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Ms. Victoria Rutson
Director, Office of Environmental Analysis
395 E Street, SW
Washington, DC 20423-001

RE: **Docket No. FD 35523, CSX Transportation, Inc.—Joint Use—Louisville & Indiana Railroad Company, Inc.**

Dear Ms. Rutson:

Applicants have reviewed 14 comments that the Office of Environmental Analysis (“OEA”) received on the Supplemental Environmental Assessment (“SEA”). None of the comments criticize or challenge the methodologies used in the SEA. Therefore, the comments do not propose a basis for modifying the mitigation proposed in the SEA.

The following is a summary of each comment and Applicants’ views on the appropriate response.

Central Park West Neighborhood Association, Rev. Richard Williams; Keven P. Watts Sr., and E. Ninette Basil. In comments filed on November 18, 2014, Rev. Williams, Mr. Watts, and Ms. Basil expressed concerned with the increase in traffic and the increase in vibration and noise that will occur because of the increase in trains under the Proposed Transaction. Ms. Basil is located in Seymour, Jackson County, IN on the L&I Line. Applicants believe that the Central Park West Neighborhood Association is located in Louisville, but cannot discern the exact location based on the comments. Based on the comment, Applicants cannot determine Mr. Watts location.

Applicants do not believe that Rev. Williams, Mr. Watts, and Ms. Basil have provided justification for additional mitigation measures.

The analysis in both the Draft Environmental Assessment (“EA”) and SEA show that traffic will be minimally impacted at Seymour and in Louisville. For 71 and 99 crossings, the EA and SEA, respectively, calculated LOS, queue lengths, average delay for all vehicles, and total vehicle traffic delay in a 24-hour period for the approaching roadways and crossing that met the Board’s threshold for analysis. Currently all of the crossings in Jackson County are at LOS A and would remain at LOS A under the Proposed Transaction. There are no crossings in Jackson County that would have a total vehicle traffic delay of 40 hours. There are

no crossings in Jackson County that qualify under the OEA's analysis or the Guidance of Traffic Control Devices at Highway-Rail Grade Crossings (Federal Highway Administration [FHWA] 2002) for consideration of additional grade separation.

There is one crossing on the Louisville Connection at Kentucky Street that would have more than 40 hours of delay but did not exceed any other threshold criteria for grade separation. Because of the hours of delay OEA conducted additional analyses that focused on the queue length at Kentucky Street to determine whether it would block any major roads, impacting community mobility. SEA 3-10. OEA found:

The queue on Kentucky Street in Jefferson County, Kentucky, would be approximately 890 feet in year 2014. This queue would not impact mobility on major roadways adjacent to the crossing. The nearest major roadways are U.S. Highway 65, located approximately 4,500 feet east, and U.S. Highway 60, located approximately 4,000 feet west. The Proposed Transaction would not impact the mobility of major roadways adjacent to the Kentucky Street crossing in Louisville, Kentucky.

Applicants have offered voluntary mitigation measures (VM 36 through VM 39) in response to potential grade crossing delays on the L&I Line and CSXT¹ has offered voluntary mitigation measures (VM 26 through VM 32) in response to potential grade crossing delays on The Three Lines analyzed in the SEA.

The EA found that the Proposed Transaction would not result in significant vibration impacts. See EA at 3-66. And the SEA concluded that "because the Proposed Transaction is not projected to change the GBV levels, there is no increase in the number of receivers exposed to train-induced GBV."

Under OEA's analysis, transaction related noise increases that could be perceived as adverse in order to warrant mitigation must experience a noise level of 70dBA L_{dn} or greater and an increase in L_{dn} of 5 dBA or greater. The Louisville Connection is not projected to experience an increase of 5dBA or greater on an L_{dn} basis, and therefore it does not qualify for additional mitigation. There are 167 receptors in Seymour projected to experience a noise level of 70dBA L_{dn} or greater and an increase in L_{dn} of 5 dBA or greater.

