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JENNIFER C. KLEIN
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ENTERED
Office of Proceedings

March 13, 2006

Part of
Public Record

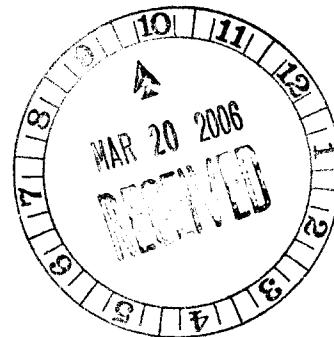
Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1201 Constitution Avenue, N.W.
Washington, D.C. 20423

FEE RECEIVED

MAR 20 2006

SURFACE
TRANSPORTATION BOARD

VIA EXPRESS MAIL



Re: Finance Docket No. 34842
Sonoma-Marín Area Rail Transit District
Notice of Exemption -- Acquisition -- Former NWPRA Rail Line

Dear Mr. Williams:

Enclosed for filing with the Board is the original and ten copies of the Notice of Exempt Acquisition documents by the Sonoma-Marín Area Rail Transit District to acquire a portion of the former Northwestern Pacific Railroad line in Marin County, California, from the Golden Gate Bridge Highway and Transportation District, County of Marin and Marin County Transit District. The acquisition also includes the sale of 3.895 acres of property in Cloverdale, California.

As this filing is made on behalf of a local government entity, the filing fee is waived under 49 C.F.R. § 1002.2(e)(1).

Under 49 C.F.R. § 1105.6(c)(2)(I), the acquisition is exempt from environmental reporting requirements, since there will be no change in carrier operations resulting from the transaction. Further, under 49 C.F.R. § 1105.8(b)(1), this acquisition does not require a Historic Report, since further STB approval would be required to abandon any service and there are no plans to dispose of or alter properties subject to STB jurisdiction that are 50 years old or older.

FILED

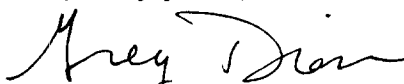
MAR 20 2006

SURFACE
TRANSPORTATION BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
March 13, 2006
Page 2

Please have the enclosed copy of this letter conformed and returned to the undersigned in the enclosed self-addressed envelope.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Gregory T. Dion".

Gregory T. Dion
Attorney for Applicant
Sonoma-Marin Area Rail Transit District

GTD/jk

BEFORE THE
SURFACE TRANSPORTATION BOARD

SONOMA-MARIN AREA RAIL TRANSIT
DISTRICT,

Applicant

Notice by Sonoma-Marin Area Rail
Transit District,
Exemption to Acquire Rail Line -
11.25 miles of former Northwestern
Pacific Railroad Line in
Marin County, California

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) Docket No. FD 34842
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NOTICE OF EXEMPT ACQUISITION

The Sonoma-Marin Area Rail Transit District provides the following as its
Verified Notice of Exempt Acquisition and in response to 49 C.F.R. §1150.43:

A. Full name and address of the applicants:

Sonoma-Marin Area Rail Transit District
4040 Civic Center Dr., Ste. 200
San Rafael, CA 94903

B. The name, address and telephone number of representative of Applicant to whom correspondence should be sent:

Gregory T. Dion, Deputy County Counsel
Sonoma County Counsel's Office
575 Administration Drive, Room 105-A
Santa Rosa, CA 95403
(707) 565-2421

C. Statement that an agreement has been reached or details of when the agreement shall be reached:

A Memorandum of Understanding between the Sonoma-Marín Area Rail Transit District ("SMART"), the Golden Gate Bridge Highway and Transportation District ("the Bridge District"), County of Marin and Marin County Transit District was entered into as of October 25, 2005. (County of Marin and Marin County Transit District shall collectively be referred to as "Marin County")

D. The operator of the property:

The Bridge District is the owner the rail line to be transferred. Marin County owns a minor portion of the rail line along with the Bridge District between San Rafael, California and Larkspur, California. Currently, no rail operations are being operated on the segment of rail to be transferred.

