



**South Dakota Department of Transportation**

**Invitation for Proposals to Purchase State-owned  
Rail Lines**

**August 26, 2019**

## **Disclaimer**

This Invitation for Proposals (“IFP”) is available to parties that are interested in participating in a competitive process for the proposed sale of railroad lines currently owned by the South Dakota Department of Transportation:

The South Dakota Department of Transportation (“the Department”) has prepared this IFP to provide information to interested parties (“Proposers”) who wish to submit a response to the IFP. The Department does not give any warranty or make any representations, expressed or implied, as to the completeness or accuracy of the information contained in this document or any information which may be provided in connection with it.

The Department expressly disclaims any and all liability relating to or resulting from the use of such information by any interested party or other third party in the preparation of any subsequent proposal.

This IFP does not constitute an offer to sell or negotiate. The Department, the South Dakota State Railroad Board (“the Board”), and the Governor of South Dakota reserve their rights to reject any proposals submitted in response to this IFP.

The Department, the Board and the State of South Dakota will have no obligation to pay or reimburse any interested party for costs incurred in reviewing and responding to this IFP. No Proposer is entitled to any compensation pursuant to this IFP.

By accepting this IFP, the recipient agrees to be bound by the foregoing limitations.

## **Department’s Rights**

The Department reserves its rights with respect to this IFP including, but not limited to, the unqualified right, at any time and in its sole discretion, to change, modify or terminate this IFP.

No party receiving this IFP (including any potential Proposer) shall have any rights against the Department relating to this IFP. The Department makes no representations, warranties, or guarantees that the information contained in this IFP is accurate, complete, or timely or that such information accurately represents the conditions that would be encountered during the performance of any subsequent contract if an IFP or other solicitation is issued relating to the transaction. The furnishing of the information in this IFP shall not create or be deemed to create any obligation or liability upon the Department.

The Department, the Board and the Governor of South Dakota reserves the right to reject any submitted proposal or Proposer related to this IFP.

## **Ownership of Submitted Materials**

All materials submitted in response to this IFP shall become the property of the Department and will not be returned.

Proposers should be prepared to support their proposals and answer questions in open session before the Board. If certain components of the proposals are proprietary or trade secret information as those terms are defined in South Dakota Codified Law (“SDCL”) 1-27-28, and if Proposers desire to treat that information as confidential, then Proposers must clearly identify the information as confidential. The Department and the Board will treat the designated information as confidential if the information qualifies as proprietary or trade secret information as defined in SDCL 1-27-28. Regardless of whether a Proposer identifies information as confidential, the Department and the Board reserve the right to treat proprietary or trade secret information as confidential.

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# 1. Introduction

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## 1.1 Overview

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Because of the Milwaukee Road embargo in 1980, South Dakota was confronted with the loss of over fifty percent of its total operating rail mileage. The Department analyzed each line individually and identified the essential rail lines vital to the economy of South Dakota. Some of the embargoed essential lines were purchased by other railroads and service was restored. The remaining essential lines for which a private solution could not be found were purchased by the State of South Dakota. Since the Department's acquisition of the Lines, service has been restored to most of the lines. Most of the state-owned lines also enjoy access to major rail carriers, including overhead trackage/haulage rights and/or interchange rights depending on the rail line.

## 1.2 State-owned Lines

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The Department invites Proposers to submit responses ("Proposals") to this IFP for the purchase of all, or part of, any one or more of the following railroad lines ("the Lines"):

### **Mitchell to Rapid City, SD ("MRC Line")**

- Total Mileage: approximately 285.1
- Mitchell to Kadoka segment leased to MRC Regional Railroad Authority (through 2031)
- Operator: Dakota Southern Railway (through 2031 via sublease)
- Overhead trackage/haulage rights on Burlington Northern Sante Fe, LLC ("BNSF") Railway's lines to multiple interchange points for traffic originating/terminating on the MRC Line; trackage rights over BNSF line to access CHS Inc.'s grain elevator shuttle facility at Mitchell, SD; interchange rights with BNSF at Mitchell, SD
- Dakota Southern Railway Company holds a right of first refusal
- Class I and Class II purchasers require consent of BNSF Railway to maintain trackage/haulage/interchange rights
- Segments from Kadoka to Caputa and Caputa to Rapid City are railbanked.
- Maple Street Yard in Rapid City leased to American Colloid Company for car storage (through July 26, 2026)
- Data summary included as **Attachment A - MRC**

### **Aberdeen, SD to Geneseo Junction Connection, ND and Jarrett Junction to Britton, SD ("Britton Line")**

- Total Mileage: approximately 76.6
- Leased to Marshall Regional Railroad Authority (through 2025)
- Operator: Dakota Missouri Valley & Western Railroad, Inc. ("DMVW") (through 2025 via sublease)
- Interchange rights on BNSF-owned track in Aberdeen with Rapid City, Pierre & Eastern Railroad, Inc. ("RCP&E")
- DMVW holds right of first refusal
- Data summary included as **Attachment B - Britton**

### **Napa Junction to Platte, SD ("Napa-Platte Line")**

- Total Mileage: approximately 83.3
- Segment from Napa Junction to Ravinia (approximately 54.5 miles) leased to operator, Dakota Southern Railway Company (through Nov. 30, 2026)
- Overhead trackage/haulage rights on BNSF's lines to multiple interchange points for traffic originating/terminating on the Napa-Platte Line; interchange rights with BNSF at Napa, SD
- Class I and Class II purchasers require consent of BNSF Railway to maintain trackage/haulage/interchange rights
- Segment from Ravinia to Platte is railbanked (approximately 28.8 miles)
- Data summary included as **Attachment C - Napa**

### **Elk Point to Canton, SD and Beresford SD to Hawarden, IA (“Sioux Valley Line)**

- Total Mileage: approximately 68.0
- Leased to Sioux Valley Regional Railroad Authority (through March 21, 2034)
- Operator: D&I Railroad Co. (through March 21, 2024, via sublease)
- Overhead trackage rights over BNSF for aggregates from Hawarden, IA via Canton, SD to Wolsey, SD
- Overhead trackage rights over BNSF to Sioux City, IA for interchange with UP and CN
- Class I and Class II purchasers require consent of BNSF to maintain trackage rights
- Sioux Valley Regional Railroad Authority holds an option to purchase, which may be assigned to D&I Railroad Co. upon approval of the Board
- Data summary included as **Attachment D – Sioux Valley**