To mitigate the noise effects on the L&I Line, Applicants proposed voluntary mitigation measures 54 through 60 to address both noise and vibration. The mitigation measures provided in the OE and SEA fully address the concerns raised by Rev. Williams, Mr. Watts, and Ms. Basil.

¹ When quoting mitigation measures put forth in the SEA, this letter changes the word "Applicants" to CSXT for reasons explained in Applicants' reply to the SEA.

Thomas Snyder. Mr. Snyder filed comments on November 30, 2014, stating that he did not have concerns with upgrading the line but that he is concerned that there are 5 active grade crossings within one mile and that this does not give a semi or school bus with children enough time to stop at a crossing. Additionally he does not believe that crossing arms come down with enough time to stop a semi.

The location of the crossings Mr. Snyder is referring to is unclear. However, his concerns about the ability of a school bus to stop are misplaced. In Indiana, Kentucky, and Ohio a school bus must stop in front of a railroad track before proceeding to cross any railroad tracks, regardless of the type of safety device at the crossing. With regard to when the crossing lights start to flash and the crossing arms come down, if the arms came down at the same time the lights started to flash, a vehicle could get stuck on the tracks.

Louisville Jefferson County Emergency Management Agency. In comments filed on November 17, 2014, the Louisville Jefferson County Emergency Management Agency expressed concern about a greater potential for hazmat incidents from leaks or de-railing because of the transaction. It believes trains transporting chemicals should not move at 49 mph through communities. Instead, it suggests that approximately 14 miles before reaching a community trains carrying hazmat should slow to 25mph. The Louisville Jefferson County Emergency Management Agency is also concerned that at the end of seven years there could be more traffic than predicted in the EA.

Applicants do not believe that the Louisville Jefferson County Emergency Management Agency has provided the necessary justification for additional hazmat mitigation. The Louisville Jefferson County Emergency Management Agency's concerns have been addressed in the Draft EA at 3-11 and additional mitigation is not warranted. Nevertheless, the Applicants volunteered mitigation measures VM 40 through VM 48 (including: hazardous materials training of emergency responders, running simulated emergency response drills, and conducting Transportation Community Awareness and Emergency Response Program workshops). USDOT regulates the source of the hazardous materials risk, the types of containers that hold hazardous materials, and the way these containers are managed. USDOT also oversees signaling, train control, and track safety.

Additionally, the freight railroads have established recommended operating practices for transportation of hazardous materials pursuant to Association of American Railroads Recommended Railroad Operating Practices for Transportation of Hazardous Materials, Circular No. OT-55-I (CPC-1174, Supplement No. 1) (AAR 2006). The Line is not considered a key route and it will not become a key route under the Proposed Transaction. The mitigation measures in conjunction with USDOT regulations and AAR operating practices address the hazmat concerns.

The Louisville Jefferson County Emergency Management Agency does not question OEA's methodology in determining the level of traffic that may occur seven years out. There is no methodology that can predict the exact traffic levels. The methodology used by OEA in the SEA is based on reasonable assumptions.

City of Seymour. The City of Seymour filed comments on December 2, 2014, expressing concern that the L&I Line crosses U.S. Highway 50 at-grade in the downtown commercial district of Seymour and that the additional trains will result in more delays to car and truck traffic on U.S. 50 (the major east-west highway). Additionally, the City is concerned that train traffic would hinder public safety with regard to accidents that occur east of the Line, including on Interstate Highway 65, because Schneck Medical Center and the Jackson County Ambulance station are located on the west side of the Line. An additional overpass or underpass would alleviate the concerns but the City cannot afford to build an over or under pass.

Applicants believe that the mitigation measures provided in the EA resolve the City of Seymour's concerns regarding traffic and safety. Seymour has not provided the necessary justification for a grade separation. The total vehicle traffic delay would not be more than 40 hours and the mobility of the community surrounding the crossing would not be impaired based on OEA's analysis. Applicants believe the recommended mitigation measures address the City of Seymour's concerns.

