List of Appendices and Exhibits

Exhibits

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Exhibit D  Concept Plan and Profile for potential rail consolidation – Along National Western Drive
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Appendices

Appendix A  Meeting Notes – May 8, 2014 with City and County of Denver and National Western Stock Show
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The primary objective of the Study is to determine the feasibility of consolidating the rail freight branch line operations of the BNSF Railway (BNSF), Union Pacific (UP), and Denver Rock Island Railroad (DRI) in the study area and adjacent to properties being studied as part of the NWC Master Plan. A key objective of the City and County of Denver is to also improve access to the South Platte River from the east within the Study area by removing existing barriers.

The DRI is a local freight short haul railroad that serves customers throughout the north Denver area. The DRI has approximately 25 miles of rail and has two lines which run through the NWC site, one along the S. Platte River and one along the east side of National Western Drive that come together at approximately Franklin Street and Race Court. The line carries two trains per day in each direction and switching movements for local businesses. These lines provide limited places to cross east/west through the site and create an additional barrier to the S. Platte River. DRI also has its only freight interchange point with BNSF at the north end of the Globeville yards just north of I-70. BNSF/DRI interchange occurs using both the River and National Western Drive corridors. The through service for DRI to serve other customers north and east of NWC must remain intact for the DRI to operate. DRI also has a maintenance facility located along the river line just south of Race Ct. The DRI has eight customers within the study area of the National Western Center.

<table>
<thead>
<tr>
<th>Customer Name</th>
<th>Address</th>
<th>Railroad Switching</th>
</tr>
</thead>
<tbody>
<tr>
<td>Colorado Premium Cold Storage</td>
<td>5140 Race Court</td>
<td>DRI</td>
</tr>
<tr>
<td>Colorado Premium Foods</td>
<td>5140 Race Court</td>
<td>DRI</td>
</tr>
<tr>
<td>Crystal Packaging, Inc. (CPI)</td>
<td>5185 National Western Dr.</td>
<td>DRI</td>
</tr>
<tr>
<td>Denver Rock Island Railroad</td>
<td>5050 North Humboldt St.</td>
<td>DRI</td>
</tr>
<tr>
<td>International Paper Denver Recycling Center</td>
<td>5135 Race Court</td>
<td>DRI</td>
</tr>
<tr>
<td>McDonald Farms Enterprises, Inc. (MFEI)</td>
<td>4647 National Western Dr.</td>
<td>BNSF/DRI</td>
</tr>
<tr>
<td>National Western Properties, LLC</td>
<td>4647 National Western Dr.</td>
<td>BNSF/DRI</td>
</tr>
<tr>
<td>Rocky Mountain Colby Pipe Co.</td>
<td>5125-B Race Court</td>
<td>DRI</td>
</tr>
</tbody>
</table>

A meeting of Study team members, the City and County of Denver and National Western Stock Show (NWSS) representatives was held on May 8, 2014. The purposes of the meeting were to:

1. Determine NWSS’s coordination and ongoing relationships with BNSF and DRI.
2. Identify any specific issues that NWSS would like to be addressed as part of the study.
3. Identify any historic agreements with the railroads, including trackage rights.
4. Obtain contact information for NWSS’s key contacts with the railroads
5. Obtain any other relevant information to assist in completing the Rail Consolidation Study.

Notes from the May 8, 2014 meeting are shown in Appendix A.

NWSS owns the ground under the tracks along the river and along National Western Drive, and the DRI has exclusive rights to use the land for railroad purposes.
Documents from the Colorado Railroad Museum were reviewed on May 13, 2014. These provided excellent background in regard to the changes in control of the railroad operations in the study area between 1989 and 1997.

Regional and Local Rail Study Area maps were prepared for meetings with railroads and other stakeholders within the study area. These maps showed the details of the various railroad track configurations, rail served customers (both currently rail served and also those that had previously utilized freight rail service) and the NWSS building and facilities, as well as the roadway network within the study area. These maps are shown as Exhibit A and Exhibit B.

On May 19, 2014 members of the Study Team met with Pat Grant, former NWSS CEO, to get his perspective on the historical relationships between the railroads and NWSS. The Study Team and Pat Grant followed up that meeting by reviewing numerous documents and agreements between the railroads and NWSS over the past 25 years. This provided the Study team with an excellent understanding of the history of the railroads involvement and provided a strong background for what the current rail operations are today within the Study area.

A key stakeholder in the Study is the Denver Regional Transportation District (RTD). The RTD’s North Metro Commuter Rail Project runs through the Study area adjacent to the east of the BNSF main line corridor with a station within the study area. The RTD North Metro Line does not impact any existing freight rail lines in the area but is directly east of the BNSF. Both RTD and the BNSF are proposing improvements to the underpass at Marion Street/47th Avenue.

In order to gain an understanding of the specific characteristics of the rail freight operations of the railroads in the project study area meetings with the railroads were then scheduled. Correspondence with the three railroads began in late June, introducing them to the study and its purpose, and setting the stage for interviews to better understand the current and future rail freight operations.

