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APPLICATION

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KENTUCKY TRANSPORTATION CABINET Department of Highways DIVISION OF PLANNING

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KENTUCKY SHORT LINE INFRASTRUCTURE PRESERVATION (KSLIP) APPLICATION

SECTION 1: PROJECT OVERVIE	:W			
	RAILROAD NAM	E		APPLICATION YEAR
R. J. CORMAN RAILROAD COMPANY / MEMPHIS LINE				2025
	PROJ	ECT TITLE		
Russellville Track Rehabilitation	n			
PROJECT	LOCATION (Specify rail mile)	posts, FRA crossing numbers, ar	nd counties.)	
The project will take place in L	ogan and Warren Counties	from milepost 126 through 14	.4.5.	
TOTAL PROJECT COST	KSLIP FUNDING REQUESTED	APPLICANT MATCH	'	ANT MATCH % % Minimum)
\$ 5,561,285	\$ 834,193	\$ 834,193		50 %

Will the proposed project be matching <u>awarded</u> federal funds? UNO XES

Does applicant plan to use their own manpower, equipment, or materials on the project (Force Account) or competitively bid out all work related to the project? Bid Out

DESCRIPTION OF PROPOSED PROJECT (Provide a <u>brief</u> project description and the proposed work to be completed. Text is limited to the space provided below.)

The Kentucky Freight Rail Improvement Program (KFRIP) is a recently awarded CRISI grant with a project cost of \$45,976,129 which includes three R. J. Corman Railroad lines. (For more information, see FY2023 CRISI Grant Application Narrative.) The Russellville Track Rehabilitation project is a crucial component of the KFRIP and involves significant upgrades to 19 miles of the Memphis Line (RJCM) on the Russellville Subdivision. The improvements will include replacing 15,000 crossties, installation of 23,040 linear feet of rail, and replacing 3,750 tons of ballast.

DESCRIPTION OF PUBLIC BENEFIT OF PROPOSED PROJECT (Text is limited to the space provided below.)

The proposed project greatly enhances public benefits by improving rail safety, reliability, and capacity in Kentucky. It reduces greenhouse gas emissions by shifting freight from road to rail, lowering environmental impacts. The project fosters economic growth and job creation, especially in rural areas, by supporting local industries like Logan Aluminum. Additionally, it decreases road congestion and maintenance costs by diverting heavy truck traffic to rail. Enhanced rail infrastructure also provides better connectivity and resilience against weather disruptions.

DESCRIPTION OF CRITICALITY OF PROPOSED PROJECT TO PRESERVING AND ENHANCING EXISTING RAIL LINES AND CORRIDORS (Text is limited to the space provided below.)

The Russellville Subdivision suffers from poor track conditions that negatively affect train operations. The rail is old, in some segments over 90 years old, heavily worn, inundated with repair joints, and exhibiting a range of defects. The rehabilitation is crucial for maintaining safety and structural integrity, supporting heavier loads, and reducing derailment risks. The increase in capacity and improved reliability directly impacts logistics efficiency and industry support.

DESCRIPTION OF IMPACT OF PROPOSED PROJECT ON RETAINING EXISITING RAIL SERVED INDUSTRIES OR ATTRACTING NEW RAIL SERVED INDUSTRIES (Text is limited to the space provided below.)

This project is particularly significant for the aluminum sector, as the RJCM line is integral in the transportation of aluminum ingot and coil traffic. By improving the rail infrastructure, the project aims to reduce the dependency on heavy truck movements associated with Logan Aluminum's operations. This shift from road to rail will not only lower the wear and tear on local roadways but also decrease environmental impacts by cutting down diesel emissions from trucks.



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KENTUCKY SHORT LINE INFRASTRUCTURE PRESERVATION (KSLIP) APPLICATION

SECTION 1: PROJECT OVERVIEW (CONTINUED)				
DESCRIPTION OF HOW PROPOSED PROJECT WILL PRESERV limited to the space provided below.) The KFRIP project is designed to both preserve and modernize Ke mprovements across several key short line railroads, including the (Memphis Line).	entucky's rail system by	y implementing crit	ical infras	structure
DESCRIPTION OF PROPOSED PROJECT READINESS OR HOW	V SOON AFTER AWA	RD CAN CONSTR	UCTION	BEGIN AND
HOW LONG WILL THE PROJECT TAKE TO COMPLETE (Text is The project is presently in the pre-award phase. It is anticipated take up to one year. Consequently, construction is projected to confirm.	s limited to the space paths. That the negotiation an	orovided below.) and execution of the	grant agr	reement may
SECTION 2: CONTACT INFORMATION				
APPLICATION PRIMARY CONTACT NAME & TITLE	PHONE		EMAIL	
Mary Beth Carter, Senior Manager Funded Projects	(859) 881-2381	marybeth.carter	@rjcorm	nan.com
MAILING ADDRESS	CITY STATE ZIP			
PO Box 788	Nicholasville KY 40340			40340
If awarded, will signatory be different from the Primary Cor	ntact? NO	YES (Provide signo	atory info	ermation.)
AGREEMENT SIGNATORY NAME & TITLE	PHONE		EMAIL	
Raymond Goss, President	(859) 881-2400	raymond.goss@i	rjcormar ———	n.com
MAILING ADDRESS	CITY	γ	STATE	ZIP
PO Box 788	Nicholasville		KY	40340
If awarded, will Project Manager be different from the Prim	nary Contact? 🛛 No	O YES (Provid		ation)
PROJECT MANAGER NAME & TITLE	PHONE		EMAIL	ution.,
SECTION 3: PERMITS AND APPROVALS				
A. Have consultations with state or federal agencies (US Ar Service, Kentucky Division of Water, Kentucky Heritage (In Progress				
B. Have all required permits been obtained? In Progress				
C. Will the proposed project have <u>ANY</u> impacts on a public road (City, County, State, US)? NO YES				
D. Have all necessary roadway authorities been notified ab	out the proposed pro	oject? 🗌 YES 🏻	_ NO [⊠ N/A



KENTUCKY TRANSPORTATION CABINET Department of Highways DIVISION OF PLANNING

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KENTUCKY SHORT LINE INFRASTRUCTURE PRESERVATION (KSLIP) APPLICATION

SECTION	4: SUBMISSION CHECKLIST (See KSLIP Guidana	ce Document, Section VI, for details.)	
\boxtimes	Kentucky Railroad Crossing Improvement Ap	oplication (TC 59-114)	
\boxtimes	Statement of Work		
\boxtimes	Scope of Work		
\boxtimes	Project Schedule/Timeline		
	Detailed engineering assessment report (as	applicable)	
	Aerial Photographs and photographic docun	nentation of crossing location and condition	
\boxtimes	Plans, schematics, details, drawings of the p	roposed project (as applicable)	
	For equipment purchases, a price quote on l estimate for the project	letterhead from vendor OR for construction p	rojects, a <u>detailed</u>
	Road authority consultation letters (as appli	cable)	
	Public Interest Finding (as applicable)		
\boxtimes	Required Annual Affidavit for Bidders, Offer	ors and Contractors from applicant.	
SECTION	5: KENTUCKY RAILROAD ANNUAL REPORT O	COMPLIANCE CERTIFICATION	
applicati	9-102 Kentucky Railroad Annual Report in cor on to be considered an eligible applicant. If i on, I agree that this application shall be immed	it is determined I am not an eligible applicar	it at the time of this
PRINTED	NAME AND TITLE	SIGNATURE	DATE
Raymono	d Goss, President	Raymond a. Hors	July 2, 2025
SECTION	9: APPLICANT CERTIFICATION		1
to abide	ad the Kentucky Short Line Infrastructure Pres by what is stated therein. I also hereby certify es), that the above information is true and co	, subject to the provisions of KRS 523.100 (un	_
PRINTED	NAME AND TITLE	SIGNATURE	DATE
Raymono	d Goss, President	Raymond a. Hors	July 2, 2025
a sing	<i>ission Directions:</i> Applicants must combine the PDF and submit it electronically via email to applicant to ensure delivery of the emailed s	o address provided in call for projects. It is th	

SCOPE OF WORK

Russellville Track Rehabilitation

MILEPOST	ITEM	QUANTITY	UNIT	UNIT COST	COST
126 - 144.5	Tie Installation	15,000	EACH	\$172.50	\$2,587,500
126 -144.5	Tie Disposal	15,000	EACH	\$17.25	\$258,750
135.05 - 140.9	Rail Installation	23,040	LF	\$97.75	\$2,252,160
126 - 144.5	Surfacing	18.5	MILE	\$11,500.00	\$212,750
126 - 144.5	Ballast Distribution	3,750	TON	\$66.70	\$250,125