### **Huron to Yale, SD (“Yale Line”)**

- Total Mileage: approximately 15.3
- Leased to East Central Regional Railroad Authority (through September 23, 2020, with automatic one-year renewal)
- Operator: RCP&E (through September 23, 2020 with automatic one-year renewal)
- Data summary included as **Attachment E - Yale**

### **Wolsey, SD Interchange (“Wolsey Interchange”)**

- Total Mileage: approximately 4.2
- Leased to RCP&E (through June 11, 2026)
- Operator: RCP&E
- Subject to Track Improvement Memorandum between the Department and BNSF
- Data summary included as **Attachment F - Wolsey**

Proposers may propose to purchase a single Line, a portion of a Line, or any combination of the Lines. The sale(s) will consist of all track structures, associated rights-of-way, all appurtenances and including but not necessarily limited to rail and fastenings, switches and frogs, ties, ballast, roadbed, embankment, other structures, or other track materials necessary for support of operations.

Maps and track charts relating to the Lines are included as **Attachment G – Maps and Track Charts**.

## **1.3 IFP Objectives**

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The Department is considering the sale of the Lines to meet the following goals and objectives:

1. Support economic growth and development throughout the State of South Dakota through increased rail traffic volume, tax revenues and job creation.
2. Ensure connectivity for critical industries and sustain rail access to the communities and surrounding areas served by the Lines.
3. Enhance customer service, development opportunities and new customer creation.
4. Improve railroad safety, security and resiliency.
5. Return state-owned assets to private sector ownership, operation and development.

## **1.4 IFP Authority**

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The Department’s issuance of this IFP and any ensuing sale of the Lines will be governed by SDCL 1-44-20. Any sale will require approval by the South Dakota State Railroad Board (“the Board”) and the consent of the Governor of South Dakota. The sales process set out in SDCL ch. 5-2 does not apply.

## **2. IFP Process and Schedule**

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### **2.1 Description of the IFP Process and Anticipated Timetable**

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The IFP process and anticipated timetable are as follows:

1. The Department will advertise the IFP on the Department's website on August 26, 2019.
2. The Department will respond to Proposer inquiries from August 26, 2019 to 10:00 a.m. Central Standard time (CST) on November 15, 2019.
3. The Department will conduct tours of each of the Lines for interested Proposers. The dates and times of the tours will be identified in an addendum to this IFP which will be posted on the Department's website by September 20, 2019.
4. Proposal submission deadline: Complete Proposals must be submitted to the South Dakota electronic bidding system by 10:00 a.m. CST on November 21, 2019.
5. The Board will review copies of all Proposals submitted by the Proposal Submission Deadline. The Board will consider the Proposals at a special meeting on December 4, 2019. At this meeting, Proposers will be afforded an opportunity to address the Board concerning timely submitted Proposals and to answer questions from the Board in open session.
6. On or after December 18, 2019, during an open session, the Board may select one or more preferred Proposals for further negotiation based on the Board's assessment of the best interests of the State of South Dakota. The Department will conduct one-on-one meetings with the Proposers who submitted the preferred Proposals. The purpose of these meetings will be to discuss confidential and proprietary information and to advance negotiation exchanges regarding the details of the proposed sale.
7. Following negotiations, the Proposer will provide any final Proposals to the Board. The Department may make recommendations to the Board regarding the sale of all or part of the Lines. The Board's action on any final Proposal will take place in an open session. The Board may approve final Proposals with no contingencies, approve final Proposals with contingencies, or reject final Proposals.
8. Any party with a right of first refusal or purchase option will be afforded an opportunity to exercise those rights.
9. Final Proposals that have been approved by the Board, with or without contingencies, will be submitted to the Governor for consent. The Governor may consent to or reject any final Proposal.
10. If a final Proposal is approved by the Board and consented to by the Governor, and if rights of first refusal or purchase options are not exercised or do not apply, then the Proposer and the Department will enter into an agreement for sale consistent with the terms of the final Proposal. The Department and the Proposer will complete the closing of the sale following execution of the sales agreement.

The Department, the Board, and the Governor are not bound by the above timetable and they reserve the right to extend any dates set out in the timetable.

### **2.2 Access to IFP Information**

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Proposers must access an official version of the IFP, IFP attachments, addenda, question & answer ("Q&A") forum, and link to the South Dakota electronic bidding system and required forms by visiting the following Department website address (the "Website") and clicking on the item entitled "November 21, 2019, Proposal to Purchase RR Lines":

<https://appstest.sd.gov/HC65BidLetting/ebslettings1.aspx>

It is the Proposer's responsibility to review all information in the IFP, IFP attachments, addenda, and the Q&A forum.

## 2.3 Proposer Communication Protocol

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All Proposers will adhere to the communication protocol outlined below to guide interactions between the Department and Proposers.

### Point of Contact

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Questions about the South Dakota electronic bidding system may be directed to Becky Hoffman, the Department's Bid Letting Engineer, at (605) 773-8386 or [Becky.Hoffman@state.sd.us](mailto:Becky.Hoffman@state.sd.us). The Department will not accept any other telephone or oral requests. All other Proposer questions, comments, and requests for additional information should be submitted in writing to the Department's Q&A forum.

### Planned Interactive Communication Opportunities

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The Department intends to offer opportunities to Proposers to facilitate due diligence and Proposal formulation. These opportunities include:

- **Tours.** Proposers will be allowed the opportunity to physically tour the Lines while receiving verbal briefings about the Lines from the Department. The dates, times and locations of the Line tours will be posted by addendum by September 20, 2019. The Department may, in its sole discretion, respond to appropriate questions posed during the tours. The Department will post any such questions and answers to the Q&A forum.
- **Q&A.** A Q&A forum will be available to Proposers. Proposers may submit written questions, comments and requests for additional information to the Q&A forum. Questions, comments and requests are permitted from the time the IFP is advertised on August 26, 2019, to 10:00 a.m. CST on November 15, 2019. All information posted to the Q&A forum will be accessible to all Proposers. If the Department elects, in its sole discretion, to respond to questions, comments or requests, the response will be posted to the Q&A forum. The source of the question, comment or request will not be revealed. The Department may post information to the Q&A forum until 10:00 a.m. CST November 19, 2019, at which time the Q&A forum will be considered final and locked from further editing. It is the Proposer's responsibility to review all information in the Q&A forum. By submitting a Proposal, a Proposer is deemed to have accounted for all information posted to the final Q&A forum regardless of when the Proposer submits a Proposal.

