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April 19, 2017

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E-Filing

Cynthia T. Brown, Chief
Section of Administration,
Office of Proceedings
Surface Transportation Board
395 E Street, SW 20423-0001

ENTERED
Office of Proceedings
April 19, 2017
Part of
Public Record

Re: Norfolk Southern Railway Company
Abandonment Exemption in Roanoke, Virginia
Docket No. AB-290 (Sub-No. 389X)

Dear Ms. Brown:

Please accept this letter as the response and objection ("Response") of the City of Roanoke, Virginia, a municipal corporation organized and existing under the laws of the Commonwealth of Virginia ("City"), to the Notice of Intent to File an Offer of Financial Assistance ("OFA") filed by David L. Foster and Thoroughbred Energy & Environmental Corporation (collectively, "Offeror"), dated and filed April 13, 2017 with the Surface Transportation Board ("Board").

On March 3, 2017, Norfolk Southern Railway Company ("NSR") filed its Verified Notice of Exemption ("Notice") to abandon rail service over approximately 0.5 miles of rail line extending from milepost R 4.0 to milepost R 4.5 in Roanoke, Virginia ("Line"). In the Notice, NSR acknowledges that NSR intends to sell the Line to the City following the effectiveness of the abandonment of the Line. See Notice at 21, 22, and 29. By letter dated October 7, 2016, from Christopher P. Morrill, as City Manager for the City, to Ms. LaWada Poarch, Abandonment Coordinator for NSR, the City expressed its support for the abandonment of the Line and noted that the acquisition of the Line by the City following the effectiveness of abandonment will be consistent with Vision 2001-2020 (the City's Comprehensive Plan), the Norwich Neighborhood Plan, and the Roanoke Valley Conceptual Greenway Plan 2007. See Notice, Appendix C, at 38. The Line is near the Roanoke River and the City currently holds property rights to construct, install, and maintain its Greenway on properties abutting the easterly and westerly ends of the Line. Acquisition of the Line will allow the City flexibility in addressing the goals of Vision 2001-2020, the Norwich Neighborhood Plan, the Roanoke Valley Conceptual Greenway Plan 2007, and other development objectives within the City, including affording the City with a critical option in completing the Greenway that will run through the City and into neighboring Salem, Virginia. Lastly, NSR and the City have negotiated the terms and conditions of an agreement to acquire the Line and anticipate execution of an agreement in the next few days.

The OFA acknowledges the negotiations between NSR and the City and suggests, without any supporting documentation, that preservation of the Line can accommodate the Greenway. See OFA at 5. The

uses are incompatible and unworkable. The OFA argues that Roanoke Southern LLC, the owner of rights on portions of the rail line from milepost R 4.5 to milepost R 6.92, "needs access to the west beyond its present terminus at MP 4.0." This assertion is erroneous (the western terminus of Roanoke Southern LLC rights is at milepost R 4.5) and, again, is submitted without any supporting documentation. The Offeror provides no feasible basis on which the Board should entertain the OFA, including granting the Offeror any extensions. Therefore, the City objects to and opposes the relief requested by the Offeror in the OFA.

By my signature below, I certify that copies of this Response have been sent, by electronic mail and regular mail, postage prepaid, on April 19, 2017, to the following parties of record identified on the service list for this Proceeding and at the following addresses:

To NSR:

Crystal M. Zorbaugh, Esq.
Baker & Miller, PLLC
2401 Pennsylvania Avenue, SW, Suite 300
Washington, DC 20037
czorbaugh@bakerandmiller.com

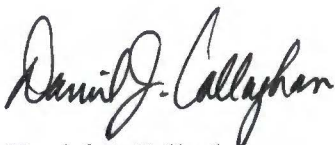
To Offeror:

David L. Foster
342 High Street
Salem, VA 24153
railsolution@aol.com
dfoster342@aol.com

Please contact me at daniel.callaghan@roanokeva.gov or 540.853.5238 if you have any questions.

Thank you for your assistance.

Sincerely,



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c: R. Brian Townsend, Acting City Manager
Sherman M. Stovall, Assistant City Manager for Operations
Phillip Schirmer, City Engineer
Laura M. Carini, Assistant City Attorney