TOTAL \$5,561,285

FRA (70%) \$3,892,899

R. J. Corman (30%) \$1,668,386

Requested KSLIP Funding (50% of R. J. Corman Match) \$834,193

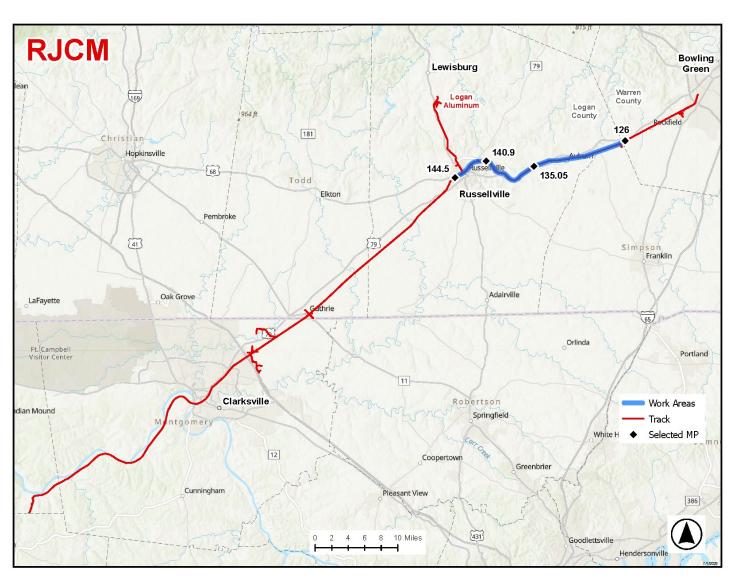
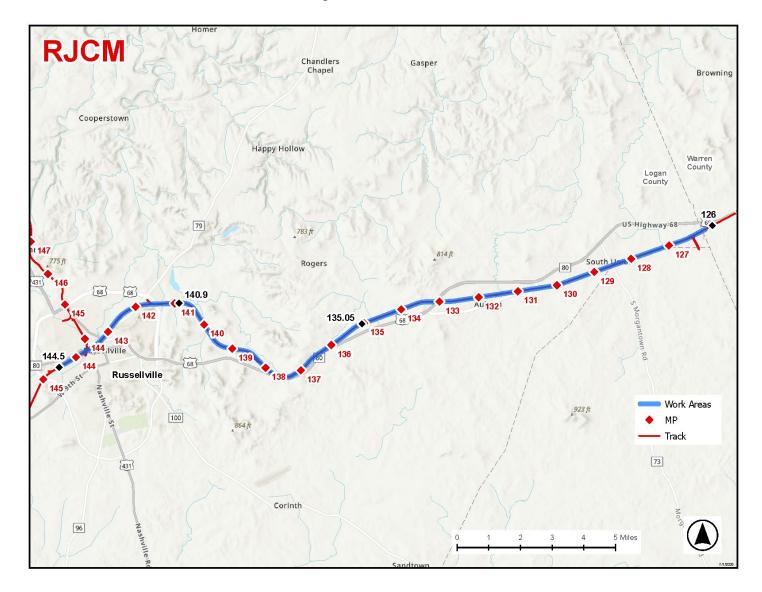


Figure 1 Overview of Work Area

Figure 2 Detailed Work Area



KFRIP PROJECT TIMELINE

Task, Milestone or Deliverable	2024		2025	2026	2027	2028	2028
rask, milestone of Deliverable	1 2 3	4	1 2 3 4	1 2 3 4	1 2 3 4	1 2 3 4	1 2 3 4
1. NEPA and final design							
1.1 Track & civil design/permitting & NEPA							
1.1.1 Project administration and compliance							
1.1.2 Pre-award authority							
1.1.3 NEPA and permitting			CE				
1.1.4 Track and civil design / FD							
1.1.5 Project management plan and GA development							
1.1.6 Procurement		77777					
2. Construction							
2.1 RJCC Construction Scope							
2.1.1 RJCC construction mobilization							
2.1.2 RJCC Old Road Subdivision track rehabilitation							
2.1.3 RJCC Bloomfield Subdivision track rehabilitation				Total Section 1			
2.2 RJCR Construction Scope							
Construction mobilization							
2.2.1 RJCR Bardstown Line track rehabilitation							
2.2.2 RJCR Bardstown Line bridge upgrade to 286K							
2.3 RJCM Construction Scope					SHARL COLUMN	1/2/200	
2.3.1 RJCM construction mobilization							
2.3.2 RJCM Logan track rehabilitation							
2.3.3 RJCM Logan mainline extension							
2.3.4 RJCM Logan ingot yard spur							
2.3.5 RJCM Russellville track rehabilitation							
2.3.6 RJCM Bogle road siding							
2.3.7 RJCM elevator siding extension							
2.3.8 RJCM Specialty ingot railcar fleet replacement							
2.4 Construction engineering & project management				Arrama arrangement	The second second	and the same of the same of the same of	
2.4.1 Grant management and administration							
2.4.2 Construction management				tomas succession	Company of the Compan		
3. CRISI application, award & grant agreement assumptions			CE GA				

KFRIP SCOPE OF WORK

RJCC - Old Road and Bloomfield Subdivisions		
Track Rehabilitation		\$6,744,290
RJCC 1	Total	\$6,744,290
RJCR - Bardstown Subdivision		
Track Rehabilitation		\$3,429,875
Bridge Rehabilitation		\$1,738,877
RJCR 7	Total	\$5,168,752
RJCM - Logan and Russellville Subdivisions		
Logan Track Rehabilitation		\$4,481,320
Mainline Extension		\$644,863
Ingot Yard Spur		\$3,003,512
Russellville Track Rehabilitation		\$5,561,285
Bogle Road Siding		\$2,009,625
Elevator Siding Extension		\$824,982
Ingot Car Fleet Replacement		\$14,662,500
RJCM :	Total	\$31,188,087
Engineering		
Engineering		\$2,875,000
Engineering 1	Total	\$2,875,000

PROJECT TOTAL \$45,976,129

2024 CRISI GRANT APPLICATION NARRATIVE

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2024 Consolidated Rail Infrastructure and Safety Improvements (CRISI) Grant Program

APPLICATION NARRATIVE

Kentucky Freight Rail Improvement Program

Investments that will address capacity, performance and state of good repair challenges on short line railroad infrastructure across a broad region of Kentucky.



Aging-out specialty ingot cars on the Memphis Line



Tie and roadbed conditions on the Central Kentucky Lines



Worn-out rail on the Memphis Line



Weight-restricted bridges on the Bardstown Line

Customer is #1
Look Good

Safety

Efficiency = Work Smart

Fair & Respectful Treatment



Driving rural community employment, economic development, resiliency and supply chain efficiency

1. COVER PAGE

Project title	Kentucky Freight Rail Improvement Program
Applicant name	R. J. Corman Railroad Group UEI: LKTUDM9KZMH4
Amount of CRISI funding requested under this NOFO	\$32,183,290
Amount of proposed non-federal match	\$13,792,839 In-Kind: \$0
Other Sources of Federal funding, if applicable	None.
Sources of proposed federal match	R. J. Corman Railroad Company Logan Aluminum
Total Project Cost	\$45,976,129
Was a federal grant application previously submitted for this project?	Yes, for FY 2022 CRISI funding
City(ies), State(s) where the project is located.	Kentucky, including Berea, Frankfort, Lexington, Louisville, Shelbyville, Versailles, Winchester, Bardstown, Clermont, Deatsville, Bowling Green, Guthrie, Lewisburg, Russellville, and South Union.
Is the project located in a rural area?	Yes
Congressional District(s) Where the Project is Located.	KY-01, KY-02, KY-04, KY-06 and KY-03
Application track proposed to be funded under this NOFO?	Track 3—FD/Construction
Lifecycle Stage(s) proposed to be funded by this NOFO?	Final Design and Construction
Current lifecycle stage and anticipated completion of current lifecycle stage?	Design is > 60% complete. NEPA clearance pending, CatEx expected.
Is the project located on real property owned by someone other than the applicant?	No, excepting one short spur to be built on shipper partner property.
Host railroad/infrastructure owner of project assets:	R. J. Corman Railroad Company
Other impacted railroads:	None.
Tenant railroads, if applicable:	None.
If applicable, is a 49 USC 22905-compliant railroad agreement executed or pending?	N/A
Is the project currently programmed in ANY medium- or long-range planning document:	No.

Is the project located on a potential corridor selected for the Corridor Identification and Development Program?	No.
Is this a project eligible under 49 U.S.C. 22907(c)(2) that supports the development of new intercity passenger rail service routes including alignments for existing routes?	No.
Is this a project eligible under 49 U.S.C. 22907(c)(11) that supports the development and implementation of measures to prevent trespassing and reduce associated injuries and fatalities?	No.
If YES to the previous question, is this project located in a county identified in the Federal Railroad Administration's National Strategy to Prevent Trespassing on Railroad Property?	N/A.
Is the application seeking consideration for funding under the Maglev Grants Program?	No.

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Benefit-cost analysis	2
BCA Excel workbook	a
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Railcar fleet quote and drawings	
Environmental and permitting documentation	
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This document contains confidential business information (CBI)

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POINT OF CONTACT

Raymond A. Goss, President R. J. Corman Railroad Company, LLC 101 RJ Corman Drive Nicholasville, KY 40340-0788 (859) 881-7521 Raymond.Goss@RJCorman.com

CONFIDENTIAL BUSINESS INFORMATION

This narrative contains numerous direct and indirect references to data of a competitive and business sensitive nature. This includes current and projected shipper volumes, service design details, railroad development plans, and new custom equipment design features. Therefore, the entirety of this document has been designated as confidential business information.

2. PROJECT SUMMARY

This application proposes CRISI grant funding for a suite of complementary investments in three Kentucky Class III short line freight railroads. Together, these railroad transport over 40,000 carloads of freight per year for some 89 shippers.

The RJCC "Central Kentucky Lines" is a 148—mile network between Louisville and Winchester, Kentucky via Lexington. The project will rehabilitate and improve 30 miles of track, replacing crossties, adding ballast, surfacing, and tightening bolts. This work will improve safety, eliminate slow orders, and enhance resilience to weather events.

The RJCR "Bardstown Line" is a 20-mile line between Bardstown and Deatsville. It carries freight and an excursion passenger train service. The project will rehabilitate the entirety of the mainline track by replacing crossties and ballast, surfacing and tightening bolts. Five worn-out switches will be replaced. Five bridges will be upgraded to accommodate 286,000-lb. railcars. This will enable the railroad to handle these heavier cars, increasing capacity and efficiency, and reducing slow orders, improving safety, and enhancing resilience to weather events.