## 2.4 IFP Addenda

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The Department may issue addenda to the IFP as deemed appropriate by the Department in its sole discretion. The Department may post addenda to the Website at any time before the Proposal submission deadline. It is the Proposer's responsibility to review all information in the addenda. By submitting a Proposal, a Proposer is deemed to have accounted for any addenda issued prior to the Proposal submission deadline.

## 2.5 Proposal Submittal

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Complete Proposals are due to the Department at 10:00 a.m. CST on November 21, 2019. Proposals must be submitted to the South Dakota electronic bidding system in Portable Document Format (.pdf). No other form or method of submittal will be accepted. Only one Proposal will be accepted from each Proposer. Proposers may propose to purchase a single Line, a portion of a Line, or any combination of the Lines. Proposers may submit, withdraw or replace a Proposal any time prior to the Proposal submission deadline.

Proposers must complete the following steps to use the South Dakota electronic bidding system:

1. Request a company identification and company password by selecting "SDEBS Log In" at the Website and choosing to "Register As A New User."
2. Designate one or more persons as bidding administrator by completing and submitting a Bidding Administrator Authorization Form for Rail Proposers. This form is available on the Website.

3. After the Department issues a bidder identification and bidder password to the designated bidder administrator(s), follow the steps laid out in the SDEBS User Manual for Rail Proposers. The manual is available on the Website.

Proposers are encouraged to complete Steps 1 and 2 as soon as possible. For further information about the South Dakota electronic bidding system, Proposers may contact Becky Hoffman, the Department's Bid Letting Engineer, at (605) 773-8386 or [Becky.Hoffman@state.sd.us](mailto:Becky.Hoffman@state.sd.us).

### **3. Proposal Requirements**

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The Department reserves the right in its sole discretion to modify the proposal submission requirements. The Board may request additional information or clarifications from any Proposer.

All information in Sections 3 of this IFP is required to be considered a complete Proposal. Proposals must respond to and reference each item in Section 3 of this IFP. Proposers should submit their best Proposal by the Proposal submission deadline.

#### **3.1 Proposer Information**

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Proposals must include detailed information on the Proposer. At a minimum, each Proposal must contain the following:

1. Proposer's lead contact information, including the e-mail address for official correspondence.
2. History and background information about the Proposer and the Proposer's railroad industry experience.
3. Proposer's leadership personnel and command structure.
4. A description of any parental relationships and any guarantor relationships that apply.
5. Details of any prior bankruptcies or operational issues experienced by the Proposer or any guarantor within the last five years.
6. Details of any instances where the Proposer has been fined or assessed a civil penalty by federal, state or municipal agencies within the last five years.
7. Business goals in relation to the purchase of the Lines, and company-wide goals.
8. Anticipated successes and challenges in achieving business goals and company-wide goals.

#### **3.2 Lines to be Purchased**

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Proposals should clearly identify the Line(s) or portions of Line(s) that are proposed for purchase.

#### **3.3 Purchase Price**

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Proposals must include the purchase price, payment method (lump sum or installment payments) and the anticipated date for closing the transaction. If a Proposer submits a Proposal to purchase more than one Line or segment of Line, the Proposer must allocate the purchase price among the Lines or Line segments. Proposers will not be permitted to reduce the purchase price during negotiations without the consent of the Board.

#### **3.4 Service Protections**

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Proposals must address how current levels of rail service will be sustained or improved. Proposals must include detailed operational plans, including:

1. Expected operational improvements or methods
2. Capital investment commitments or a capital investment plan
3. Potential railroad expansion options
4. Projected industry developments for current and future shippers
5. Identification of management headquarters, projected employee needs, and job creation estimates
6. Marketing plan for rail customers and users



7. Rate or service modifications to better serve customers (Proposer should provide estimates of potential fees and rates, including any comparison to similar local, regional and State services operated by the Proposer)
8. Expected impact to existing shippers and other rail users
9. Expected impact to communities located along or near the Line(s)
10. Experience operating short line railroads or experience working in concert with or hiring short line railroad operators for business purposes.
11. Projected economic impact of the Proposal (Proposers should be as detailed as possible without incurring excessive expenses to produce economic studies).
12. Long-term maintenance plan to meet or exceed current applicable rail standards.

### **3.5 Trackage Rights, Haulage Rights, and Interchange Rights**

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A settlement agreement between the Department and BNSF Railway Company (“BNSF”) addresses trackage rights, haulage rights, and interchange rights on some of the Lines. The Department will make redacted copies of the settlement agreement and certain related documents available to Proposers in **Attachment H – BNSF Settlement**. Any requests for unredacted copies of the settlement agreement and related documents must be posted to the Q&A forum and are subject to approval by the Department, the parties to the agreements, and the Proposer’s execution of Department-approved agreements to protect the confidentiality of the unredacted material. Proposals must contain an assurance to protect any applicable rights secured as a result of the settlement agreement and related documents.

### **3.6 Current Grant Commitments**

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Due to the receipt of federal rail rehabilitation funding, some segments of the MRC Line are required to be maintained at FRA Class 2 standards and are subject to reporting and other grant requirements. A segment of the Sioux Valley Line is also subject to a grant agreement. Proposers are responsible for familiarizing themselves with the grant requirements that apply to these Lines. Proposals must contain a plan for complying with all reporting and other requirements associated with the grants for these Lines. Copies of the grant agreements are available to Proposers in **Attachment I – Grant Agreements**.

### **3.7 Future Grant Commitments**

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During the period Proposals are being submitted or considered, the Department may submit federal grant applications for improvements to the Lines. Proposals relating to the affected Lines must contain a plan for complying with all reporting and other grant requirements in the event a grant is awarded. Copies of submitted grant applications will be promptly made available to Proposers.

