agent Change	View image in PDF format
03/26/2001 -- ANNUAL REPORT	View image in PDF format
05/04/2000 -- ANNUAL REPORT	View image in PDF format
05/04/1999 -- ANNUAL REPORT	View image in PDF format
05/18/1998 -- ANNUAL REPORT	View image in PDF format
05/08/1997 -- ANNUAL REPORT	View image in PDF format
04/27/1996 -- ANNUAL REPORT	View image in PDF format
05/01/1995 -- ANNUAL REPORT	View image in PDF format

Florida Department of State, Division of Corporations

EXHIBIT H

Showing 1 result.

[View in new tab](#)

Kim Rice Bongiovanni

Member in Good Standing

Eligible to Practice Law in Florida

Bar Number:

661007

Mail Address:

Csx Transportation, Inc.
500 Water St # J-150
Jacksonville, FL 32202-4423
United States

Office: **904-359-1233**Cell: **904-359-1233****Email:**kim_bongiovanni@csx.com**Personal Bar URL:**<https://www.floridabar.org/mybarprofile/661007>**vCard:****County:**

Duval

Circuit:

04

Admitted:

06/18/1987



10-Year Discipline History:

None

Law School:

The University of Mississippi School of Law

Sections:

Environmental & Land Use Law

Real Property, Probate & Trust

Firm Position:

Corporate Counsel

The Find a Lawyer directory is provided as a public service. The Florida Bar maintains limited basic information about lawyers licensed to practice in the state (e.g., name, address, year of birth, gender, law schools attended, admission year). However, The Florida Bar allows individual attorneys the opportunity to add personal and professional information to the directory. The lawyer is solely responsible for reviewing and updating any additional information in the directory. The lawyer's added information is not reviewed by The Bar for accuracy and The Bar makes no warranty of any kind, express or implied. The Florida Bar, its Board of Governors, employees, and agents are not responsible for the accuracy of that additional information. Publication of lawyers' contact information in this listing does not mean the lawyers have agreed to receive unsolicited communications in any form. Unauthorized use of this data may result in civil or criminal penalties. The Find a Lawyer directory is not a lawyer referral service.

NEED LEGAL HELP?
TAKE A LOOK AT OUR NEWLY ENHANCED LAWYER REFERRAL SERVICE SITE.



EXHIBIT I

AUTHORIZED HOUSE COUNSEL PROFILE

Steven C Armbrust

Authorized House Counsel

Limited Practice of Law in Florida

Bar Number:

22698

Mail Address:

CSX Transportation, Inc.
500 Water St # J-150
Jacksonville, FL 32202-4423
United States

Office: **904-359-1229**

Cell: **904-359-1229**

Fax: 904-245-3357

Email:

steven_armbrust@csx.com

Personal Bar URL:

<https://www.floridabar.org/mybarprofile/22698>

vCard:



County:

Duval

Circuit:

04

Admitted:

06/14/2006



10-Year Discipline History:

None

Practice Areas:

Business

Transportation

Firm:

CSX Transportation, Inc.

The Find a Lawyer directory is provided as a public service. The Florida Bar maintains limited basic information about lawyers licensed to practice in the state (e.g., name, address, year of birth, gender, law schools attended, admission year). However, The Florida Bar allows individual attorneys the opportunity to add personal and professional information to the directory. The lawyer is solely responsible for reviewing and updating any additional information in the directory. The lawyer's added information is not reviewed by The Bar for accuracy and The Bar makes no warranty of any kind, express or implied. The Florida Bar, its Board of Governors, employees, and agents are not responsible for the accuracy of that additional information. Publication of lawyers' contact information in this listing does not mean the lawyers have agreed to receive unsolicited communications in any form. Unauthorized use of this data may result in civil or criminal penalties. The Find a Lawyer directory is not a lawyer referral service.