The RJCM "Memphis Line" is a 113-mile network operating between Cumberland City, Tennessee and Bowling Green, Kentucky, via Russellville. The project will rehabilitate 14 miles of the mainline, including replacing 11 miles of worn-out rail and 10,000 crossties and making roadbed improvements. These investments will improve safety, eliminate slow orders, and increase resilience. Additional rail siding capacity will be constructed to reduce congestion and conflicts on the main line. A fleet of 75 specialty aluminum ingot railcars at the end of their service life will be replaced, keeping freight from being shifted to trucks. The railroad tracks serving the major aluminum production plant at Russellville will be expanded, reducing congestion, improving rail logistics efficiency, and increasing capacity. This will enable a shift of freight from truck to rail, improve the efficiency of rail transloading operations, and eliminate truck queuing and congestion that spills onto roads adjacent to the plant.

Traffic on these railroads includes shared cargo movements that traverse Class I lines between them, a synergy that will enhance the expected broad positive impacts of the project on the regional freight network. The investments will take place in predominantly rural areas that include disadvantaged populations.

3. GRANT FUNDS, SOURCES AND USES OF PROJECT FUNDS

The cost to perform the proposed project, organized by work breakdown structure elements, is presented in the accompanying table. These costs were developed by R. J. Corman Railroad Company's engineering team working with their engineering consultant, <u>HDR</u>. The costs for the rolling stock element were developed with participation of <u>RailcarCo</u>. The scope and costs of the element 2.3 work package were developed in close coordination with shipper and funding partner Logan Aluminum's managers for strategic capital management and planning and logistics.

Task	Task name /		% of	Source of Funds/
#	project component	Cost	Ttl. Cost	Citation
1.0	1.0 NEPA and final design	\$ 1,725,000	3.8%	CRISI/RJ Corman
2.0	2.0 Construction	\$ 44,251,129	96.2%	CRISI/RJ Corman/Logan Aluminum
2.1	RJCC construction scope	\$ 6,744,290	14.7%	CRISI/RJ Corman
2.2	RJCR construction scope	\$ 5,168,752	11.2%	CRISI/RJ Corman
2.3	RJCM construction scope	\$ 31,188,087	67.8%	CRISI/RJ Corman/Logan Aluminum
2.4	Construction engineering & project management	\$ 1,150,000	2.5%	CRISI/RJ Corman
Total Project Cost		\$ 45,976,129	100.0%	
CRISI pro	ogram request	\$ 32,183,290	70.0%	CRISI program
Non-Federal Funding (Private Sector) RJ Corman, cash		\$ 11,508,651	25.0%	Applicant / 25% of total cost
Non-Federal Funding (Private) Logan Aluminum, cash		\$ 2,284,188	5.0%	Task 2.3 / See attached letter
Other committed federal funding		\$ -	0.0%	N/A
Other pending federal funding requests		\$ -	0.0%	N/A
Amount eligible for set-aside funds		\$ -	0.0%	N/A
Portion of ttl. Project costs spent in a rural area		\$ 45,976,129	100.0%	This is a rural project.
PE for hwy-rail grade crossing / trespass projects		\$ -	0.0%	N/A

Figure 1: Project funding table

There are no other federal funds committed to the project and no pending federal funding requests. There are no dependencies of the sources of non-federal matching funds that would require spending to occur by a certain date. Logan Aluminum, Inc. is a project partner. Logan was established in 1985 as a joint venture between Novelis and Tri-Arrows Aluminum. Novelis is a subsidiary of Hindalco Industries Limited, a firm within the Aditya Birla Group based in India. Tri-Arrows Aluminum is owned by a consortium of UACJ Corporation and Sumitomo Corporation, both based in Japan. See the provided letter of matching fund commitment from Logan Aluminum, Inc. pledging their contribution of \$2,284,188 in non-federal matching funds towards element 2.3. This commitment was approved at the Board level by the Logan JV partners. The Project is operationally independent. It can be completed with the resources identified in this section and generate all the benefits identified in the application. Maintenance of assets built or improved on railroad rights-of-way will be funded by the applicant, R. J. Corman Railroad Company, to include the freight railcars. Logan Aluminum will be responsible for the maintenance of the relatively small portion of track assets constructed on their right of way in work package 2.3, using their internal funds.

4. APPLICANT ELIGIBILITY CRITERIA

The applicant, R. J. Corman Railroad Group, LLC (UEI: LKTUDM9KZMH4), a Kentucky corporation, is a Class III freight railroad, and is eligible for CRISI funding under 49 USC 22907(b)(7) A Class II railroad or Class III railroad or a holding company of a Class II or Class III railroad. In accordance with the fiscal year 2023 and 2024 appropriations legislation ...eligible recipients under section 22907(b)(7) of title 49, United States Code, shall include any holding company of a Class II railroad or Class III railroad.

R. J. Corman Railroad Group, LLC wholly owns R. J. Corman Railroad Company, LLC which owns the Kentucky corporations R. J. Corman Railroad Company/Memphis Line (RJCM, DUNS 019441981), R.J Corman Railroad Company/Central Kentucky Lines, LLC, (RJCC, DUNS 196727650), and R. J. Corman Railroad Company/Bardstown Line (RJCR, DUNS 022399318). The RJCC, RJCR and RJCM are Class III railroads.

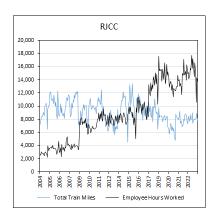
5. PROJECT ELIGIBILITY CRITERIA

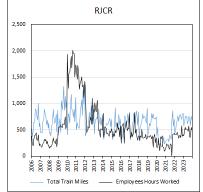
The proposed Project meets the project eligibility under the notice of funding availability section C.3.a.ii: A capital project to improve short line or regional railroad infrastructure. The RJCM, RJCC and RJCR are Class III short line railroads. Other applicable subsections are vi. A rail line relocation or improvement project and iii. A capital project identified by the Secretary as being necessary to address congestion or safety challenges affecting rail service.

6. DETAILED PROJECT DESCRIPTION

Background, transportation challenge and the no-build scenario

The proposed project involves three Class III short line railroads serving north-central to southwest Kentucky. The three railroads are the owners of the rail lines that they operate.





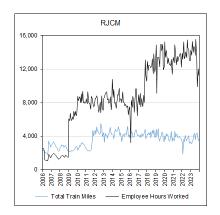


Figure 2: Train miles by employee hours reported for RJCC, RJCR and RJCM

Conditions on the Central Kentucky Lines (RJCC)

The RJCC is a 148-mile freight rail line between Louisville and Winchester, via Lexington. The line interchanges with CSX Transportation (CSX) and Norfolk Southern (NS). This railroad transports some 17,000 revenue carloads annually and can carry 286,000-lb. railcars on the mainline. There are 36 online shippers. RJCC employs 70 people and serves six counties. This railroad has significant stretches of track with poor crosstie and roadbed condition. This results in inconsistent speed limits across the Old Road subdivision mainline, with limits ranging from FRA track Class 1 to 3. The degraded roadbed interferes with proper drainage, leading to more vulnerability to

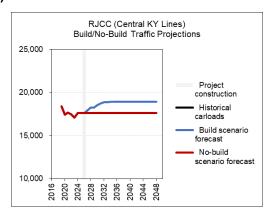


Figure 3: RJCC traffic forecasts

flooding and susceptibility to frost heaving in winter. The poor crosstie condition contributes to speed restrictions and increases the risk of derailments. The Bloomfield Branch on this railroad consists entirely of excepted track that cannot carry 286,000-lb. railcars. Without investment, the quality and reliability of service is expected to worsen on this railroad.

Conditions on the Bardstown Line (RJCR)

The RJCR is a 20-mile freight rail line between Bardstown and Deatsville, Kentucky. This line interchanges with CSX Transportation. This railroad moves approximately 600 carloads annually including ethanol, beverages, and plastic, serving six customers. The RJCC hosts the "Old Kentucky Dinner Train," a popular excursion service that carries visitors along a route with views of several landmarks and historical sites. This tourist service carried 22,975 passengers in 2023. RJCR has stretches of poorer quality track condition, with speeds between FRA Class 1 and 2. The line has segments of poor crosstie and roadbed condition and switches that are at the end of their lifespan.

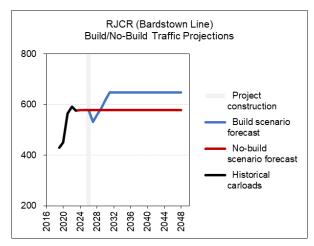


Figure 4: RJCR traffic forecasts

Due to the condition of the track and several older timber bridges (dating to the 19th century), this line is restricted to transporting railcars weighing 263,000 pounds. The customers on this line are disadvantaged by having to light load the heavier industry standard railcars and they also move some freight by truck that would likely move by rail if weight limits were increased. The initial transition to 286,000 lbs. causes a drop in carloads in the forecast as current shippers can use fewer cars. But the increased capacity is projected to draw growth in overall volumes at those shippers over time.

Conditions on the Memphis Line (RJCM)

The RJCM is a 113-mile freight rail line between Cumberland City, Tennessee and Bowling Green, Kentucky. The line interchanges with CSX Transportation, at Guthrie and Bowling Green in Kentucky, and terminates at Cumberland City. Approximately 24,000 revenue carloads are transported on the RJCM each year. The line can carry railcars weighing up to 286,000 pounds across its full length. The mainline is operated at FRA track classes 1 and 2, speeds up to 25 miles per hour, with slow orders reducing speeds to 10 mph or less in some areas. The RJCM faces four significant transportation challenges.