### **3.8 Loan Commitments**

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Regional railroad authorities are eligible to receive loans from the Department’s railroad trust fund to complete rail-related improvement projects. Currently, loans are outstanding for improvements to or along some of the Lines. Proposals relating to these Lines must contain a plan for addressing repayment of unpaid loan obligations. Copies of the loan agreements and a list of unpaid loan balances are available to Proposers in **Attachment J – Loan Agreements**.

### **3.9 Other Financial Commitments**

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Pursuant to the operating lease and sublease of the MRC Line, shipments originating or terminating on the MRC Line are subject to a surcharge of Fifty Dollars (\$50.00) per car. This surcharge is intended to compensate the Mitchell-Rapid City Regional Railroad Authority and reimburse the Department for railroad trust funds totaling Five Million Seven Hundred Thirty-nine Thousand One Hundred Fifty Dollars (\$5,739,150.00) that were expended to rehabilitate the MRC Line. To date, the Department has collected One Million Three Hundred Ninety Thousand Five Hundred Fifty Dollars (\$1,390,550.00) as reimbursement for that public expenditure. The unpaid balance is Four Million Three Hundred Forty-eight Thousand Six Hundred Dollars (\$4,348,600.00). Proposals for the MRC Line should address how the unreimbursed portion of this public expenditure will be satisfied.

The Department has submitted a funding request to the Federal Emergency Management Agency (FEMA) to fund repairs to the Sioux Valley Line. That request is pending. The Department has also entered into an agreement that obligates D&I Railroad Co. to pay for any repairs that do not qualify for FEMA funding. A copy of the agreement between the Department and D&I Railroad Co. is available to Proposers in **Attachment K – Other Financial Commitments**.

### **3.10 Lease and Sub-lease Agreements**

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Any sale of the Lines will be subject to applicable operating leases and subleases. The Department will assign its rights and obligations under the operating leases and subleases to the purchasers of the Lines. Any early termination of the operating leases or subleases will be a matter of private negotiation between the Proposer and the lessees or sublessees and will not be the responsibility of the Department. Copies of operating leases and subleases are available to Proposers in **Attachment L – Leases and Subleases**.

### **3.11 Permits, Licenses, Excess Property Leases, and other Land Use Agreements**

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Sales will be subject to the permits, licenses, excess property leases, and other land use agreements that apply to the purchased Lines. Notwithstanding the foregoing, the Department reserves the right to exclude any excess property from the sale of the Lines at any time prior to execution of a Line purchase agreement.

### **3.12 Approval of Sale**

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Proposals must include a plan for obtaining any necessary approvals from the Surface Transportation Board (STB) and must include estimates of the required approval timelines.

### **3.13 Environmental Liabilities**

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Proposals must identify how any potential environmental liabilities or obligations will be addressed.

### **3.14 Conditions of Sale**

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Proposers must acknowledge the conditions of sale listed in Section 4 of this IFP. Proposers must be prepared to address any other contingencies required by the Board.

## **4. Conditions of Sale**

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The following terms and conditions, in whole or in part, are expected to be included in any agreement of sale:

1. The ability to re-purchase the Lines in an abandonment proceeding or if the purchaser were to discontinue service for any reason.
2. Preferred re-purchase rights if a sale is contemplated to another buyer.
3. A requirement that any assignee or successor to the purchaser abide by the terms of the sale agreement
4. A requirement that the sale of the line be considered “AS IS, WHERE IS”, as allowed by law.
5. A provision requiring the purchaser to indemnify the Department and hold the Department harmless for any claims related to any acts or omissions after the closing of the sale.
6. Provisions requiring the purchaser to fully protect any haulage, trackage and interchange rights that apply to the line as a result of the Department’s settlement agreement with BNSF, and to fully comply with any other obligations that apply to the purchaser pursuant to that settlement agreement.
7. The Department will retain mineral rights as required by South Dakota law.
8. The purchase will be subject to the right of highway authorities to maintain, construct, re-construct, sign, mark and repair all existing public highway crossings.
9. The Department will reserve a right to crossings that have not yet been constructed but are identified in

the Department's current Statewide Transportation Improvement Plan.  
10. The Lines will be conveyed by quit claim deed and the purchaser will waive any title defects.

## **5. Evaluation of Proposals**

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The Board will select Proposals that are in the best interests of the State of South Dakota. The Board will evaluate each Proposal based on the requirements set out in Sections 3 and 4 of this IFP and the Proposal's likelihood of meeting the IFP objectives set out in Section 1.3.

## MRC Line Data Summary

The MRC Line was constructed in 1881 by the Chicago Milwaukee and St. Paul Railway Company, a predecessor of the Milwaukee Road. The line from Chamberlain to Rapid City was constructed by the White River Valley Railway Company, incorporated January 19, 1905, and deeded on April 18, 1910, to Chicago Milwaukee and St. Paul Railway Company. The line was completed west of Chamberlain to Presho in 1905; to Murdo in 1906; and to Rapid City in 1907. The total length of the line between Mitchell and Rapid City is 285.1 miles between milepost 374.9 and milepost 660.0. Two major rehabilitation projects were completed on the MRC Line in FY2012 (TIGER II) and FY2015 (TIGER VI) from Mitchell to Presho, SD.

The MRC Line is currently leased to the MRC Regional Railroad Authority (MRCRRA). The MRCRRA is an organization comprised of community leaders within the counties the MRC Line is located. The MRCRRA has taxing authority over its citizens within these counties and have been used in the past as co-signatories for line improvement loans. The MRCRRA leases the MRC Line from Mitchell, SD to Kadoka, SD. The MRCRRA subleases the operating rights for this segment to Dakota Southern Railway Company (DSRC). The MRC Line from Kadoka, SD to Rapid City SD is in rail banked status. The Department leases the Maple Street Yard in Rapid City to American Colloid Company for car storage.

### Utility Leases and Permits:

- There are approximately 114 property leases on the line with an annual revenue of \$46,602.00. The property leases are used for access and usage of industrial buildings, private driveways, and haying in the railroad right of way.
- There are approximately 543 permits on the line with an annual income of \$3,737.50. These permits are used for overhead utilities, underground utilities, and crossings.