In the EA, OEA identified emergency service providers that are within two miles of an at-grade crossing and that would experience Transaction-related increased vehicle delays and that are more than one mile from the nearest grade-separated crossing, including the Seymour Fire Station, Seymour Police Station, Hamilton Township Fire Station and the Schneck Medical Center and provided additional analysis and mitigation. The EA concluded that the Proposed Transaction would not have a substantial effect on emergency response times. Applicants believe that MM4 addresses Seymour's concerns regarding response times because it will give the hospital real time information on where a train is and whether to use an alternate route. Applicants have volunteered several mitigation measures (VM 34 through VM 39) that resolve crossing safety issues. Applicants have also volunteered VM 49 which OEA has supplemented with MM 3 to address blocked crossings.

Mayor Mark W. Myers, City of Greenwood. The City of Greenwood filed comments on December 1, 2014, expressing concerns relating to safety, traffic delays, noise and regional transit plans. Greenwood is concerned with crossing safety on the seven crossings within the City limits, as well as unauthorized pedestrians accessing the L&I Line. Greenwood requests reimbursement for the cost of the design and construction of the upgraded crossings at Worthsville and Pushville Roads. Greenwood is also concerned with noise impacts and requests additional mitigation requiring the Applicants to install barriers along the right-of-way within residential neighborhoods or develop policies and procedures in consultation with Greenwood to

minimize noise impacts, and to create a designated “Quiet Zone” from Main Street through County Line Road to be funded by the Applicants.

Regarding traffic delay, Greenwood is concerned that increased train frequency will adversely impact traffic and because of this adverse impact, CSXT should be required to obtain Greenwood’s approval for scheduling trains and any deviation from that schedule. To support this condition, Greenwood cites to a blocked crossing at Pushville Road. Greenwood also suggests that because of blocked crossings CSXT must be required to provide more facilities and equipment to allow acceptable levels of public safety to residents.

Greenwood believes passenger rail is a critical component of the regional transit strategy as developed by the Indianapolis Metropolitan Planning Organization and should be preserved, therefore, provision of passenger rail on the Line should be included as part of any approval.

Applicants do not believe that Greenwood has provided the necessary justification for any of the additional mitigation measures it has requested.

The railroads cannot install additional signals (lights where there are none now or gates where there are none now) without state approval. Crossing protection is regulated by the state and not determined by the railroad. The crossings at Worthsville Road and Pushville Road will be upgraded by the City of Greenwood whether or not the Proposed Transaction is approved, not because of the Proposed Transaction. These conditions are not related to the proposed transaction. Therefore, it would be unreasonable to require CSXT to pay for the upgrades that are not in response to the Proposed Transaction. As the track on the L&I Line is upgraded, the pavement within the crossing right-of-way will be maintained to INDOT standards.

OEA, in response to the City of Greenwood’s prior comments regarding the safety of at-grade crossings, added mitigation measures MM 1 and MM 7 in the EA.

To address crossing safety and pedestrian safety Applicants provided VM 36 through VM 39, which include offering Operation Lifesaver programs to communities, schools, and other appropriate organizations located along the L&I Line.

The analysis in the EA shows that mobility of the community would not be impaired because of the Proposed Transaction.

Greenwood’s concern with noise impacts has been addressed in VM 54 through VM 60 and Greenwood has not provided any information to justify its requested additional mitigation. Requiring the Applicants to seek Greenwood City approval for the scheduling of trains and deviations from those schedules is preempted by Federal law. Such a requirement would unreasonably interfere with railroad operations. The blocked crossing that occurred on Nov. 8,

2014, was not a result of the Proposed Transaction. With regard to Greenwood's concern about "creeping" trains, there are times when weather or other conditions prevent a train from running at the posted track speed. When conditions allow and once upgrades have been completed, CSXT intends to run Transaction related train traffic as through trains over the L&I Line. Applicants have accepted Voluntary Mitigation Measure VM 49 which requires Applicants to notify the appropriate Emergency Services Dispatching Centers on the L&I Line of all crossings blocked by trains that are stopped and may be unable to move for a significant period of time. OEA supplemented VM49 with MM 3 requiring Applicants to promptly notify appropriate Emergency Service Dispatching Centers when a train will not clear a public at-grade crossing within 10 minutes. VM 49 and MM 3 resolve the blocked crossing issue.