Poor mainline track condition

The rail mainlines east and north of Russellville suffer from poor track conditions that negatively affect train operations. The rail is old, in some segments over 90 years old, heavily worn, inundated with repair joints, and exhibiting a range of defects. Many crossties are in poor condition nearing end of service life and the ballast is heavily compacted and fouled. Track maintenance costs continue to rise due to these conditions and the railroad has imposed numerous slow orders for safety reasons. Without intervention, the speed restrictions will be steadily increased over time as the lines continue to degrade, further degrading operational efficiency and customer service.







Figure 5: Representative poor mainline track conditions on the RJCM

Limited rail logistics capacity at a major industrial manufacturing point

The Logan Aluminum processing plant was opened in 1983. Over 2 billion (with a "b") pounds of aluminum are processed through this facility each year. The rail service connections to the RJCM Logan Subdivision were a part of the original facility design. As the plant has evolved and expanded substantially over subsequent years, the track layout and capacity has proven to be less than ideal for today's operations. Track connections no longer match the geographic layout of the production facilities and current and potential rail volumes are both much greater than anticipated in the original designs. Facility expansion continues, with over 300 million additional pounds of production forecast for 2025.

Demand for inbound ingot volume by rail and outbound coil traffic by rail are substantially greater than expected. The outbound demand is particularly interesting. Steel coils are commonly transported by rail, but aluminum coils traditionally are not. They move by truck, even very long distances, because aluminum coils used by the food-grade beverage can and automotive industries must meet exacting quality standards. If the coils get wet, or are even slightly bent or warped in transport, they will be rejected.

RJCM and Logan worked closely together and established innovative and effective loading and cargo protection practices using specific railcars to maintain the integrity of the coils in transport. This enabled establishment of the outbound coil shuttle service between the Logan facility and R. J. Corman's warehouse and distribution facility using RJCM's fleet of Conestoga-style and tarped specialty flatcars. This service has been extended for movement of coils long-distance to customers by rail on Class I service using specifically configured but interchange-standard boxcars.

The present track configuration does not enable direct transloading of inbound ingots into the Logan production facility. Today heavy-duty 35-ton forklifts unload ingots from the railcars and position them in a temporary staging area. They later place them on trailer flats pulled by hostlers for transportation to the production facility, where the same large forklifts unload the ingots onto the loading docks to move into the facility for milling into coil products. This is a time-, personnel-, equipment- and fuel-intensive activity. Ideally the ingot unloading tracks would enable direct unloading from railcars into the production facility.



Figure 6: West side of the Logan facility and the rail service connections







Figure 7: Inbound aluminum ingots and outbound coils at SUDC on specialty cars

The outbound coil volume is also constrained by the limited track storage space. Though there is substantial outbound coil traffic going by truck today that could be shifted to rail, the rail infrastructure simply cannot accommodate any additional outbound coil volumes. The track space is at capacity when considering empty railcars awaiting loading, loaded cars awaiting movement outbound, the need to move the outbound cars over the weighing scale, the need for some track buffer space to enable switching movements, and the overall requirement that trains and railcars cannot be allowed to block the several internal road/rail crossings for very long to avoid creating significant problems due to interference with the movements of large numbers of trucks and service vehicles within the plant grounds.

The last issue is already a regular problem, that, besides interfering with traffic operations on plant grounds, also results in periodic queuing of inbound trucks on public route US-431. This can lead to queues of several trucks lined up in travel lanes on 431, especially southbound traffic, waiting up to half an hour for rail operations to complete to proceed to enter the plant.

Looming obsolescence of a specialty fleet of ingot railcars

An important element of the support to the aluminum supply chain is a dedicated fleet of railcars designed to transport inbound aluminum ingots. This fleet, originally of 116 cars, is used to transport ingots from the Novelis scrap smelter facility in Berea, KY, across CSX Transportation track to the RJCC (a sister railroad to the RJCM) then across CSX Transportation again, and onto the RJCM for delivery to Logan for processing into coil. This ingot shuttle operation typically sees the fleet divided into three parts, with one group of cars unloading at Logan, one set loading at Berea, and the third transiting as empties returning from Logan to Berea. The design of the cars is substantially more efficient compared to standard flatcars or trucks, which have less capacity and require time-consuming procedures to secure the loads.



Figure 8: Unloading of aluminum ingots from railcars at the aluminum facility

These railcars will reach their 50-year lifespan within the next five years. There is an AAR procedure to request a ten-year extension. The approval procedure requires exhaustive and expensive testing and engineering modeling that cannot be justified for this small fleet. The railcars now cost over \$10,000 a year each to maintain in functional condition. Despite that expenditure, close to a quarter are out of service at any given time. The major components and assemblies are simply wearing out. Even with an extension, the bulk of the fleet would become unserviceable over the next several years. There is not a practical alternative to replacement of the fleet. In the absence of these railcars, due to the relatively short dray distance, this ingot lane would shift to flatbed truck transportation between Berea and Logan.

Video of RJCM rail operations at Logan facility: https://www.youtube.com/watch?v=tbxi6qCW7Tc

Limited mainline siding capacity

The mainline between Russellville and the interchange with CSX at Bowling Green has limited siding capacity. There are only three double-ended sidings of 528, 1,584 and 3,168 track feet. This restricts operational flexibility around service to the South Union Distribution Center (SUDC), R. J. Corman's major transloading and warehousing facility and to the adjacent grain elevators. The elevators are typically served by 90-car-plus unit trains – approximately 6,000 feet of consist with motive power – operating under tight tariff deadlines to return the equipment for movement to CSX. The SUDC must also manage the regular

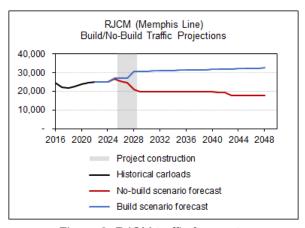


Figure 9: RJCM traffic forecasts

aluminum coil shuttles and services on very tight schedule timelines. This results in frequent conflicts that limit potential for increased coil shuttle frequency of service. It can also end up delaying local and manifest service as grain cars foul (block) the mainline as they are positioned before or after loading. These constraints and delays cause an exponential increase in crew and equipment requirements around each grain unit loadout to manage recovery as impacted inbound and outbound railcars stack up at customer and railroad facilities. This drives highly inefficient switching movements and even more mainline fouling to try to manage railcars with tracks along the alignment at near full capacity.

RJCM No-build scenario

Without the capital investments described, the operational situation is expected to continue to the point that the railroad will begin to lose some business on the line to truck competition. The RJCM will not be positioned to capture new business opportunities onto rail. Supply chain

inefficiencies will get worse and significant externalities will be imposed on the community and region.

Project description

The statement of work attachment provides additional technical detail to complement this section.

1. NEPA and final design

Except for NEPA clearance, the project development stage is complete. Design drawings at greater than 60% level have been prepared and are attached. The design is based on field surveys and includes track geometry, track cross-sections, plans, and profiles. The budget is based on cost estimates developed from the design plans. An initial due diligence of environmental impact has been performed and a categorical exclusion is the anticipated class of action. See the attached draft categorical exclusion worksheets. The remaining development tasks include drafting the project management plan, elaboration of the budget and schedule, advancement of final design to 100%, elaboration of the procurement strategy and the finalization of the presently draft agreements with project partner Logan Aluminum. Once the grant agreement is negotiated, the final design stage will complete all engineering and design to 100%, and finalize the work plan, budget, and schedule in preparation for procurement. The draft project management plan will be finalized. Pre-award authority will be sought for the professional services work associated with this work package, which does not involve any ground disturbance. All documents for procurement will be finalized and stakeholder agreements executed. The procurement will be carried out to acquire equipment, materials, and services to carry out the project. Deliverables shall include:

- Environmental review / NEPA decision
- 100% design drawings with track geometry
- Cost estimate
- Draft project management plan, budget and schedule
- Procurement strategy
- Stakeholder agreements

- Final engineering and design / plans, specifications, and estimates (PS&E)
- Final budget and schedule
- Final procurement documents & process
- Complete project agreements
- Final Project Management Plan
- Early material and equipment acquisition
- Final Work Plan, Budget, and Schedule

2. Construction

2.1 RJCC construction scope

Project mobilization will be carried out, establishing laydown and staging areas and bringing in materials and equipment for deployment. The single-track main line on the Old Road Subdivision between approximately MP 12.5 and 39.5 will be rehabilitated. Approximately 27,000 crossties and 125 switch ties will be replaced, 6750 tons of ballast will be distributed, and the entire 28-mile track segment (27 miles of mainline track plus 5 switches) will be surfaced. The single-track main line on the Bloomfield Subdivision between approximately MP 30.6 and MP 34.0 will be rehabilitated. Approximately 3,000 crossties and 30 switch ties will be replaced, and 900 tons of ballast distributed. The track segment will be surfaced, and track bolts tightened.

2.2. RJCR construction scope

Project mobilization will be carried out, establishing laydown, and staging areas and bringing in materials and equipment for deployment. The single-track main line between approximately MP 22.0 and MP 42.0 will be rehabilitated. Approximately 10,000 crossties will be installed, 3500 tons of ballast distributed, and the track surfaced. Bolts will be tightened on the segment at a rate

of approximately 320 per mile. Turnouts will be replaced at MP's 22.2, 22.6, 37.7, 39.3, and 41.6. Five bridges will be rehabilitated with repairs and replacement of components to enable them to sustain traffic including 286,000-pound freight railcars:

- The bridge at MP 23.9 is a three-span steel girder open deck tangent bridge approximately 104' in length. The timber ballast retainers will be replaced. Deteriorated mortar joints on the substructure will be repointed and repaired.
- The bridge at MP 24.3 is a two-span steel girder open deck tangent bridge approximately 82' in length. Both spans will have deck girders replaced. Bridge ties and guard timber will be replaced. Deteriorated mortar joints on the substructure will be repointed and repaired.
- The bridge at MP 25.2 is a ballast deck timber trestle tangent bridge with a single span approximately 15' in length. The stringers, caps, deck board, and ballast guard—the whole structure—will be replaced in kind.
- The bridge at MP 27.5 is a ballasted deck timber trestle bridge with a 5° curve along the superstructure. Deficient pilings will be replaced with timber bracing repairs. Existing 3-ply stringer chords will be replaced. Timber slip caps will be replaced, and the bridge superelevation reduced from 3" to ½".
- The bridge at MP 39.7 is a steel girder open deck tangent bridge with multiple spans totaling 584' in length. All bridge ties and riser boards will be replaced, and deficient bearing timbers will be replaced in kind.