History on car counts and annual revenue for the last 10 years is as follows:

Year	Car Counts	Annual lease Amount	Annual Surcharge \$50 per car
2008	854	\$ 1,010.00	
2009	1747	\$ 3,242.50	
2010	1788	\$ 3,345.00	
2011	677	\$ 677.00	
2012	1441	\$ 7,753.10	
2013	2265	\$ 13,039.01	
2014	7014	\$ 20,083.27	
2015	6935	\$ 21,409.96	\$ 255,800.00
2016	4852	\$ 24,404.08	\$ 242,600.00
2017	8366	\$ 49,894.52	\$ 418,300.00
2018	9445	\$ 34,691.89	\$ 473,850.00

**Mitchell to Kadoka (MP 374.9 to MP 562.53) Rail Components:**

<b>Rail</b>	<b>Length of Miles</b>	<b>Approx. Installation</b>
136# jointed	39.5	2012 and 2015
132# jointed	30	2012 and 2015
132 HF jointed	14	2012 and 2015
115# jointed	24	2012 and 2015
65# jointed	79.5	various
<u>60# jointed</u>	<u>1</u>	various
<b>Total</b>	<b>188</b>	

<b>Turnouts</b>	<b>Quantity</b>
#9	22
#10	23
<u>#11</u>	<u>2</u>
<b>Total</b>	<b>47</b>

<b>Bridges</b>	<b>Quantity</b>
Various 1-12 span, 5 pile, trestle	78
Missouri River Bridge 4,000 ft various component (Rehab in FY2016)	1
<b>Total</b>	<b>79</b>

<b>Culverts / Pipes</b>	<b>Quantity</b>
Various type and sizes (Timber, cast iron, concrete, corrugated) (Approximately 95 have been recently lined)	422
<b>Total</b>	<b>422</b>

**Kadoka (MP 562.53) to Rapid City (MP 659.6) (Railbanked)**

<b>Rail, ties and OTM Removed</b>	<b>Miles</b>
Right of way	97
<b>Total</b>	<b>97</b>

<b>Bridges</b>	<b>Quantity</b>
Various spans	78
Cheyenne River Bridge	1
<b>Total</b>	<b>79</b>

<b>Culverts / Pipes</b>	<b>Quantity</b>
Various type and sizes (Timber, cast iron, concrete, corrugated)	238
<b>Total</b>	<b>238</b>

**Maple Street Yard in Rapid City (MP 652.53 to MP 660.0)**

Rail	Length of Miles	Approx. Install
Various 65# & 90# rail	0.6	Various
Total	0.6	

Turnouts	Quantity
#9	6
Total	6

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## MRC Rail Investments

YEAR	FEDERAL FUNDS	STATE LOAN	STATE GRANT	GOED Funds	HB1042	MRC RRA	Dakota Southern	SHIPPERS	TOTAL PROJECT COST	DESCRIPTION OF PROJECT
1989			\$ 7,850.00						\$ 7,850.00	Removal of 2 sidings in Maple Street Yard, Rapid City
1993			\$ 10,000.00			\$ 120,000.00			\$ 130,000.00	Repair Bridge ends from Oacoma to Kadoka
1994		\$ 471,932.00	\$ 454,308.00			\$ 86,551.00			\$ 1,012,791.00	Rehab between MP439.5 to MP 471.5 (32 miles)
1995		\$ 129,000.00							\$ 129,000.00	Loan - MRC RRA _ Universal Packaging 1500 ft siding
1995		\$ 129,000.00							\$ 129,000.00	Universal Packaging 1500 ft industrial siding
1997	\$ 387,571.00								\$ 387,571.00	1997 Flood - MP49-534 Rail Reconstruction
1998	\$ 66,000.00								\$ 66,000.00	1997 Flood - MP49-534 Rail Reconstruction
2008			\$ 39,714.62						\$ 39,714.62	Creston Bridge rehab - CDI Design & Constr Adm
2008			\$ 786,754.47						\$ 786,754.47	Creston Bridge rehab - E80 Plus Construction
2011	\$ 16,000,000.00		\$ 9,239,381.96			\$ 500,000.00	\$ 2,938,184.00		\$ 28,677,565.96	TIGER II - Mitchell to Chamberlain
2014			\$ 31,285.00						\$ 31,285.00	W286 - Headwall & bank stabilization
2015	\$ 12,686,089.00		\$ 10,608,112.32	\$ 5,000,000.00	\$ 7,200,000.00		\$ 1,000,000.00	\$ 1,045,600.00	\$ 37,539,801.32	TIGER VI - Chamberlain to Persho
<b>Totals</b>	\$ 29,139,660.00	\$ 729,932.00	\$ 21,177,406.37	\$ 5,000,000.00	\$ 7,200,000.00	\$ 706,551.00	\$ 3,938,184.00	\$ 1,045,600.00	\$ 68,937,333.37	

## Britton Line Data Summary

The Britton Line is currently leased to Marshall Regional Railroad Authority (MRRA). MRRA subleases the operating rights to Dakota Missouri Valley & Western Railroad, Inc. (DMVW). The lease and sublease location is from milepost 115.08 (Aberdeen, SD) to milepost 43.17 (Geneseo Junction, ND) approximately 71.91 miles and from milepost 27.8 (Jarrett Junction) to milepost 32.5 (Britton) approximately 76.6 miles total.

### Utility Leases and Permits:

- There are approximately 22 property leases on the line with an annual revenue of \$10,879.60. The property leases are used for access and usage of industrial buildings, private driveways, and haying in the railroad right of way.
- There are approximately 78 permits on the line with an annual income of \$630.00. These permits are for overhead utilities, underground utilities, and crossings.
- The main line right of way on the line varies from 100 feet to 800 feet with the majority of the right of way at 100 feet.
- There is an Overhead Haulage Agreement (convertible to Overhead Trackage Right) in the Aberdeen yard between BNSF, MRRA & DMVW. This agreement was negotiated when the BNSF purchased the Core line from the SD DOT. This agreement requires BNSF to provide haulage and trackage rights for users on the Britton line, and its successors, over the haulage corridors and the parties attached are allowed specific rates. This agreement allows the Britton line customers the ability to reach a Class 1 rail line.