Passenger service over the L&I Line is not on the near horizon and may never come to fruition; therefore, it should not be a condition to granting the Proposed Transaction. OEA has already addressed passenger train concerns with MM 8. "Applicants shall consult with the City of Greenwood, IN and Indianapolis, IN regarding their potential interest in moving passenger trains on the Line."

Greenwood has provided no justification for construction of a spur track. It is not an environmental issue and is unrelated to the transaction. CSXT will use the L&I Line to operate overhead traffic and to set out and pick up traffic for and from CSXT's Indiana Subdivision at Seymour only. CSXT is not permitted to serve local customers or industries along the L&I Line. In a minor transaction such as this, the Board will only impose a service condition to preserve essential rail service. Moreover, conditions must be related to the proposed transaction. *See Burlington Northern, Inc.—Control & Merger—St. L. 360 ICC 784 (1980)*. This Transaction will not limit essential rail service.

Finally, Greenwood is concerned that the voluntary mitigation measures put forth by the Applicants have no "teeth" because they are voluntary. That is not accurate. All mitigation measures, including the voluntary mitigation measures, adopted by the Board in its final decision would become conditions of approval on the Applicants to be enforced by the Board.

Schneck Medical Center. Schneck Medical Center raises the same issues that they raised in comments to the Draft EA, expressing concern over the impact of increased traffic on community safety and emergency services response times. Schneck is concerned that the Proposed Transaction: will increase emergency service response times to the I-65 corridor, which runs east of the city; will extend transfer times of critical patients to the hospital and to other hospitals north and south of Seymour; and will extend cardiac catheterization response time when transferring patients to the cardiac catheterization lab at Columbus Regional Hospital north of Seymour. Schneck is also concerned with the lack of crossing mechanisms as well as visibility issues at crossings and the speed of trains moving through the community. Finally, Schneck voices concerns about blocked crossings. All of these issues have already been addressed. Moreover, LIRC has cleared vegetation within its right-of-way that may impede

visibility. LIRC does not have the ability or right to clear obstacles to visibility that are not on its property.

Applicants believe that MM4 addresses Schneck's concerns regarding response times because it will give the hospital real time information on where a train is and whether to use an alternate route.

Applicants have volunteered several mitigation measures (VM 34 through VM 39) that resolve crossing safety issues and have also volunteered VM 49 which OEA has supplemented with MM 3 to address blocked crossings. VM 49 and MM 3 resolve the blocked crossing issues.

Department of Public Works and Assets Louisville, KY. In comments filed on December 1, 2014, the Department of Public Works and Assets suggests additional mitigation measures to address vehicular traffic delays at Kentucky Street and Shipp Ave. and the pedestrian traffic at both of these streets. In addition, DPWA would like a review of the impact on pedestrian traffic and the safety of students in the final EA along with recommendations for mitigating the impact of stopped trains on pedestrian and bicycle movements. DPWA also expressed concern that drainage issues on an overpass that is not a part of the SEA, should require additional examination of the Louisville Connection and mitigation measures to address public safety issues.

Under the Proposed Transaction, Shipp Ave. will not experience a vehicle delay of over 40 vehicle hours per day. SEA 3-7. Kentucky Street would have over 40 vehicle hours of delay per day but did not exceed any other threshold criteria for grade separation. *Id.* Because of the hours of delay per day, OEA conducted additional analyses that focused on the queue length at Kentucky Street to determine whether it would block any major roads, impacting community mobility. SEA 3-10.

OEA found:

The queue on Kentucky Street in Jefferson County, Kentucky, would be approximately 890 feet in year 2014. This queue would not impact mobility on major roadways adjacent to the crossing. The nearest major roadways are U.S. Highway 65, located approximately 4,500 feet east, and U.S. Highway 60, located approximately 4,000 feet west. The Proposed Transaction would not impact the mobility of major roadways adjacent to the Kentucky Street crossing in Louisville, Kentucky.