A meeting between Study Team members and the DRI was held on June 19. Draft meeting notes are shown in Appendix B.

Following the meetings with NWSS and DRI, two (2) concept plans for potential rail consolidation were developed (Exhibits C and D). These included:

- **Option 1** Consolidation along BNSF mainline
- **Option 2** Consolidation along National Western Drive

A PowerPoint presentation related to the Rail Consolidation Study was provided to Design Team members on July 10, 2014 (Appendix C). That presentation provides relevant background and historical information related to rail operations in the study area. It also provided pros and cons related to the two concept plans shown above and listed the numerous assumptions that had been made.
Following that meeting the City and County of Denver encouraged further evaluation of Option 1- Consolidation along the BNSF mainline. Engineered plan and profile drawings were developed for this Option and the other two options as well.

A field review was conducted on July 17, 2014 to confirm that the draft plan and profile drawings were consistent with the rail infrastructure on the ground in the Study Area. Following that field work, changes were made to the drawings due to actual locations of turnouts, lengths of rail sidings, etc. During the field review, it was confirmed that the National Western Drive Corridor cannot be used for through movements. The line currently terminates alongside the International Paper warehouse. This key assumption necessitated further changes to the plan drawings. Also, revisions to details related to certain rails served customer sidings were made following the field review.

Two sets of plan and profile drawings which would consolidate DRI trackage and operations were developed next (See Exhibits C and D). A guiding assumption in the development of these options was that the access between the BNSF and the DRI needed to remain and that the DRI needed to connect to their existing alignment just north of Race Court at Franklin Street before the existing South Platte River Bridge. Also, the grades that are required for rail switching and interchange were a major consideration in the development of these options.

These were further evaluated and became two options for further consideration: Consolidation along the BNSF mainline; and, Consolidation along National Western Drive.

At the August 6, 2014 meeting of the Design Team, another PowerPoint presentation updated the members on the study progress. Also, updated drawings and the Pros and Cons of two alternatives; Option 1- Consolidation along the BNSF mainline; and, Option 2 - Consolidation along National Western Drive, were included in the presentation (Appendix D).

Additional refinements to the plan and profile drawings for the BNSF Alternative and for the National Western Drive Alternative were made prior to an additional meeting with the DRI scheduled for September 9, 2014. At that meeting between the DRI, City and County of Denver and the design team, two alternatives were reviewed with DRI (BNSF alignment and National Western Drive alignment). The design team stated at that meeting that the National Western Drive alignment (Option 3) was preferred and worked the best with the layout of the new facilities and function of the site. DRI stated that they wanted to make sure the rail design would be done to Class I railroad standards and that the preferred alternative could work for them with further design and study.

Preferred Alternative

Through a series of meetings and plan reviews for the Master Plan, the Option 3 alternative started to materialize through input from the NWC Partners and National Western Citizens Advisory Committee. The preferred Plan (Exhibit C) includes the DRI alignment along National Western Drive. This alignment removes the rail from along the river and provides the most flexibility for the overall site design and the orientation of the larger Livestock and Equestrian facilities. This alignment also does not require the stockyards to be separated by the rail corridor.
With the preferred alternative identified, the design team then revised the National Western Drive rail alignment to fit with the overall site design and to provide a preliminary rail design that met Class 1 freight rail design standards.

The preferred rail alignment along National Western Drive has approximately 12,245 LF of track between the connection point at the BNSF and where the track connects back into the existing track at Franklin Street. The alternative does not require changes to the existing rail bridge over the South Platte River north of Race Court on Franklin Street. The alternative has up to three tracks within a 50’ rail ROW with track centers at 15’ on-center.

The preferred alternative also has a rail bridge that will span a future plaza space between the Stockyards and the Livestock Center. This bridge is approximately 200’ long. The design of the bridge will need to be coordinated with a preliminary design of the plaza space to verify column placement and pedestrian access requirements.

The following quantities were estimated from existing City of Denver GIS and aerial photography. The Preferred Alternative is preliminary and based on the most accurate GIS information available at the time of completion. Actual in place track needs to be surveyed and the track design needs to be based on this survey to provide more accurate design and quantities.

Existing River Trackage
- Total LF of track = 11,440 LF (does not include any tracks at McDonald Farms)

Existing National Western Drive Trackage
- Total LF of track = 9,230 LF (includes spur tracks)

Total Estimated Existing Track
- 20,670 LF of existing track

Total Estimate Track in Preferred Alternative
- 12,245 LF on new track
- (4) #11 turnouts

These totals identify approximately 8,400 LF of track difference between the existing and proposed LF of track. The final length of track in the National Western Drive corridor, cross overs and storage is beyond the scope of this study and needs to be determined with DRI during the future preliminary design of the relocation. Additional track may need to be replaced outside of the study area on the DRI system to provide needed storage or operational track if a deficiency is found in the current preferred alternative.