E. Brief summary of the proposed transaction:

1. The Petitioner, a class III carrier, is a special district created pursuant to California Public Utilities Code Section 105000 *et seq.* to acquire and

operate passenger service over the line. SMART has its administrative offices and its mailing address at 4040 Civic Center Dr., Ste. 200, San Rafael, CA 94903.¹

The Bridge District has its administrative offices at the Toll Plaza of Golden Gate Bridge. Its mailing address is Box 9000 Presidio Station, San Francisco, CA 94129-0601. The County of Marin's administrative offices are located at the Marin County Civic Center, San Rafael, CA 94903. The Marin County Transit District has its administrative offices at 3501 Civic Center Drive, Room 304, San Rafael, CA 94903.

The transaction involves the acquisition of real estate and trackage from Novato, California (NWP MP 26.96) to Corte Madera, California (NWP MP 11.4).² A portion of the rail line to be acquired, the segment of the line between Corte Madera and San Rafael (MP 11.4 to MP 15.71), was abandoned prior to the Bridge District's acquisition of the rail line. The rail line to be transferred is 15.56 miles; 11.25 of which is within the jurisdiction of the Surface Transportation Board. This segment is shown on the map

¹ Previously, SMART acquired part of the rail line from Northwestern Pacific Rail Authority ("NWPRA") from Healdsburg in Sonoma County, California (NWP MP 68.2) to Lombard Station in Napa County, California, via Schellville (NWP MP 40.6/SP MP 72.59) (*See*, Finance Docket No. 34400.)

² This transaction also involves the acquisition of real estate in Cloverdale, California between NWP MP 84.42 and NWP MP 84.86. The total acreage to be transferred is 3.895 acres. The Cloverdale property was at one time property of the State of California, Department of Transportation. The Cloverdale property was transferred by the State to the Bridge District as part of a highway by-pass project in Cloverdale. The property may be utilized in the future as a train station or as a maintenance and storage area.

attached as Exhibit A. ³

This transaction involves the acquisition by a public agency of real estate and rail facilities owned by other public agencies, the Bridge District and Marin County. The purpose of the acquisition is to place this line in the ownership of an agency that is legally authorized to operate passenger rail service on the line. SMART will not provide freight rail service.

2. Proposed time schedule for the consummation of the transaction:

SMART, the Bridge District and Marin County have concluded an agreement, which was entered into as of October 25, 2005. The transaction is expected to close on or about March 22, 2006.

3. Mileposts of the subject property:

The rail line to be transferred is between NWP MP 26.96 (Novato, CA) and MWP MP 11.4 (Corte Madera, CA).⁴ Please note, the segment of the line between Corte Madera and San Rafael (MP 11.4 to MP 15.71) was abandoned before the Bridge District acquired possession of the property.

4. Total route miles being acquired is approximately 15.56 miles;

11.25 of which is within the jurisdiction of the Surface Transportation Board.

³ The segment of the line between Ignacio and San Rafael (MP 25.821 and MP 15.71) ("the San Rafael Branch") was discontinued pursuant to prior STB action. (See Docket No. AB-14 (Sub-No.6X); *see also*, Finance Docket No. 31689)

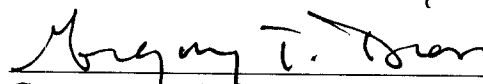
⁴ This transaction also involves the acquisition of real estate in Cloverdale, California between NWP MP 84.42 and NWP MP 84.86.

F. A map indicating the area to be served, including origins, termini, stations, cities, counties and state is attached as Exhibit A.

G. A certificate that applicant's projected revenues do not result in the creation of a Class II or Class I rail carrier so as to require processing under Section 1150.45 is attached as Exhibit B.

The required verification is attached as Exhibit C.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Gregory T. Dion", is written over a horizontal line.