2.3 RJCM construction scope

This work package will begin with project mobilization, establishing laydown, and staging areas and bringing in materials and equipment for deployment.

RJCM Logan track rehabilitation

The single-track main line on the Russellville subdivision will be improved between approximately MP 143.66.0 and MP 152.0. Over this segment approximately 23,500 linear feet of 100-lb. RE rail will be replaced with 115-lb. welded rail. Approximately 8,000 wooden crossties will be replaced with like-in-kind. One left-hand (LH) hand-thrown turnout (HTTO) will be replaced at MP 152.0. The track will be surfaced, and approximately 2,500 tons of ballast will be added.

RJCM Logan mainline track extension

The main track on the Logan Subdivision will be extended north approximately 1,650 track-feet from the current terminus at MP 152.0, located immediately northwest of the Logan Aluminum facility. The extension will occur over existing but inactive RJCM-owned right of way (formerly L&N Railroad) that had previously existing track removed. Four acres of the right-of-way will be cleared and grubbed. New track will be laid, including sub ballast, ballast, rail, wooden crossties and OTM. All new materials will be utilized. The new rail will be 115-lb. continuous-welded rail. This added track provides car storage space and capacity for more efficient assembly, disassembly of trains and staging of inbound and outbound consists to reduce conflicts with crossings, railcar weighing and loading and unloading.

RJCM Logan ingot yard spur construction

A new spur will be constructed originating at approximately MP 152.0 on the Logan Subdivision, running east approximately 2,450 track-feet. The alignment will be parallel to the

north side of the Logan Aluminum facility and adjacent to the present-day ingot storage yard at the northwest corner of the facility. Four acres of right-of-way will be cleared and grubbed, and 20,000 cubic yards of excavation carried out and 13,000 cubic yards of embankments constructed to establish the roadbed (approximately). The track connection to the mainline will be a no. 10 HTTO and the rail will be 115-lb. RE. Approximately 450 track feet of heavy duty concrete private crossings will carry the new track across its intersection with Logan Aluminum Road, a private road within the plant. The track will terminate with a WD style bumping post. One approximately 135-linear foot, 10 by 5 aluminum, arch culvert will be installed under the track for drainage. The spur will provide a direct rail connection to the Logan facility ingot storage yard which stages ingots for intake into the mill, eliminating forklift drays and enabling direct transload from RJCM railcars into the plant.

RJCM Bogle Road siding construction

A new approximately 2,450 track-foot equilateral siding will be constructed on the single-track Russellville subdivision main line, east of Bogle Road, connected with equilateral no. 10 HTTOs between approximately MP 124.3 and 124.93. The existing track will be shifted within the railroad owned right-of-way to accommodate the new geometry. This will add capacity just east of the RJ Corman South Union Distribution Center.

RJCM elevator siding extension

The existing 528 track-foot double-ended siding on the south side of the mainline, serving the South Union Elevator ending at MP 129.19, shall be extended by approximately 1,605 track-feet to MP 129.52. The extension will require approximately 2 acres of clearing and grubbing and 2500 cubic yards of excavation and embankment construction. The existing no. 10 turnout will be shifted for reuse. This improvement will improve the grain unit shuttle train loading process at the elevator and eliminate conflicts between mainline traffic and shuttle train operations.

RJCM specialty ingot railcar fleet replacement

70 new 4-axle specialty freight railcars will be constructed to transport aluminum ingots between providers and the Logan Aluminum facility, replacing the existing fleet that is at the end of its operating lifespan.

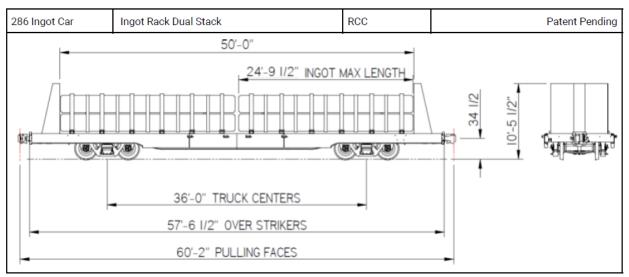


Figure 10: New ingot rail car profile, cross section, and specifications

These will be bulkhead flatcars of a maximum gross rail load of 286,000-pounds, meeting requirements for free interchange per 49 USC 215 and in accordance with Rule 88 of the AAR Field Manual and be open-top compliant (Section 2: Rules for Loading Metal Products, Including Pipe), enabling access to the national rail network without modifications or restrictions. The cars will accommodate a freight loading of up to 210,000 lbs. of aluminum ingots and be equipped with E60 coupler systems with draft gears and AAR-standard trucks.

2.4 Construction engineering & project management

Construction engineering and project management activities will be carried out for all work components on all three railroads during the project construction phase through project closeout, including provision of support for compliance with the federal grant agreement. Major tasks and deliverables will include:

- Project kick-off meeting with FRA
- Construction engineering, project management and stakeholder communication
- Coordination to inspect and accept materials & work progress
- Construction completion punch lists
- Acceptance documentation
- Reimbursement requests to FRA

- Quarterly progress & financial reports to FRA
- As-built record engineering drawings
- Support execution of the grant-funded project close-out audit by FRA.
- Final performance report to FRA

Build scenario benefits & beneficiaries

The Project will:

- Enable a substantial shift of aluminum ingot and coil traffic from road to more efficient rail.
- Avoid the loss of current rail volumes to less efficient truck transportation.
- Bring a substantial amount of rail main lines to a state of good repair, maintaining capacity in the national rail network.
- Increase the weight capacity of assets (rail lines and railcars) to accommodate industry and interchange-standard 286,000-pound freight railcars, improving the economics of rail for shippers.
- Improve freight rail service to shippers in entirely rural communities.
- Support expansion of an innovative and operationally proven model for more efficient rail transport of damage-sensitive industrial cargo by rail.
- Improve the logistics model and capacity of a major basic materials manufacturing facility that supports the reindustrialization of the U.S. economy.
- Supports an industrial supply chain that reuses scrap aluminum, providing a greater than 90% savings in energy consumption over production of products from mined ore.

The beneficiaries of the project include:

- All the shippers that are served by the RJCM, the RJCC and the RJCR.
- Logan Aluminum's facility in Russellville and its partners in the aluminum supply chain, including smelters and scrap providers in Kentucky, Georgia and other locations and manufacturers acquiring coiled steel, within Kentucky and continent-wide.

- The workforces at the railroad and shippers whose efforts will be able to focus on higher value-added and higher productivity tasks in place of working to manage the problems caused by inefficient rail operations and lack of rail capacity.
- The public in the vicinity of the railroad and beyond, thanks to reduced externalities from heavy truck traffic.

Project schedule

The project schedule assumes CRISI 2023/2024 awards are not announced until the end of the 3rd quarter of 2024 and assumes up to a year is necessary to negotiate and sign the grant agreement, including approval of the expected NEPA categorical exclusion class of action. Should this process take longer, the project schedule can be pushed out without causing problems for the works or matching funding participation by the sponsor and stakeholders.

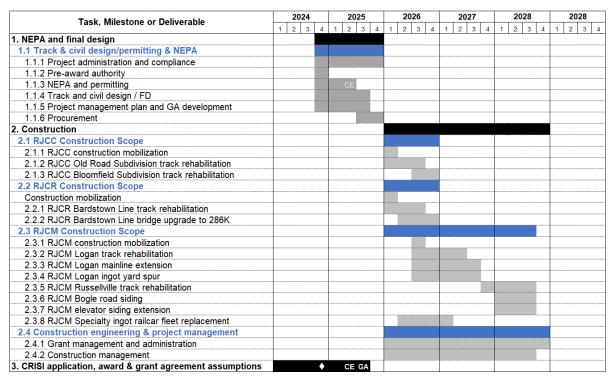


Figure 11: Proposed project pro forma schedule

Other project description items

Two performance measurements are proposed for this grant. Track miles constructed will document the increase in the size of the freight rail network thanks to the project. Tons transported by the aluminum ingot railcars will demonstrate the utilization of the new rolling stock.

This is not a grade crossing project and does not improve or change existing public grade crossings. One private crossing will be constructed at the Logan facility within the plant grounds with passive protection only (i.e. crossbuck and yield signs). The project does not involve passenger rail transportation, positive train control, workforce development, community emergency plan development, maglev technology or trespassing prevention. It does involve acquisition of rolling stock, aluminum ingot railcars, but not locomotives. See the narrative section 8 and the attached benefit-cost analysis documentation for the emissions benefits expected to accrue from the project.

7. PROJECT LOCATION

This project takes place on three railroads—the RJCC, RJCR and the RJCM—which are in southwest and north-central Kentucky.