### History on car counts and annual revenue for the last 10 years is as follows:

YEAR	Cars	Amount
2009	216	\$ 340.00
2010	418	\$ 418.00
2011	174	\$ 174.00
2012	340	\$ 340.00
2013	750	\$ 759.00
2014	372	\$ 372.00
2015	261	\$ 261.00
2016	981	\$ 7,194.70
2017	2522	\$ 12,193.00
2018	3618	\$ 11,916.80



**Railroad Components:**

<b>Rail</b>	<b>Length of Miles</b>	<b>Approx. Installation</b>
115# jointed	3	2018
112# jointed	23	2018
110# jointed	26.7	Various
90# jointed	20	Various
80# jointed	0.5	Various
<b>Total</b>	<b>73.2</b>	

<b>Bridges</b>	<b>Quantity</b>
Various sizes and spans	26
<b>Total</b>	<b>26</b>

<b>Culverts / Pipes</b>	<b>Quantity</b>	<b><u>Turnouts</u></b>	<b>Quantity</b>
Various type and sizes (Timber, cast iron, concrete, corrugated)	100	#8	15
<b>Total culvert / pipes</b>	<b>100</b>	<u>#11</u>	<u>5</u>
		<b>Total</b>	<b>20</b>

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## Britton Line Rail Investments

Britton Line Investments								
YEAR	FEDERAL FUNDS	STATE LOAN	STATE GRANT	GOED Funds	Marshall RRA	DMV&W	TOTAL PROJECT COST	DESCRIPTION OF PROJECT
1981	\$ 38,437.60				\$ 9,609.40		\$ 48,047.00	PR-SD-80 - north leg of the wye at Jarrett Jct
1997	\$ 250,923.00						\$ 250,923.00	1997 flood repair between MP 28 & 32
1999	\$ 136,923.00						\$ 136,923.00	Flood 1997 MP 28 to 32 SD-FLD-98(1)
2002			\$ 5,996,048.50				\$ 5,996,048.50	Install 9,540 ties and 16,000 tons of ballast
2002			\$ 35,859.50				\$ 35,859.50	remove & replace culvert MP43.6 and Embankment constr MP 52.5 and 53.0
2002	\$ 525,493.32						\$ 525,493.32	Upgrade track between MP 115.08 & 65.6 "Little fix"
2004	\$ 84,755.00						\$ 84,755.00	Signals - Hwy 10
2005			\$ 1,000.00				\$ 1,000.00	remove rip rap & locate culvert (Dakota Improvements Co)
2005	\$ 864,333.24						\$ 864,333.24	Upgrade portion of track, anchor program & bridges between MP 115.08 & 42.67 (Industrial Builders)
2006			\$ 1,287,766.71				\$ 1,287,766.71	Construct 8,350 ft interchange siding north of Aberdeen - construction
2006			\$ 15,275.00				\$ 15,275.00	Construct 8,350 ft interchange siding north of Aberdeen -design
2007	\$ 13,582.70		\$ 1,509.19				\$ 15,091.89	Upgrade RR warning signs between MP 115.08 & 77.63
2009		\$ 1,926,461.94					\$ 1,926,461.94	Prelift, surface, & line 169,000 ft of track, install 16,600 Tn ballast & timber crossings
2009	\$ 5,850.00		\$ 650.00				\$ 6,500.00	Signals - Hwy SD37
2010			\$ 232,075.00				\$ 232,075.00	6,000 ballast & 2,500 Tn Rip Rap
2012			\$ 116,351.61				\$ 116,351.61	1,800 Tn of ballast
2013	\$ 205,720.00						\$ 205,720.00	Signals Hwy SD10 - 3 tracks
2015				\$ 600,000.00			\$ 600,000.00	building of the south wye at Jarrett Jct
2016	\$ 61,965.00		\$ 6,885.00				\$ 68,850.00	Signals Hwy SD 10 4.3 miles west of Britton
2017		\$ 35,154.87					\$ 35,154.87	Richland-Sargent drainage project
2017		\$ 214,845.13					\$ 214,845.13	Richland-Sargent drainage project
2018	\$ 30,600.00		\$ 3,400.00				\$ 34,000.00	Crossing upgrade located 391st (CR14)
2018		\$ 4,455,523.69				\$ 3,655,523.70	\$ 8,111,047.39	Installed about 23 miles of 112lb & 115lb
<b>TOTALS</b>	\$ 2,218,582.86	\$ 6,631,985.63	\$ 7,696,820.51	\$ 600,000.00	\$ 9,609.40	\$ 3,655,523.70	\$ 20,812,522.10	

## Napa-Platte Line Data Summary

A portion of the Napa-Platte Line is currently leased directly to Dakota Southern Railway Company. The entire Napa-Platte Line is from milepost 0 (Napa Junction) to milepost 83.3 (Platte). The leased area is from mile post 0 (Napa Junction) to mile post 54.5 (Ravinia), approximately 54.5 miles. The remaining portion of the Napa- Platte Line is railbanked.

### Utility Leases and Permits:

- There are approximately 17 property leases on the line with an annual revenue of \$6,381.00. The property leases are used for access and usage of industrial buildings, private driveways, and haying in the railroad right of way.
- There are approximately 179 permits on the line with an annual income of \$1,970.10. These permits are used for overhead utilities, underground utilities, and crossings.
- The main line right of way between Napa Junction to Platte varies from 100 feet to 400 feet with the majority of the right of way 100 feet.
- There is an Overhead Haulage Agreement (convertible to Overhead Trackage Right) between Napa, SD, and Sioux City, IA. This agreement was negotiated when the BNSF purchased the Core line from the SD DOT. This agreement requires BNSF to provide haulage and trackage rights for users on the Napa to Platte rail line, and its successors, over the haulage corridors and the parties attached are allowed specific rates. This agreement is valid until April 25, 2055 and allows Napa-Platte customers the ability to reach four Class 1 rail lines at Sioux City IA.
- The State of South Dakota has invested funds at Napa Junction to improve the connection to the BNSF.
- Small sections of the line have been removed including some of the crossings.

