

TARRANT REGIONAL WATER DISTRICT

800 East North Side Drive
Fort Worth, Texas 76102-1097



James M. Oliver
General Manager

June 25, 2009

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225318
225321
P.O. Box 4508
Fort Worth, Texas 76164-0508
Telephone 817-335-2491
FAX 817-877-5137

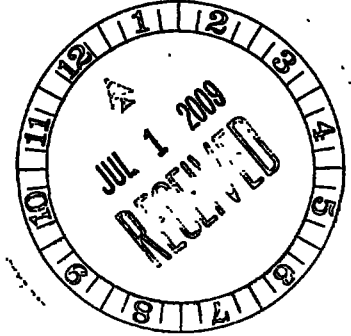
Via CMRRR

Hon. Anne K. Quinlan
Acting Secretary
Surface Transportation Board
Section of Environmental Analysis
395 E. Street, S.W.
Washington, D.C. 20423-0001

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Office of Proceedings

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Public Record



Re: Fort Worth & Dallas Belt Railroad Company ("FWDB") and Union Pacific Railroad Company ("UP") proposed Joint Petition for Exemption to abandon the North Fort Worth Branch from milepost 632.79 to milepost 634.25 in Fort Worth, Texas; FWDB Docket AB-1038X and UP Docket AB-33 (Sub-No. 280X)

Dear Secretary Quinlan:

The Tarrant Regional Water District, a Water Control and improvement District created by authority of Article 16, Section 59 of the Texas Constitution ("TRWD"), is the local sponsor of a joint flood control and infrastructure improvement project planned with the U.S. Army Corps of Engineers ("USACE") known as the 'Trinity River Vision – Central City Project' (the "Project"). TRWD, together with certain other Project partners, including the City of Fort Worth, are actively engaged in the planning and implementation of the Project, which contemplates the construction of certain improvements and modifications to the channel and levees of the Trinity River for, among other purposes, the enhancement of water and flood control. The Project will include a bypass channel for the purpose of rerouting flows which would normally pass through the Central City Fort Worth segment of the Trinity River (the "Bypass Channel"). As reflected by the Modified Central City Project Report dated April, 2008, and approved by the Assistant Secretary of the Army (Civil Works) on May 21, 2008, the construction of the Bypass Channel will impact real property owned by UP described on Exhibit "A" attached hereto (the "Property").

TRWD has informed UP of its intent to acquire the Property for the Project. TRWD and UP are currently negotiating the purchase and sale of the Property. Although Texas law grants TRWD the power of eminent domain, TRWD's policy is to make every reasonable effort to acquire real property expeditiously by negotiation. However, in the event that such negotiations are unsuccessful the Board of Directors of TRWD may be requested to authorize condemnation proceedings to acquire the Property.

Hon. Anne K. Quinlan
Surface Transportation Board
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TRWD is aware of the aforementioned petition for exemption submitted to the Surface Transportation Board ("STB") by FWDB and UP to end operations on, and for UP to abandon, the North Fort Worth Branch from milepost 632.79 to milepost 634.25 in Fort Worth, Texas (the "Line"). Because acquisition of the Property and abandonment of the Line is necessary for implementation of the Project, TRWD fully supports the petition to STB to abandon the Line.

Please do not hesitate to contact me should you have any questions concerning this matter.

Sincerely,

A handwritten signature in black ink, appearing to read 'RSC', with a long horizontal flourish extending to the right.

R. Steve Christian
Real Property Director

Enclosure

cc: Gregg A. Larsen – UP (electronically at galarsen@up.com)