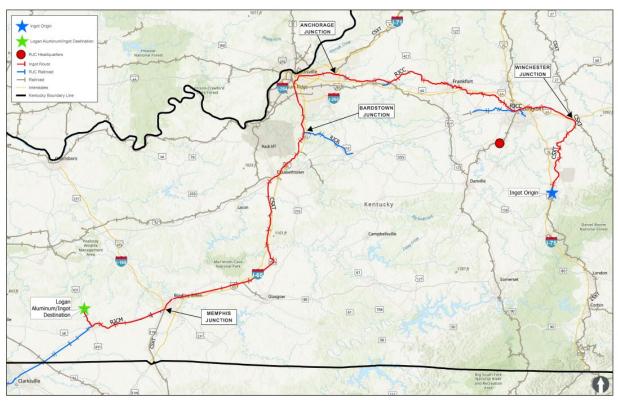


Figure 12: Map of the railroads involved in the project

The table below identifies the mileposts and latitude/longitude for the project elements on the different railroads.

DD	Subdivision	Elam and	Element Extent / Endpoints MP (Lat, Long)			
RR	Subdivision	Element	Location	Location		
RJCC	Old Road	Track Rehabilitation	12.5 (38.262596, -85.533197)	39.5 (38.273953, -85.097804)		
	Bloomfield	Track Rehabilitation	30.6 (38.218008, -85.228288)	34.0 (38.197746, -85.265129)		
RJCR	Bardstown	Track Rehabilitation	22.0 (37.93869, -85.70232)	42.0 (37.823049, -85.418779)		
	Bardstown	Bridge Improvements	23.9 (37.930748N, 85.671582W)			
	Bardstown	Bridge Improvements	24.3 (37.930403)	N, 85.663916W)		
	Bardstown	Bridge Improvements	25.2 (36. 405372)	N, 88.851985W)		
	Bardstown	Bridge Improvements	27.5 (37.929571)	N, 85.614289W)		
	Bardstown	Bridge Improvements	39.0 (37.815083)	N, 85.459240W)		
RJCM	Logan	Track Rehabilitation	143.6 (36.846209, -86.893967)	152.0 (36.952478, -86.938599)		
	Logan	Mainline Extension	152.0 (36.952478, -86.938599)			
	Logan	Logan Ingot Yard Spur	151.8 (36.949665, -86.938363)			
	Russellville	Track Rehabilitation	126.0 (36.889688, -86.613698)	144.5 (36.839297, -86.90814)		
	Russellville	Bogle Road Siding	124.43 (36.900232, -86.58842)	124.93 (36.89714, -86.59575)		
	Russellville	Elevator Siding Ext.	129.20 (36.87309, -86.66744)	129.52 (36.87159, -86.67267)		

Figure 13: Project extent geospatial data

The interchanges by railroad with Norfolk Southern or CSX Transportation are identified in the background introduction in section 6. This project takes place in Kentucky, these three railroads

serve the following cities: Berea, Frankfort, Lexington, Louisville, Shelbyville, Versailles, Winchester, Bardstown, Clermont, Deatsville, Bowling Green, Guthrie, Lewisburg, Russellville, and South Union. These railroads operate in the following Congressional districts: KY-01, KY-02, KY-03, KY-04, and KY-06. The project takes place in all rural areas. The attached engineering packages provide track charts of each area of project work illustrating mileposts and various track and right-of-way features.

The RJCM project area passes through two areas designated by U.S. DOT as historically disadvantaged communities, census tracts 9604 and 9603 in Logan County. These are both historically, transportation, health, economy, and resilience disadvantaged and tract 9604 is also equity disadvantaged. The project area passes immediately north of a federally designated opportunity zone, number 21141960500, which

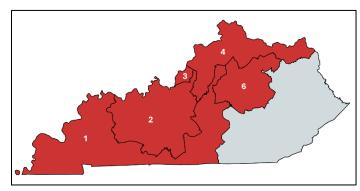


Figure 14: Congressional districts of the project

incorporates the southern portion of Russellville, where the Logan and Russellville Subdivisions connect. The RJCR serves two transportation disadvantaged census tracts, FIPS 21029021200 and 21179930303. The RJCC serves multiple disadvantaged census tracts in Louisville, Shelbyville, Frankfort, and Lexington, including FIPS 21111008100, 21211040301, 21211040102, 21073071200, and 21067001000.

8. EVALUATION AND SELECTION CRITERIA

8.1 Project readiness

Stakeholder support

Support from public and private stakeholders at the national, regional, and local levels is an important foundation for successful project planning and execution. Support letters have been attached from:

- U.S. Senator Mitch McConnell (KY)
- U.S. Rep. Andy Barr (KY-06)
- U.S. Rep. James Comer (KY-01)
- U.S. Rep. Hal Rogers (KY-05)
- U.S. Rep. Brett Guthrie (KY-02)
- U.S. Rep. Morgan McGarvey (KY-03)
- KY Sen. Mike Wilson (SD-32)
- KY Sen Jimmy Higdon (SD-14)
- KY Rep. Jason Petrie (LD-16)
- KY Rep. John Blanton (LD-92)
- KY Governor Andy Beshear
- KY Transportation Cabinet
- Logan County
- City of Lexington
- City of Russellville

- Logan County Economic Development
- Bowling Green Chamber of Commerce
- Kentuckians for Better Transportation
- Kentucky Chamber of Commerce
- Logan Aluminum—match letter
- American Fuji Seal
- Aulick / CITC
- Cargill
- Cohen
- Heaven Hill Inc.
- IPG PolyAir
- (IPL) Macro
- Novelis
- Nugent Sand
- Sheridan/CJK Group

- Standlee
- Townsend Grain
- Radius Recycling
- Washington Penn/AUDIA

- WT Young Storage
- Infiltrator Water Technologies LLC
- RJ Corman Materials Sales
- JM Smucker Co.

Additional letters of support are expected and will be transmitted electronically to FRA as they arrive.

Environmental readiness

The expected NEPA class of action for this project is a categorical exclusion (CE). The initial NEPA due diligence has begun as part of the engineering/design process. Draft FRA CE worksheets have been provided to document the findings to date which show no impacts have been identified that would trigger another class of action. The CE worksheet will be completed as part of the preliminary engineering process and, upon notification of a CRISI award, will be submitted to FRA for approval. This project is expected to qualify as a CE under the following sections of 23 CFR §771.116:

- (9) Maintenance or repair of existing railroad facilities, where such activities do not change the existing character of the facility, including equipment; track and bridge structures; electrification, communication, signaling, or security facilities; stations; tunnels; maintenance-of-way and maintenance-of-equipment bases.
- (12) Minor rail line additions, including construction of side tracks, passing tracks, crossovers, short connections between existing rail lines, and new tracks within existing rail yards or right-of-way, provided that such additions are not inconsistent with existing zoning, do not involve acquisition of a significant amount of right-of-way, and do not significantly alter the traffic density characteristics of the existing rail lines or rail facilities.
- (18) Acquisition (including purchase or lease), rehabilitation, transfer, or maintenance of vehicles or equipment, including locomotives, passenger coachers, freight cars, trainsets, and construction, maintenance or inspection equipment, that does not significantly alter the traffic density characteristics of an existing rail line.
- (22) Track and track structure maintenance and improvements when carried out predominantly within the existing right-of-way that do not cause a substantial increase in rail traffic beyond existing or historic levels, such as stabilizing embankments, installing or reinstalling track, regrading, replacing rail, ties, slabs and ballast, installing, maintaining, or restoring drainage ditches, cleaning ballast, constructing minor curve realignments, improving or replacing interlockings, and the installation or maintenance of ancillary equipment.

Design Readiness for Track 3

Key preliminary engineering tasks have been completed, including preparation of engineering drawings with geometry, profiles, and cross sections for the track elements. Design of the new ingot railcars is progressing with a similar level of progress, including CAD models. See the attached engineering drawings packages. The cost estimates are bottom-up quantity based and the schedule was developed between RJ Corman's engineering staff, their consulting engineers, railroad operations staff and project partner staff. This process informed the initial NEPA due diligence supporting the expectation of a categorical exclusion class of action.

The partnership between RJCM and project partner Logan Aluminum is an important element of project readiness. The two teams have begun working together to develop the legal framework to

support construction and implementation of the project. This is an update of the existing framework that has supported their successful relationship to date. The framework is expected to include:

1. <u>Construction Agreement</u>

- a. For all inspections, due diligence, site work and construction in project's scope of work
- b. Include access agreement so no separate access agreement is needed
- c. Term recommendation is 5 years

2. <u>Track infrastructure ownership, lease and maintenance</u>

- d. Addresses RJC's ownership of the new track construction at Logan Aluminum for an agreed term as RJC is the recipient of the funding
- e. Address mechanism for RJC to transfer ownership back to Logan Aluminum
- f. Logan would be responsible for maintenance during lease / ownership terms
- g. Logan would be responsible for all environmental issues arising during the term of the lease / ownership terms
- h. Term recommendation is 5 years

3. Operating rights and switching agreement

- a. Address rail service on-site and how the different traffic/commodities would be switched
- b. Include access agreement so no separate access agreement is needed
- c. Logan's employees may be on RJC owned track (new track construction on Logan's property) for the purpose of emptying / loading cars, but liability for injury is on Logan absent gross negligence by RJCM.
- i. Term recommendation is 5 years

4. Commercial agreement

- a. Address funding mechanism for project
- b. RJC may fund project initially with Logan Aluminum repaying RJC through agreed terms
- c. Agreed terms may include volume commitment, shortfall penalty if minimum volume commitment is not met and/or any other agreed upon commercial or financial arrangement
- d. Term recommendation is 5 years, not to start until construction is completed

Alignment with local planning

This Project is not specifically programmed in public planning documents but is well-aligned with multiple policy objectives of the state of Kentucky, as articulated in the latest 2015 Statewide Rail Plan, including:

• **Preservation.** Encourage the preservation of the largely privately owned and operated rail system within Kentucky. Objectives (Actions): "Work with stakeholders to preserve rail service where it is in the public interest... Assist in identifying reliable funding sources for the rail system from federal, state, and local governments, as well as the private sector, in

- order dot improve rail infrastructure, maintain safety of operations, and sustain and grow rail traffic." (Page 1-6)
- Economic Development. Support economic development by working to provide roadway connectivity to the state and national rail system and intermodal facilities. Objectives (Actions): "Develop and promote efficient connectivity of the rail system... Work with regional and short line (Class II and Class III) railroads to link Kentucky's Class I railroad operators and other major rail operators in Kentucky..." (Page 1-6)

Alignment with the state Long Range Transportation Plan includes with the national performance goals of "system reliability: To improve the efficiency of the surface transportation system...freight movement & economic vitality: To improve the national freight network, strengthen the ability of rural communities to access national and international trade markets, and support regional economic development." (Page ii). This project aligns with all of the plan's freight movement project goals (Appendix G page 2):

- 1. Providing a safe and secure system
- 2. Maintaining and improving existing infrastructure on a continual basis
- 3. Ensuring dependable, effective, and efficient facilities
- 4. Improving local, regional, and global connectivity and access
- 5. Including all appropriate modes of transportation within a fully integrated system

8.2 Technical merit

Project management and organization

The expected organization of the project management team is illustrated.