Gregory T Dion
Attorney for Applicant

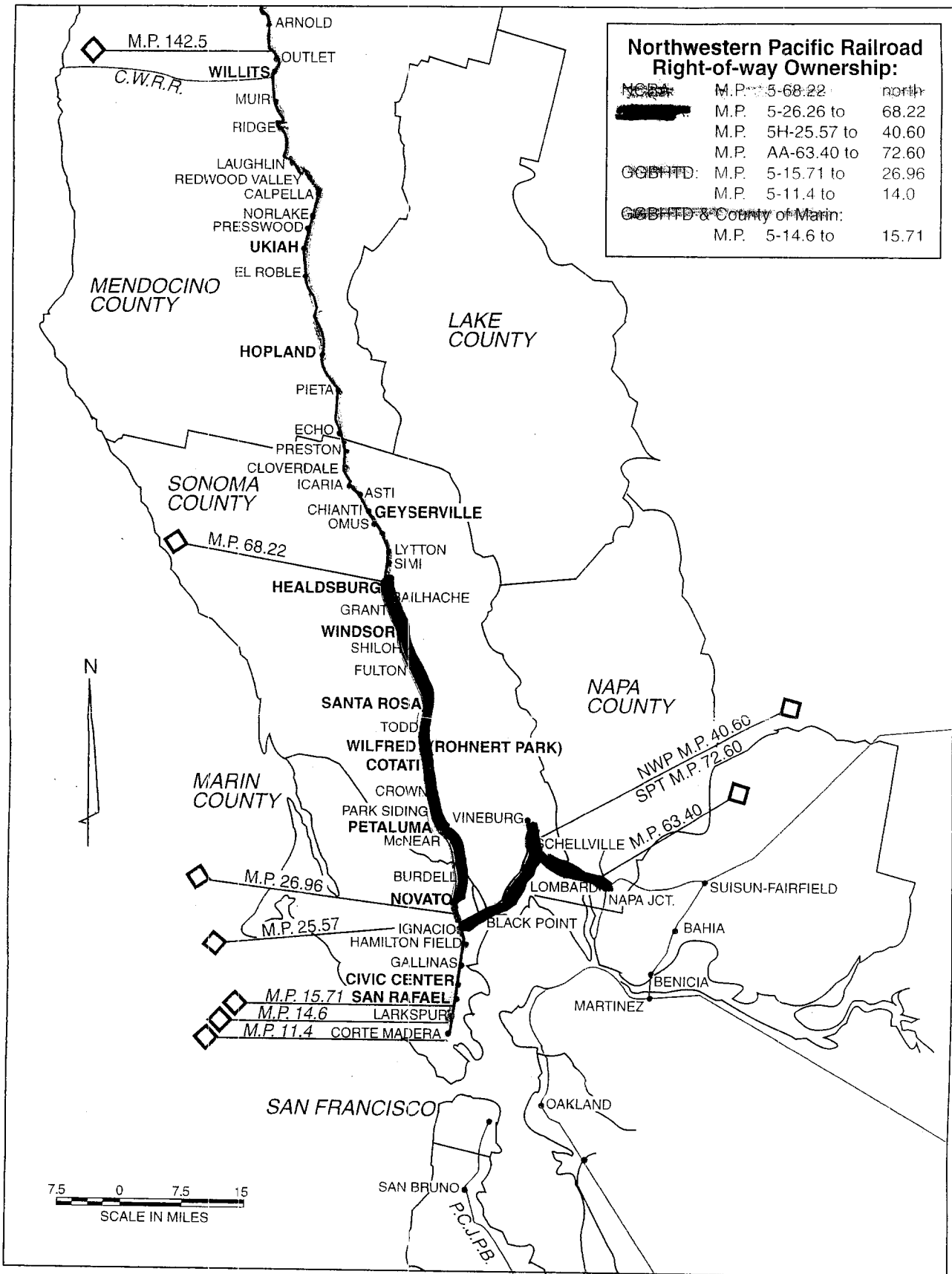
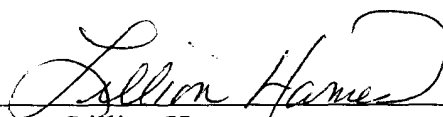


EXHIBIT B

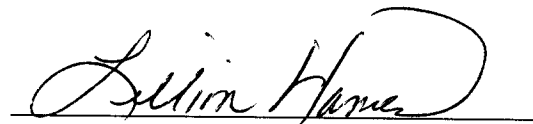
I, Lillian Hames, General Manager of the Sonoma-Marín Area Rail Transit District ("Applicant"), certify that the Applicant's projected annual carrier operating revenues will not result in the creation of a Class II or Class I rail carrier so as to requires processing under Sec. 1150.45.