EXHIBIT J



CSX Changes Sales and Marketing Organization to Drive Growth; Names New Vice Presidents

[f](#) [t](#) [in](#) [G+](#) [p](#) | [@](#) Email | [Print Friendly](#) | [Share](#)

March 06, 2019 16:30 ET | **Source:** CSX Corporation

JACKSONVILLE, Fla., March 06, 2019 (GLOBE NEWSWIRE) -- CSX Corporation (NASDAQ: CSX) today announced changes to its Sales and Marketing organization to position the company to drive sustainable, profitable growth. The changes include the appointments of two new vice presidents.

"The tremendous service improvements our company has made over the last two years gives us a historic opportunity to drive growth by changing the way we market and sell value to our customers," said Mark Wallace, executive vice president of Sales and Marketing. "Our most compelling growth prospects lie in penetrating new and existing markets with transportation solutions that address our customers' logistics and supply chain challenges, and we are building a team of highly skilled leaders to allow us to more effectively seize these opportunities."

As part of the strategic restructuring, two proven leaders will oversee new and expanded areas:

- Kevin Boone is appointed vice president of Marketing and Strategy to lead a newly created marketing team, which will focus on deep research and analytics to develop new business opportunities, and identify and advance high-priority growth initiatives. Boone joined CSX in September 2017 after serving as a senior equity research analyst at Janus Capital, where he covered the transportation sector. Most recently, he served as vice president of corporate affairs and chief investor relations officer at CSX, where he developed an in-depth knowledge of customers and worked closely

with Sales and Marketing leaders to gain insight into the company's markets.

- Arthur Adams is appointed vice president of Sales and Customer Engagement to lead an expanded sales team focused on business growth with small and medium-sized customers, as well as multiple Sales and Marketing functions focused on enhancing the customer experience. Since joining CSX in 2007 with experience in the retail and healthcare sectors, Adams has helped strengthen CSX's market position and customer relationships. In his most recent role as head of marketing services, he led the transformation of customer service operations and e-solutions enhancements.

Other key changes include:

- Strengthening of the merchandise portfolio with key talent to drive growth in this important business area; and
- Increased focus on port and short line development to accelerate growth opportunities.

A highly skilled senior leadership team will drive continued success under the new structure. In addition to Boone and Adams, the Sales and Marketing team, which will report to Wallace, includes:

- Shantel Davis, vice president of Real Estate and Facilities Management
- Maryclare Kenney, vice president of Intermodal and Automotive
- Tim McNulty, vice president of Agricultural Products
- Dean Piacente, vice president of Industrial Products
- John Fall, senior director of Revenue and Strategy

"While some roles and positions are changing, the realignment is intended to improve the Sales and Marketing organization's strategic effectiveness," Wallace said. "It also includes investments in employee development to cultivate new capabilities in sales, market planning and strategy to complement our teams' extensive market and customer knowledge."

About CSX

CSX, based in Jacksonville, Florida, is a premier transportation company. It provides rail, intermodal and rail-to-truck transload services and solutions to customers across a broad array of markets, including energy, industrial, construction, agricultural, and consumer products. For nearly 200 years, CSX has played a critical role in the nation's economic expansion and industrial development. Its network connects every major metropolitan area in the eastern United States, where nearly two-thirds of the nation's population resides. It also links more than 240 short-line railroads and more than 70 ocean, river and lake ports with major population centers and farming towns alike. More information about CSX Corporation and its subsidiaries is available at www.csx.com. Like us on Facebook

(<http://facebook.com/OfficialCSX>) and follow us on Twitter (<http://twitter.com/CSX>).

Contact:

Bryan Tucker, Corporate Communications
855-955-6397

Newswire Distribution Network & Management

- Home
- Newsroom
- RSS Feeds
- Legal

About Us

GlobeNewswire is one of the world's largest newswire distribution networks, specializing in the delivery of corporate press releases financial disclosures and multimedia content to the media, investment community, individual investors and the general public.

© 2019 GlobeNewswire, Inc. All Rights Reserved.