**Planned Rail Crossings**

The preferred plan includes the following crossings of the DRI relocated rail line:
- Bettie Cram Drive-At Grade-2 lane street with bicycle and pedestrian facilities
- Stockyards/Livestock Center Plaza-Grade separated-plaza below tracks
- Livestock Tunnel-grade separated-10x20 box culvert under tracks between Stockyards and Livestock Center
Pedestrian Crossings-At grade-three locations between the stockyards and the Livestock Center/Equestrian Center
Depending on phasing of the NWC, the existing at grade crossing at National Western Drive just north of 46th Avenue may remain.

As the design of the relocation moves forward, the track design will need to address the overall project phasing and work closely with DRI and the City and County of Denver to determine what businesses will be impacted by the new design. Exhibit E identifies the potential to have both Crystal Packaging and McDonald Farm Enterprises remain in place and provide spur tracks that could service both of these facilities. The design allows for these businesses to be relocated at a later date depending on phasing and funding.

Rail Abandonment Process

Once the DRI is relocated to the National Western Drive location, a rail abandonment process as stipulated by the Federal Government will need to be conducted to abandon the lines and ROW along the South Platte River.

Railroad line abandonments in the United States are controlled under Title 49, Chapter 10, Part 1152 of the Code of Federal Regulations, and are administered by the Surface Transportation Board, an adjudicatory body within the U.S. Department of Transportation. The abandonment process starts when the railroad company submits a notice to the STB about their intent to abandon a railway line; this notice is served 10 days before the formal abandonment petition is filed by the railroad company. Once filed, various timeframes are allotted in order for other interested parties to proffer their requests regarding the abandonment; any intent by a rail-trail advocacy group to convert the right-of-way into a rail-trail (called rail banking) must be submitted within 30 days, while any financial assistance offers to either purchase the property outright or to subsidize rail traffic on the line must be submitted within 50 days. If ultimately approved by the STB, the railway up for abandonment will be either formally abandoned, converted to trail use if the railroad and trail advocacy group arrive at an agreement on terms/price of the sale of the property, or operated by either the owning railroad (via a subsidy) or by a new owner.

Applications for abandonment are normally handled under a "modified procedure". Cases are decided based on the written submissions of the parties.

Most abandonment applications are filed by the rail carrier owning the track to be abandoned. The most frequent type of abandonment request the STB receives is from a railroad stating that the track has not been used for two years or more (such a case is entitled "Notice of Exemption") or that the track has so little traffic on it that it is clear that the carrier could not be making a profit on it (such a case is entitled a "Petition for Exemption").

Pleadings filed in opposition to abandonments are usually filed by shippers or receivers who are stationed along the line to be abandoned, but other persons may also file in opposition provided that they either challenge the railroad's statements as filed or offer evidence to show that the shippers and
receivers on the line would suffer more harm by losing the rail service than the carrier would suffer by continuing to provide the service.

Procedures are available for those who would like to purchase the line and assume the common carrier obligation to provide service (contract or non-contract) over the line, or who would like to offer the carrier a subsidy to continue to provide the service. This is called an "Offer of Financial Assistance".

Procedures are also available for those who would like to see the rail corridor made into a public trail or who would like to put the right-of-way to another public use.

Master Plan Recommendations for Rail Consolidation

The National Western Center Master Plan identifies the following recommendations for rail relocation:

- Remove the DRI tracks along the River and consolidate the rail to the existing National Western Drive alignment.
- Maintain DRI connection to BNSF.
- Provide through-tracks for DRI through the NWC site to serve industries to the north.
- Develop a Memorandum of Understanding between the DRI and City and County of Denver and continue discussions related to track realignment, track design and DRI maintenance facility relocation.
- Develop safe vehicular and pedestrian crossings of the DRI tracks, working closely with the Public Utilities Commission.
- Identify any track and maintenance facility replacement needs for DRI off site, within the City and County of Denver, with the goal to maintain the DRI's existing through track and rail car storage capacity.

Next Steps

The following next steps have been identified to move the rail relocation process forward:

- Develop an Agreement between the Denver and Rock Island Railroad and the City and County of Denver for the preliminary and final design for the relocated rail. This document should identify the roles and responsibilities of each party, timing, design process, review and approval process, business and track relocation, and funding. Other elements may be required in this document to meet the needs of either party.
- Provide a survey for the existing and proposed rail ROW for use in detailed design.
- Develop a Scope of Services for the rail design RFP. Major components of the RFP could include:
  - ROW for rail and National Western Drive
  - Demolition Plans
  - Environmental coordination with CCD efforts
  - Preliminary and Final Design of improvements
  - Signalization
  - Crossings
  - Phasing and Implementation
  - Rail access to remaining customers depending on phasing and property acquisition
  - Bridge design
  - Utility relocation
- BNSF coordination
- Public Utilities Commission coordination
- Existing street and driveway coordination/access plan
- Traffic control plans during construction
- Cost Estimate
- Schedule
- Business impacts and relocation
- Off-site rail relocation (if required)
- Rail Abandonment Process
Rail Consolidation Study

Exhibits
March 2015