CSXT has offered voluntary mitigation measures (VM 26 through VM 32, VM 29, and VM 31) in response to potential grade crossing delays and pedestrian safety issues on The Three Lines analyzed in the SEA. In addition, OEA recommends MM 1 (requiring CSXT to complete a

Grade Crossing Mitigation Plan) and MM 14 (requiring CSXT to establish a Community Liaison).

The structure of the Louisville Connection will not be changed because of the Proposed Transaction. Thus, the overpasses on the Louisville Connection will continue to be maintained as they are currently maintained.

City of Franklin. The City of Franklin filed comments on December 1, 2014, expressing concerns relating to safety, traffic delays, noise and regional transit plans. Franklin is concerned with crossing safety on the 10 crossings within the City limits, as well as, unauthorized pedestrians accessing the L&I Line. Franklin is also concerned with noise impacts and requests additional mitigation including installing barriers along the right-of-way within residential neighborhoods or development of policies and procedures in consultation with Franklin to minimize noise impacts, and to create a designated “Quiet Zone.”

Franklin is concerned that increased train frequency will adversely impact traffic and because of this adverse impact, CSXT should be required to obtain Franklin’s approval for scheduling trains and any deviation from that schedule. Franklin also suggests that because of blocked crossings CSXT must be required to provide more facilities and equipment to allow acceptable levels of public safety to residents.

Franklin believes passenger rail is a critical component of the regional transit strategy as developed by the Indianapolis Metropolitan Planning Organization and should be preserved, therefore, provision of passenger rail on the Line should be included as part of any approval. Response.

Franklin has not provided the necessary justification for any of its proposed mitigation measures.

The railroads cannot install additional signals (lights where there are none now or gates where there are none now) without state approval. Crossing protection is regulated by the state and not determined by the railroad. As the track on the L&I Line is upgraded, the pavement within the crossing right-of-way will be maintained to INDOT standards.

In addition to the voluntary mitigation measures, OEA added mitigation measure MM 1 in the EA, which requires the Applicants to complete a Grade Crossing Mitigation Plan prior to moving Transaction-related train traffic on the L&I Line.

To address crossing safety and pedestrian safety Applicants provide Voluntary Mitigation Measures VM 36 through VM 39, which include offering Operation Lifesaver programs to communities, schools, and other appropriate organizations located along the L&I Line.

Based on OEA's analysis, the mobility of the community will not be impaired by the Proposed Transaction. The analysis in the EA shows that traffic will be minimally impacted in Johnson County. The EA calculated LOS, queue lengths, average delay for all vehicles, and total vehicle traffic delay in a 24-hour period for the approaching roadways and crossing for each of the qualifying crossings in Johnson County. Currently, all of the crossing in Johnson County are a LOS A and will remain a LOS A under the Proposed Transaction.

The FRA regulates locomotive horn noise at public at-grade crossings (49 CFR parts 222 and 229). Regulation requires that horns be sounded upon approaching every "unsealed" public at-grade crossing. An unsealed public at-grade crossing is defined as a train and public road crossing without grade separation, four-quadrant gating, or crossing guard with median barrier. Horns are generally not sounded at Quiet Zones established in accordance with the FRA rule. "Communities wishing to establish QZs must equip proposed at-grade crossings with adequate safety measures to compensate for the decreased safety created by the elimination of horn use. The additional safety measures are generally implements at the community's expense and must meet federal specifications." SEA at 3-91.

Franklin's concern with noise impacts has been addressed in VM 54 through VM 60 and VM 49 and MM 3 resolve the blocked crossing issue.

Passenger service over the L&I Line should not be a condition to approval. Passenger service over the L&I Line is not on the near horizon and may never come to fruition. OEA has already addressed passenger train concerns with MM 8. "Applicants shall consult with the City of Greenwood, IN and Indianapolis, IN regarding their potential interest in moving passenger trains on the Line." Moreover, LIRC, in the Joint Use Operating Agreement, has reserved the right to conduct passenger operations, subject to reasonable conditions.