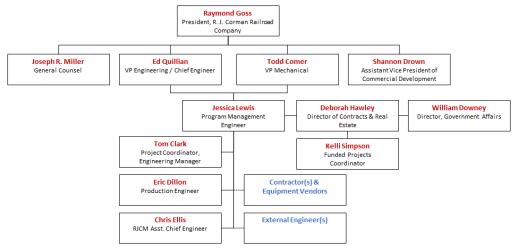


Figure 15: Project organization chart

We propose two performance measures that may be suitable for this project, the increase in total track miles thanks to new track construction and tonnage transported on the new ingot railcar fleet. See the attached statement of work performance measures section.

Railroad implementation team

Raymond Goss - President

Raymond Goss, a veteran of the rail industry with over four decades of experience, joined R. J. Corman in 2019 after a 15-year career with Genesee & Wyoming Inc. Ray oversees all aspects

and operations of R. J. Corman Railroad Company's short line railroads. Ray has a wealth of experience, having held a large variety of roles over his career, including Senior Vice President of Engineering, Senior Vice President of Northeast Region, and Senior Vice President of New York and Pennsylvania Region while at G&W. Ray also spent five years at Amtrak Corporation as Division Engineer of the Northeast Division and held numerous positions during his 20 years at Canadian Pacific Railway. Ray is a graduate of the Wharton School of Business's Executive Development Program. He will be the senior executive responsible for the project at the firm.

Ed Quillian – VP of Engineering / Chief Engineer

Ed Quillian joined R. J. Corman in 2008 and has held multiple leadership positions, advancing to the role of Chief Engineer. Ed manages all crews, maintenance, and capital projects affiliated with the R. J. Corman railroad infrastructure across all the company's short lines. This includes over 1,300 miles of track, 400 bridges, 550 signal crossings on 19 short lines in 11 states. He has almost two decades of experience in engineering services for Class I and short line railroads and a broad knowledge of rail maintenance, construction, bridge, and signal operations in both working and managing capacities. He has managed two projects receiving U.S. DOT TIGER funding. Ed holds a BS in Civil Engineering from the University of Kentucky. His role in the Project will be as the senior engineering executive overseeing the project team with ultimate decision-making for project related activities. He will monitor overall progress of the project, conduct periodic inspections and compliance reviews and review schedules, procurement, and budgets.

Jessica Lewis - Project Coordinator, Engineering

Jessica has been with R. J. Corman for five years. She conducts project oversight and acts as a Project Coordinator for the full project life cycle by collaborating closely with Assistant Chief Engineers from project conception to completion. This includes funded projects, capital projects, and other engineering revenue or customer-focused efforts. Currently, Jessica engages in the execution and administration of the railroad's Central region CRISI grants and state funded track and bridge projects. Prior to joining R. J. Corman, Jessica acted as Project Engineer at a global engineering supplier where she was responsible for tracking financial aspects for a multitude of aerospace and defense projects. Ms. Lewis' role in the project will be as Project Coordinator and in support of Project Management and execution.

Deborah Hawley, Director - Contracts & Real Estate, R. J. Corman Railroad Group

Deborah has been with R. J. Corman for 19 years. She has expertise in state, federal and local grant programs and requirements from development of projects through completion. Deborah also serves as Contracts and Real Estate Director for all R. J. Corman companies. Her responsibilities include contract compliance, coordination of monthly project progress meetings, management of project matching funds budgets, sub-contract compliance management, public funding agreement compliance, agreement drafting, project permitting, and maintenance of facilities and real property related to funded projects. She has managed two projects receiving U.S. DOT TIGER funding. Her role in the Project will include responsibility for legal and compliance tasks related to the grant-funded project, including managing correspondence with FRA and other agencies, and contract and grant agreement negotiation.

Kelli Simpson – Funded Projects Coordinator, R. J. Corman Railroad Group

Kelli has been with R. J. Corman since 2017 as Accounting Specialist and joined the Funded Projects Team in 2022. As Funded Projects Manager she provides support to the Director of Real Estate and Contracts, the VP of Engineering and Project and Production Engineers. Kelli is

responsible for efficiency and accuracy in all documentation; ensures compliance of required documentation needed to request reimbursement of project expenses and invoices as required by contract; Coordinates the procurement process, orders materials, and tracks the jobs accordingly. Kelli has worked on a variety of priority projects.

Eric Dillon - Production Engineer

Eric has been with R. J. Corman for fifteen years. He began as a track laborer, moving to Track Supervisor of maintenance-of-way crews and currently holds the role of production engineer responsible for full life-cycle management of projects across the Group's track system. He conducted project oversight of a U.S DOT TIGER grant and currently oversees a team managing projects underway that includes 2 CRISI Grants among other funded and capital projects. His role in the Project will be in support of project oversight and execution.

Chris Ellis - Assistant Chief Engineer, RJCM

Christopher Ellis is the Assistant Chief Engineer of R. J. Corman Railroad's Central Region. Chris has over 19 years of railroad engineering experience, holding several professional positions since starting with R. J. Corman in 2003. He is responsible for the development of short- and long-term maintenance plans for approximately 600 miles of track throughout 6 short lines. On his respective territories, Chris oversees FRA and safety compliance of engineering employees, maintenance activities, and inspections. Chris has played a role in two previously executed TIGER Projects and has managed an array of state funded projects. Mr. Ellis' role in the Project will be to support the engineering project management and oversight.

Tom Clark - Project Coordinator, Engineering Manager

Tom Clark joined R. J. Corman in 2020 when R. J. Corman acquired his former employer, the Owego and Harford Railway, Inc. Mr. Clark has a total of 13 years of railroad experience. During his railroad tenure, Mr. Clark has been the project manager on 10 projects with a combined value of \$3.3 million. Prior to entering railroad service, Mr. Clark was a Systems Engineering Manager at Lockheed Martin where he was responsible for all engineering effort on two projects: a \$25 million vehicle integration contract for the USMC and a \$45 million communications system contract for a proprietary customer. Mr. Clark holds a Bachelor of Science in Aeronautical Engineering from Embry-Riddle Aeronautical University. Mr. Clark's role on this project will be project management and quality assurance of work products.

Todd Comer, VP of Mechanical

Todd Comer joined R. J. Corman with almost 30 years of experience in the railroad industry. He spent over 25 years at Norfolk Southern where he served in different capacities in the mechanical department, including Division Manager of Mechanical Operations and Regional Director of Mechanical Operations (Northern Region). Todd oversees maintenance for the entire fleet of R. J. Corman railcars and locomotives, including inspection processes, preventive maintenance plans, capital projects, operation of locomotive repair shops, and all third-party work for cars and locomotives. He also directs safety and DOT training for mechanical employees and ensures FRA and AAR compliance. Todd holds a bachelor's degree in business, management, marketing, and related support services from Bluefield State College. Mr. Comer's role in the project will be to oversee all aspects of the acquisition and deployment of the mechanical (railcar rolling stock) elements of the project.

Shannon Drown, Assistant Vice President of Commercial Development, Railroads

Shannon Drown joined R. J. Corman in 2019 as Director, Commercial Development and advanced to the role of Assistant Vice President of Commercial Development - Railroads. In this

position, she leads the commercial development team, sales efforts, and key account management for the R. J. Corman Railroad Company. Prior to her position with R. J. Corman, Shannon held leadership positions with Union Pacific Railroad and CSX Transportation. Shannon holds a BS in Civil Engineering from the University of Kentucky as well as a Project Management Professional (PMP) certification from the Project Management Institute. Ms. Drown's role in the project will be to oversee and coordinate communication between the shippers involved in and directly impacted by the project and support the interface between the shippers and RJ Corman's track and mechanical engineering, operations, and commercial teams.

William Downey - Director, Government Affairs, R. J. Corman Railroad Group

William is Director of Government Affairs for R. J. Corman Railroad Group where he directs Group policies and objectives involving state, local and federal affairs. From 2017 - 2019 he held the position of Government Affairs and Economic Development Manager. He joined the firm in 2014 as a Business Development Manager. He holds a B.A. in Communications from the University of Kentucky. Mr. Downey's role in the Project will be to interface with government stakeholders, communicating with federal, state and local officials to keep them informed of the progress of the project and respond to any inquiries.

