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EI - 20390

January 14, 2014

Victoria Rutson
Director - Office of Environmental Analysis
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423-0001

RE: *Norfolk Southern Railway Company – Abandonment Exemption – In Botetourt County, Virginia, STB Docket No. AB-290 (Sub-No. 351X)*

Dear Ms. Rutson:

I am writing on behalf of Titan America LLC and its wholly-owned subsidiary, Roanoke Cement Company LLC (“Roanoke Cement”), in response to a letter from the Commonwealth of Virginia Department of Historic Resources (“DHR”) to Norfolk Southern Railway Company (“NSR”) dated December 5, 2013, in which DHR responded to NSR’s request for feedback on the proposed abandonment of 0.71 miles of rail line in the vicinity of Roanoke Cement’s plant facilities under the above-referenced Surface Transportation Board (“STB”) docket. I understand that DHR’s December 5 letter was included with the environmental and historic materials that NSR submitted as part of its request for STB authority to abandon the subject rail line segment, and that you are aware of the thrust of that letter. As you may know, Roanoke Cement is the lone user of the subject rail line segment, and we support the proposed abandonment, as it would accommodate the expansion of Roanoke Cement’s quarry operations and related facilities (herein referred to as the “facilities expansion”) at Troutville, Virginia.

DHR’s December 5 letter posits that the STB must, in the context of the rail line abandonment proceeding, assess the potential impacts of both the proposed rail line abandonment and Roanoke Cement’s facilities expansion. Evidently, DHR may view Roanoke Cement’s facilities expansion as an “indirect effect” of the proposed rail line abandonment. If that were correct, then the Area of Potential Effects (“APE”) for STB purposes could encompass a review of Roanoke Cement’s industrial activities, which are not subject to STB regulation. NSR has advised us, however, that the STB typically limits the scope of the APE to the railroad right-of-way for the line segment proposed for abandonment, and that the STB would most likely do so here if DHR’s conclusion concerning the interrelationship of the proposed NSR abandonment and Roanoke Cement’s facilities expansion is incorrect, as we will show is the case.

Roanoke Cement’s planned facilities expansion activity is neither a direct nor an indirect effect of NSR’s proposed abandonment, and thus an expansive STB historic resources impact analysis is unwarranted. Roanoke Cement has engaged in recent discussions with NSR concerning our facilities

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expansion plans. Our discussion explored possible facilities expansion **with or without** the legal abandonment the subject NSR rail line segment. Although we agreed with NSR's proposal to abandon the subject line segment to accommodate our plans, Roanoke Cement could just have easily accomplished the planned facilities expansion without the need for any NSR rail line abandonment under alternative project approaches. Recently, NSR has confirmed that there are straightforward ways to accomplish Roanoke Cement's facilities expansion that would not require NSR to invoke the STB's abandonment procedures. As such, the proposed rail line abandonment is **not** a "but for" event upon which Roanoke Cement's facilities expansion depends. Moreover, our facilities expansion is not an action connected to the abandonment, and should not be viewed as a direct or indirect effect of the abandonment.

Because the proposed NSR abandonment and Roanoke Cement facilities expansion are not "connected actions" – indeed, our facilities expansion does not depend upon the subject abandonment – the STB should adhere to the customary APE for abandonments: the subject rail line right-of-way. The clarification offered here should be more than adequate basis for the STB to employ its customary APE designation and limit its impacts analysis accordingly. But it is also worth noting here that our planned facilities expansion has required Roanoke Cement to submit to the Army Corps of Engineers ("Army Corps") wetlands permitting processes prior to the commencement of certain construction activity. As part of the since-concluded Army Corps processes, Roanoke Cement, through its designated consultant, sought DHR's input. In turn, DHR concluded that no historic resources impacts mitigation would be required in connection with Roanoke Cement's facilities expansion. In light of that outcome, it may be that the DHR representative assigned to this rail line abandonment project was unaware of DHR's prior analysis of, and conclusions regarding, Roanoke Cement's facilities expansion plans.

It believe that the above information will enable the STB to find that the expansive historic impacts analysis DHR recommended in its December 5 letter is unwarranted and would be redundant of prior DHR examination of the historic resources impacts of Roanoke Cement's facilities expansion. As shown herein, our facilities expansion is neither a direct nor an indirect effect of the proposed NSR abandonment, and, accordingly, the STB should rely on its usual practice of designating the appropriate APE as the scope of the subject rail line right-of-way.

Sincerely,

A handwritten signature in blue ink, appearing to read "R.A. Fink".

Russell A. Fink
Vice President, General Counsel & Secretary

Cc: Robert A. Wimbish (on behalf of Norfolk Southern Railway Company)
Robert Sells, President, Roanoke Cement Company LLC
Joshua Wayland (Surface Transportation Board, Office of Environmental Analysis)