History on car counts and annual revenue for the last 10 years is as follows:

	<i>Annual lease</i>
<i>Year</i>	<i>Revenue</i>
2009	\$ 405.00
2010	\$ 381.00
2011	\$ 63.00
2012	\$ 37,183.43
2013	\$ 19,886.21
2014	\$ 13,384.88
2015	\$ 6,373.50
2016	\$ 26,782.50
2017	\$ 169,485.00
2018	\$ 33,410.00
	\$ 307,354.52

**Railroad Components:**

<b>Rail</b>	<b>Length of Miles</b>	<b>Approx. Installation</b>
115# jointed	1.3	2016
Various (95# to 75# jointed)	10	Various
60# jointed	72	Various
<b>Total</b>	<b>83.3</b>	

<b>Bridges</b>	<b>Quantity</b>
Various sizes and spans	56
<b>Total</b>	<b>56</b>

<b>Culverts / Pipes</b>	<b>Quantity</b>	<b><u>Turnouts</u></b>	<b>Quantity</b>
Various type and sizes (Timber, cast iron, concrete, corrugated)	195	#8	25
<b>Total culverts / pipes</b>	<b>195</b>	<b><u>#10</u></b>	<b><u>4</u></b>
		<b>Total</b>	<b>29</b>

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# Napa-Platte Line Rail Investments

Napa- Platte Rail Investments			
YEAR	STATE GRANT	TOTAL PROJECT COST	DESCRIPTION OF PROJECT
2006	\$ 527,158.59	\$ 527,158.59	North leg of Napa Jct - construction
2006	\$ 10,298.24	\$ 10,298.24	North leg of Napa Jct - Constr Adm
<b>Total</b>	\$ 537,456.83		

## Sioux Valley Line Data Summary

The Sioux Valley Line is currently leased to the Sioux Valley Regional Railroad Authority (SVRRA). The SVRRA is an organization comprised of community leaders within the counties where the Sioux Valley Line is located. The SVRRA has taxing authority over its citizens within these counties and have been used in the past as co-signatories for line improvement loans. The SVRRA subleases the operating rights to the D & I Railroad Co.(D&I). This sublease is for the Sioux Valley Line located from milepost 0 (Elk Point, SD) to milepost 49.4 (Canton, SD), approximately 49.4 miles and a spur line from Hawarden to Beresford for approximately 18.6 miles for a total of 68.0.

### Utility Leases and Permits:

- There are approximately 27 property leases on the line with an annual revenue of \$9,561.00. The property leases are used for access and usage of industrial buildings, private driveways, and haying in the railroad right of way.
- There are approximately 167 crossing permits on the line with an annual income of \$28,237.38. These permits are used for the occupancy of different types of utility lines.
- The right of way for the line varies from 100 to 700 feet.
- This Sioux Valley Line experienced numerous areas impacted by flooding during the fiscal year 2019 which required significant repair to put the Sioux Valley Line back in operation. Those repairs have been made and the Sioux Valley Line was placed back into operation in August 2019. Reimbursement of the repairs are under consideration with FEMA with expected dollar amounts yet to be determined. Approximate repair costs were \$7.7 Million (see agreement in Attachment K).

### History on car counts and annual revenue for the last 10 years is as follows:

<i>Year</i>	<i>Car Count</i>		<i>Annual Lease Revenue</i>
2009	12,315	\$	16,769.28
2010	16,072	\$	29,858.52
2011	17,719	\$	32,585.25
2012	16,401	\$	32,584.35
2013	17,840	\$	32,895.73
2014	21,442	\$	42,664.19
2015	20,689	\$	41,832.94
2016	19,008	\$	35,877.41
2017	17,586	\$	34,065.04
2018	16,529	\$	33,197.18
		\$	332,329.89

**Railroad Components:****Canton to Elk Point**

<b>Rail</b>	<b>Length of Miles</b>	<b>Approx. Installation</b>
115# CWR	47.3	2007
100# jointed	2.1	Various
<b>Total</b>	<b>49.4</b>	

<b>Bridges</b>	<b>Quantity</b>
Various sizes and spans	42
<b>Total</b>	<b>42</b>

<b>Culverts / Pipes</b>	<b>Quantity</b>	<b><u>Turnouts</u></b>	<b>Quantity</b>
Various type and sizes (Timber, cast iron, concrete, corrugated)	78	#8	2
<b>Total culverts / pipes</b>	<b>78</b>	<b>#10</b>	<b><u>20</u></b>
		<b>Total</b>	<b>22</b>

**Hawarden to Beresford**

<b>Rail</b>	<b>Length of Miles</b>	<b>Approx. Installation</b>
110# jointed	13.8	1995
112# jointed	3.5	Various
80# jointed	1.3	Various
<b>Total</b>	<b>18.6</b>	

<b>Bridges</b>	<b>Quantity</b>
Various sizes and spans	11
<b>Total</b>	<b>11</b>

<b>Culverts / Pipes</b>	<b>Quantity</b>	<b><u>Turnouts</u></b>	<b>Quantity</b>
Various type and sizes (Timber, cast iron, concrete, corrugated)	33	#9	9
<b>Total culvert / pipes</b>	<b>33</b>	<b>#10</b>	<b><u>1</u></b>
		<b>Total</b>	<b>10</b>

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## Sioux Valley Rail Investments

