



Blackstone Heritage Corridor, Inc.

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248462

September 11, 2019

US Surface Transportation Board
395 E. Street, SW
Washington, DC 20423

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Re: Docket No. FD 36326
BROOKFIELD ASSET MANAGEMENT, INC. AND DJP XX, LLC –
CONTROL EXEMPTION – GENESEE & WYOMING, INC., ET AL.

Ladies and Gentlemen:

I am writing in my capacity as chair of the Blackstone River Valley National Heritage Corridor, Inc. (BHC) in response to the “Reply Comments of Applicants” dated September 5, 2019 in this matter.

Applicant refers to the commenters regarding the Blackstone River Valley Greenway as the “Greenway commenters”. While this characterization may be accurate, it is also incomplete. The list of commenters includes several municipalities (the town of North Smithfield and cities Central Falls, Pawtucket and Woonsocket in Rhode Island; towns Grafton and Uxbridge in Massachusetts), each of which represents many thousands of individuals who live in the Blackstone River Valley and appreciate its historical, cultural and natural resources. The list of commenters also includes Senator Michael Moore who represents the interests of residents of the Blackstone River Valley in the Massachusetts Senate. The list also includes the National Park Service speaking through the Acting Supervisor of the Blackstone River Valley National Historical Park and BHC. The commenters speak not as individuals but as representatives of the interests of many, many others, and therefore their comments are particularly worthy of careful consideration.

It is within the STB’s authority to impose conditions in connection with Applicant’s proposed transactions, and in the special circumstances of this case it is appropriate for the STB to do so. BHC is the “local coordinating entity” mentioned in legislation creating the Blackstone River Valley National Historical Park. The John H. Chafee Blackstone River Valley National Heritage Corridor Commission (the Corridor and the Commission, respectively) has chosen BHC to assume the Commission’s duties as to the Corridor. See Pub. Law 113-291, at § 3032, 3052.

The duties of the Commission, as set forth in its enabling legislation, include consulting with other Federal entities regarding the Commission's work. See Pub. Law 99-647, 100 Stat. 3625 (the Act). Section 9 of the Act states that any Federal entity conducting or supporting activities directly affecting the Corridor should make sure that such activities coordinate with and not have an adverse effect on the Corridor.

SEC. 9 Any Federal entity conducting or supporting activities directly affecting the Corridor shall –

- (1) consult with Secretary and the Commission with respect to such activities;
- (2) cooperate with the Secretary and the Commission in carrying out their duties under this Act and, to the maximum extent practicable, coordinate such activities with the carrying out of such duties; and
- (3) to the maximum extent practicable, conduct or support such activities in a manner which the Commission determines will not have an adverse effect on the Corridor.

The STB's activities include oversight of rail restructuring transactions, including the Applicant's proposed transactions insofar as they include the Providence & Worcester Railroad (PW). The Act gives the STB authority to shape its oversight activities so as to cooperate with goals for the Corridor and avoid any adverse effects to the maximum extent practicable.

If the STB should be inclined to approve the Applicant's proposed transactions, BHC requests that the STB include, as a requirement of the acquisition, that in the future the PW and its new owners shall work cooperatively with BHC, municipalities along the Blackstone River, the Commonwealth of Massachusetts, the State of Rhode Island and the US Department of the Interior to complete the Greenway.

Blackstone River Valley National Heritage Corridor, Inc.

s/Richard H. Gregory III

Richard H. Gregory III, Chair

cc Peter W. Denton, Esq., via email to: pdenton@steptoe.com (also to Peter W. Denton Esq., Steptoe & Johnson LLP, 1330 Connecticut Ave., NW, Washington, DC. 20036)

I certify that I have caused this letter to be mailed by US Mail, postage prepaid, to the persons whose names and addresses appear on the attached service list.

s/Richard H. Gregory III



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Docket #: **FD_36326_0**

Case Title: **BROOKFIELD ASSET MANAGEMENT, INC. AND DJP XX, LLC —CONTROL
EXEMPTION— GENESEE & WYOMING INC., ET AL.
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