Franklin, like Greenwood, is concerned that the voluntary mitigation measures have no "teeth" because they are voluntary. That is not accurate. All mitigation measures, including the voluntary mitigation measures, adopted by the Board in its final decision would become conditions of approval on the Applicants.

University of Louisville. In comments filed on December 1, 2014, the University of Louisville is concerned with horn noise affecting students living in six residential developments, as well as, the wait time at the Shipp Street crossing for pedestrian and car traffic and the University's evening residential loop shuttle. The University would like additional review and recommendations regarding mitigating the impact of stopped trains on pedestrian movements.

OEA conducted an analysis to identify areas that would experience Transaction-related noise increases that could be perceived as adverse and where mitigation could be warranted. SEA at 3-98. OEA's noise assessment identified noise-sensitive receptors projected to experience noise levels of 70 dBA L_{dn} or greater and an increase in L_{dn} of 5 dBA or greater. The

Louisville Connection “is not projected to experience an increase of 5 dBA or greater on an L_{dn} basis.” SEA at 3-98. Therefore, there are no noise-sensitive receptors that could warrant mitigation on the Louisville Connection, including the University of Louisville.

The vehicle wait time at Shipp Street will increase under the proposed transaction. While the LOS at Shipp Street would change by two, the at-grade crossing would not experience a vehicle delay of over 40 vehicle hours per day. Thus, Shipp Street does not meet or exceed any threshold criteria for grade separation.

Applicants do not believe that the University of Louisville has provided the necessary justification for additional review and mitigation of stopped trains on pedestrian movements. CSXT intends to run Transaction related train traffic as through trains and does not anticipate stopping trains associated with the Transaction on the Louisville Connection. CSXT offers voluntary mitigation measures VM 23 through VM 32, and VM 41 to address crossing delay and safety issues. Voluntary Mitigation measures 28 and 29 deal specifically with pedestrian traffic. VM 28. Within 6 months of CSXT’s initiating operational changes associated with the Proposed Transaction, CSXT will cooperate with school and park districts to identify at-grade crossings where additional pedestrian warning devices may be warranted.

For up to 3 years from the date that CSXT initiates operational changes associated with the Proposed Transaction, CSXT will make Operation Lifesaver programs available to communities, schools, and other appropriate organizations located along the Indianapolis Line Subdivision, Indianapolis Terminal Subdivision—Louisville Secondary Branch, and Louisville Connection, as provided in VM 29.

In addition to these mitigation measures the SEA provides mitigation measure MM 4, which states:

To supplement VM 28, within 6 months of CSXT’s initiating operational changes associated with the Proposed Transaction, CSXT shall cooperate with residential communities, schools and park districts to identify at-grade crossings where additional pedestrian warning devices may be warranted.

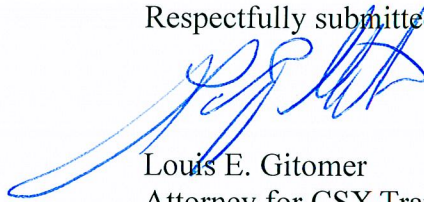
Mitigation measures VM 28, VM 29, and MM 4 specifically address the University’s concern with pedestrian traffic.

Historic issues. CSXT agrees with the KYSHPO that there is no adverse effect on historic properties on the Louisville Connection. Applicants also believes the stipulations of the MOA are appropriate to resolve the adverse effect of replacing the bridge at MP 40.19 over the Flatrock Creek near Columbus, IN, and Applicants are willing to sign a final version of this agreement.

Mrs. Victoria Rutson
December 15, 2014
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Let me know if you have any questions.

Respectfully submitted,

A handwritten signature in blue ink, appearing to read "L. Gitomer", with a long, sweeping underline that extends to the left.

Louis E. Gitomer
Attorney for CSX Transportation, Inc.