YEAR	FEDERAL FUNDS	STATE LOAN	STATE GRANT	STATE HWY	SV RRA	D&I RAILROAD	SHIPPERS	PROJECT COST	DESCRIPTION OF PROJECT
1982		\$ 27,000.00						\$ 27,000.00	Resolution 81B-53
1982			\$ 481,300.00					\$ 481,300.00	Rehab between MP 0 MP 49.9 (Canton)
1983		\$ 273,000.00	\$ 212,136.00			\$ 200,000.00	\$ 127,000.00	\$ 812,136.00	Rehab project was completed
1987	\$ 447,318.00					\$ 255,918.00		\$ 703,236.00	18 miles of rehab from Hawarden to Westfield
1988	\$ 132,245.00		\$ 17,815.00			\$ 64,312.00		\$ 214,372.00	7 miles rehab from Westfield to Wye Switch
1989		\$ 300,000.00				\$ 128,571.00		\$ 428,571.00	13.3 miles of ties, ballast & surfacing Canton to Hudson
1989			\$ 265,560.00			\$ 113,811.00		\$ 379,371.00	11.6 miles of ties, ballast & surfacing Hudson to Hawarden (MP 25.0 to 36.6)
1990		\$ 300,000.00	\$ 1,000,000.00		\$ 283,500.00	\$ 194,500.00		\$ 1,778,000.00	18.5 miles of ties , ballast & bridge repair between Beresford & Hawarden
1991	\$ 41,588.51			\$ 4,620.95				\$ 46,209.46	SD46 RR crossing rehab
1995	\$ 449,434.66					\$ 344,385.61		\$ 793,820.27	LRFA-SD-95(1) - Replace 8 miles of rail (17.0 MP to 25.0 MP)
2001			\$ 215,021.65			\$ 215,021.64		\$ 430,043.29	Rehab burned Bridge T-599 (37.5 MP)
2001			\$ 1,000,000.00					\$ 1,000,000.00	14.5 miles - replace smaller rail with heavier rail mp 2.5 & mp 17.0
2004		\$ 1,300,000.00	\$ 1,000,000.00					\$ 2,300,000.00	Upgrade bridges between Elk Point to Canton and Hawarden to Beresford
2007		\$ 7,073,100.08						\$ 7,073,100.08	32.5 miles of replace jointed rail with welded rail between E.Wye to Hudson
2009		\$ 5,396,622.42						\$ 5,396,622.42	8000' siding near Chatsworth & 12.5 miles of rail relay with CWR.
2010	\$ 42,282.00			\$ 4,698.00				\$ 46,980.00	2 track highway-rail grade crossings located on SD11 in Alcester
2014		\$ 2,530,905.42	\$ 1,950,888.50					\$ 4,481,793.92	Rehab of 12 bridges
2014	\$ 1,803,801.00	\$ 1,199,956.00	\$ 100,000.00			\$ 300,000.00		\$ 3,403,757.00	Relocation of 2,450' of mainline track south of Hawarden
2010	\$ 79,738.20			\$ 13,293.66				\$ 93,031.86	SD 11 crossing rehab
2015	\$ 53,818.20			\$ 5,381.80				\$ 59,200.00	SD46 Crossing rehab in Beresford
2015	\$ 141,497.50			\$ 15,721.94				\$ 157,219.44	SD46 Crossing rehab in Beresford
2016						\$ 300,000.00		\$ 300,000.00	SV Relocation Project
<b>Totals</b>	\$ 3,191,723.07	\$ 18,373,583.92	\$ 6,242,721.15	\$ 43,716.35	\$ 283,500.00	\$ 2,116,519.25	\$ 127,000.00	\$ 30,378,763.74	



# Yale Line Data Summary

The Yale Line is a 15.3 mile section of railroad from Huron, SD to Yale, SD where it connects with the BNSF line that comes down from the northeast end of the Yale Line. The Yale Line is currently leased to the East Central Regional Railroad Authority (ECRRA). The ECRRA subleases the operating rights to the Rapid City, Pierre & Eastern Railroad, Inc. (RCP&E).

### Utility Leases and Permits:

- There are approximately 3 property leases on the line with an annual revenue of \$470.00. The property leases are used for industrial purposes and haying of the railroad right of way.
- There are approximately 7 permits on the line with annual income of \$240.00. These permits are for the occupancy of different types of utility lines.
- The right of way for the line varies from 100 to500 feet.

### History on car counts and annual revenue for the last 10 years is as follows:

<i>Year</i>	<i>Car Counts</i>	<i>Annual Lease Revenue</i>
2009	200	\$ 200.00
2010	287	\$ 287.00
2011	166	\$ 166.00
2012	116	\$ 116.00
2013	231	\$ 231.00
2014	306	\$ 306.00
2015	114	\$ 114.00
2016	149	\$ 149.00
2017	376	\$ 376.00
2018	224	\$ 224.00
		\$ 2,169.00

### Railroad Components:

<b>Rail</b>	<b>Length of Miles</b>	<b>Approx. Installation</b>
90# jointed	15.0	Various
115# jointed	0.3	Various
<b>Total</b>	<b>15.3</b>	

<b>Bridges</b>	<b>Quantity</b>
Various sizes and spans	5
<b>Total</b>	<b>5</b>

<b>Culverts / Pipes</b>	<b>Quantity</b>	<b>Turnouts</b>	
Various type and sizes (Timber, cast iron, concrete, corrugated)	27		<b>Quantity</b>
<b>Total culverts / pipes</b>	<b>27</b>	#9	5
		#10	1
		<b>Total</b>	<b>6</b>

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Yale Rail Investment			
YEAR	STATE LOAN	STATE GRANT	DESCRIPTION OF PROJECT
2009	\$ 956,582.02	\$ 200,000.00	prelift & surface 74,600 feet of rail
TOTAL	\$ 956,582.02	\$ 200,000.00	

## Wolsey Interchange Data Summary

The Wolsey Interchange is currently leased and operated by the Rapid City, Pierre & Eastern Railroad, Inc. (RCP&E).

The right of way for the line varies from 50 to 600 feet.

**History of annual revenue for the last 10 years is as follows:**

Year	Annual lease
2009	\$29,557.00
2010	\$29,557.00
2011	\$29,557.00
2012	\$29,557.00
2013	\$29,557.00
2014	\$29,557.00
2015	\$29,557.00
2016	\$29,557.00
2017	\$29,557.00
2018	\$29,557.00

### Railroad Components:

Rail	Length of Miles	Approx. Installation
115# jointed	4.2	2006
<b>Total</b>	<b>4.2</b>	

Culverts / Pipes	Quantity	<u>Turnouts</u>	Quantity
Various type and sizes (Timber, cast iron, concrete, corrugated)	0	#10	4
<b>Total pipes</b>	<b>0</b>	<b>Total</b>	<b>4</b>

Wolsey Rail Investment			
YEAR	STATE LOAN	STATE GRANT	DESCRIPTION OF PROJECT
2007		\$ 4,012,052.60	Wolsey interchange was built
TOTAL	\$ -	\$ 4,012,052.60	