Lillian Hames
General Manager
SONOMA-MARIN AREA
RAIL TRANSIT DISTRICT

EXHIBIT C
VERIFICATION

Lillian Hames being duly sworn, deposes and says that she is the General Manager of the Sonoma-Marin Area Rail Transit District; that she has read the foregoing verified Notice of Exemption, knows the contents thereof and that the factual statements contained therein are true.



Lillian Hames
General Manager
SONOMA-MARIN AREA
RAIL TRANSIT DISTRICT

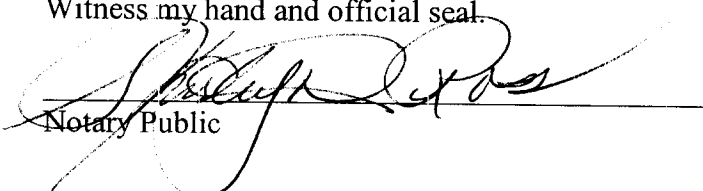
STATE OF CALIFORNIA

COUNTY OF Marin

)
) ss.
)

On March 13, 2006, before me, Shirley D. Ross, Notary Public, personally appeared Lillian Hames, personally known to me or proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.



Notary Public



BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 34842

Sonoma-Marín Area Rail Transit District
– Acquisition Exemption –
11.25 Miles of Former Northwestern Pacific Railroad Line
In Marin County, California
Golden Gate Bridge Highway and Transportation District, County of Marin
and Marin County Transit District

The Sonoma-Marín Area Rail Transit District has filed a notice of exemption to acquire the rail line owned by Golden Gate Bridge and Highway Transportation District, County of Marin and Marin County Transit District, NWP milepost 26.96 (Novato, Marin County, CA) and NWP MP 11.4 (Corte Madera, Main County, CA), and to acquire certain property between NWP MP 84.42 and 84.86 (Cloverdale, Sonoma County, CA). Comments must be filed with the Surface Transportation Board and served upon Gregory T. Dion, Attorney for the Sonoma-Marín Area Rail Transit District, c/o Sonoma County Counsel's Office, 575 Administration Drive, Room 105-A, Santa Rosa, CA 95403, telephone number (707) 565-2421.

The notice is filed under § 1150.43. If the notice contains false or misleading information, the exemption is void ab initio. Petitions to revoke the exemption under 49 U.S.C. 10505(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

Dated:

By the Board:

Vernon A. Williams

Secretary

CERTIFICATE OF SERVICE

I, Janet Kahl, certify that I have this day caused copies to be

served of the foregoing document upon all parties of record in this proceeding, by first class mail, postage prepaid:

Golden Gate Bridge Highway and Transportation District
The Toll Plaza of Golden Gate Bridge.
Box 9000 Presidio Station, San Francisco, CA 94129-0601

County of Marin
Marin County Civic Center
San Rafael, CA 94903

Marin County Transit District
3501 Civic Center Drive, Room 304
San Rafael, CA 94903

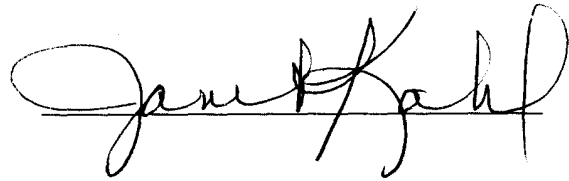
North Coast Railroad Authority
419 Talmadge Road, Suite M
Ukiah, CA 95482

California State Historical
Preservation Office
P. O. Box 942896
Sacramento, CA 94296-0001

California Public
Utilities Commission
Rail Operating & Safety Branch
505 Van Ness Avenue
San Francisco, CA 94102

The Hon. Arnold Schwarzenegger
Governor
State of California
State Capitol
Sacramento, CA 94514

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct, and that this declaration was executed on 3/13/06, at Santa Rosa, California.

A handwritten signature in cursive script, appearing to read "Jane Kahl", written over a horizontal line.