Joseph R. Miller - General Counsel, R. J. Corman Railroad Group

Joe Miller joined R. J. Corman Railroad Group in January of 2023. He comes with more than 20 years of legal experience gained in private practice, and as General Counsel for both publicly traded and privately-owned (PE portfolio) companies. He has extensive experience in multiple areas of corporate and commercial law, with special expertise in handling and managing large transactional projects, such as IPO's, large financings, and transformational M&A business deals. He holds a BA in Business Administration (Finance Emphasis) from Transylvania University, and a JD from the University of Kentucky College of Law. His original legal experience in the railroad legal area began as Corporate Counsel for a coal producer with multiple loading facilities and rail sidings connected to Class I mainlines, and in researching and examining the legal feasibility of constructing a large, privately-owned and operated rail spur for that company. His role in the project will be to provide necessary legal counsel and assistance to support the Project and Project Team.

8.3 Project benefits

8.3.1 System and service performance

The project will bring track and equipment assets in poor condition into a state of good repair, able to provide reliable rail service to the customer base in this rural area for the long-term. This includes a new fleet of specialty railcars that have improved payload capacity, new heavier-weight rail, crossties, and improved track surface. At the end of the 20-year analysis period more than \$12 million in residual value remains, a proxy for the benefits from the project continuing beyond the forecast period.

The project will also enable Logan to reconfigure its internal plant logistics to be more efficient, particularly related to ingot handling. The direct rail connection at the north end of the plant will allow the elimination of a three-step move of the ingots today, which involves forklifts moving ingots from railcars to a staging area, then loading them onto a hostler flatbed for a short internal dray, and from there unloading them with a forklift onto the receiving dock. After the project the ingots can be moved by crane directly from railcars onto the receiving dock. This more efficient transload will avoid some 21,000 hours of worker time that can be redeployed to support higher value add activities at the plant. With a 300-million-pound production increase that began last year, there will be ample demand for a wide range of vocations supporting the plant production process. Over \$4 million in benefits are projected to accrue from this improvement thanks to the

project.

8.3.2 Competitiveness, reliability, trip time and resilience

The project is forecast to improve freight train trip times on the Russellville Subdivision, the RJCM's primary east – west line. Today the line timetable speed ranges from 10 miles per hour in the vicinity of MP 126.0 to 25 miles per hour at MP 140.0. There are four slow orders in place in this segment that reduce speeds to 10 miles per hour due to track and track surface defects. Without the project, the conditions will worsen, first spawning more slow orders, then permanent timetable speed reductions. The project addresses the conditions driving the timetable and bulletin slow orders, bringing the line to a state of good repair. This enables optimization of the line speeds within the constraints of the

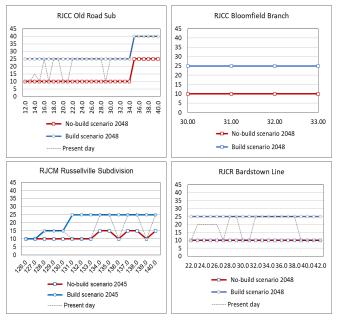


Figure 16: Speed limit scenarios, speed limit across mileposts

track geometry and configuration. The forecast differential by milepost on this segment between the scenarios is illustrated. The benefit associated with this improvement results in savings of more than 30,000 hours of locomotive equipment and crew costs, worth some \$3 million. The RJCC and RJCR have similar investments in mainline track rehabilitation, adding the same types of benefits worth some \$13 and \$5 million, respectively.

8.3.3 Efficiencies from improved integration with other modes

The improvements on the Logan Subdivision and expansions of the rail infrastructure serving the Logan Aluminum plant enable several significant benefit streams over the analysis period. The project extends a new spur into the ingot yard and extends the mainline in the vicinity of the plant. This increases capacity to greatly improve management of trains and railcars. The improvements will enable rail capture of existing outbound aluminum coil that presently moves by truck.



Figure 17: Coils moving out of production to shipment by truck or rail

This includes new shuttle moves from Logan to the R. J. Corman Distribution Center just west of Bowling Green as well as long-distance truck moves that today move outbound coils from Logan to customers between 750 and 1,000 miles away. These are substantial volumes – more than 5,400 rail carloads per year – which – when netted against the impacts of the added train operations - accounts for the generation of more than \$43 million in identified benefits, including from savings of truck operator time, fuel, equipment costs and congestion and safety impacts. The key to this potential is the coordinated approach to address the inbound move which occurs between the Logan facility and its parent-owned facility in Georgia, as well as creating the plant logistical infrastructure to enable extension of the model successfully developed between RJCM and Logan to effectively handle the delicate aluminum coil outbound traffic. This outbound service is carried out using 286,000-lb. box cars with 16-foot side double-plug doors, nail-able floors and a custom multi-point load securement configuration utilizing special matting, cushioning and web strapping to protect the sensitive coils from damage in transit. There are additional requirements established for forklift equipment and loading and unloading procedures to protect this cargo.



Figure 18: Incoming ingot truck southbound on US-431 turning into the Logan facility

The Logan facility generates a significant amount of truck traffic that must cross the RJCM rail lines on the way in and out of the plant. Due to the constraints on the rail operations, there are periods of time, particularly during assembly and disassembly of outbound and inbound trains, where multiple crossings on access roads used by these trucks are blocked. These impacted roads are also used by employees and other plant traffic. This can result in trucks and other vehicles queuing inside the plant and out onto the US-431, with queues of several trucks waiting for as long as 20 minutes to proceed. The greatest impact is on inbound trucks arriving southbound on US-431. By providing more space to stage trains and railcars, and by enabling direct-to-factory unloading from trains at the ingot yard, the project will eliminate most of these delays due to road-rail conflicts. More than 93,000 truck delay hours and 74,000 gallons of diesel are projected to be saved, a benefit worth as much as \$4.8 million.



Figure 19: Trucks and trains interacting at the aluminum facility

8.3.4 Ability to meet existing or anticipated demand

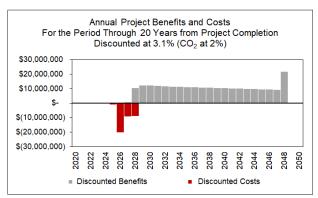
RJCM handles close to 7,000 carloads a year of inbound ingot traffic to Logan coming from the Novelis plant in Berea, Kentucky. These ingots are transported in the RJCM's fleet of custom-designed ingot cars that fit the different ingots sized for the Logan manufacturing operation and enable rapid loading and unloading. The ability to continue to support this existing demand is in jeopardy as the railcars are reaching the end of their service life. This project would replace those railcars, avoiding the shift of this significant volume of freight from rail to truck, with all the associated costs and externalities that would be inflicted on the public. This is a significant volume of freight. When the avoided costs of the truck movement are netted against the costs to sustain the rail operation, this generates more than \$138 million in benefits over the analysis period.

8.3.5 Administration priorities

This proposed project will address several of U.S. DOT's strategic priorities. There are significant reductions in diesel fuel consumption due to avoided truck operations and the shift of truck freight to much less polluting and more efficient rail. This avoids CO2 emissions that can contribute to climate change. This project supports improved logistics for a highly sustainable large-scale manufacturing operation that, by using recycled rather than mined aluminum, saves a massive amount of energy consumption in the production of aluminum coil that is an input to a variety of U.S. manufacturing industries. This project supports the workforces at the railroad and shippers that operate in a completely rural and disadvantaged area. The railroad and shipper manufacturing jobs are good paying jobs with employer-provided technical training, and these are jobs that provide opportunities for career-oriented advancement and that are accessible to workers who may not have post-secondary education.

8.3.6 Net Project Benefits

The net project benefits are presented below in tabular and time series chart forms.



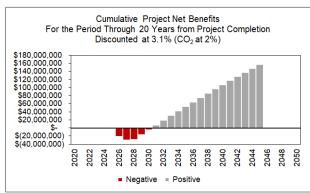


Figure 20: Project discounted benefits by year and cumulative

	PROJECT BENEFITS AND COSTS BY CATEGORY	PRESENT V 2022\$	ALUE
COSTS	Project construction costs	\$	(39,898,530)
BENEFITS	Benefits related to speed improvements from RJCR mainline rehabilitation		
	Benefits related to speed improvements from track rehabilitation on the RJCC	\$	5,083,795
	Belleties related to speed improvements from duck reliabilitation on the reco	\$	13,218,355
	RJCM Logan outbound base production diversion from long-distance truck to rail	•	20 704 624
	RJCM benefits from truck diversion to rail for shuttle from Logan to SUDC	\$	20,791,634
		\$	16,140,954
	RJCM benefits from avoiding diversion of Logan Berea ingot traffic to trucks	\$	138,390,944
	RJCM Logan ingot transloading efficiency impacts	•	100,000,011
	RJCM benefits related to reductions in truck queuing at Logan	\$	4,073,031
	Nocim benefits related to reductions in truck queding at Logan	\$	4,880,854
	RJCM benefits related to the Russellville Subdivision mainline rehabilitation	•	0.000.005
	RJCM benefits related to increased siding capacity on Russellville Subdivision	\$	3,822,365
		\$	1,346,681
	Impacts related to assets	\$	16.300.049
		Ψ	10,300,049
	Total benefits	\$	224,048,662
NET BENEFI		\$	184,150,131
BENEFIT-TO	-COST RATIO		5.62

Figure 21: Benefits summary table

9. PROJECT IMPLEMENTATION AND MANAGEMENT

The project implementation will be led internally by the team identified in section 8.2 with support for construction engineering and environmental by HDR, an established vendor to R. J. Corman. This team will be responsible for managing all aspects of project management, from working with FRA to reach grant agreement, to performing procurement in accordance with all federal requirements, managing the construction process, managing the reporting to FRA and the reimbursement requests, and closing out the project.

- R. J. Corman Railroad Group is an experienced recipient of public funds for capital projects, including federal funds through U.S. DOT. Some examples of the Group's many successful projects receiving government grant contributions include:
- 1. Through the U.S. DOT TIGER program, R. J. Corman's "Appalachian Regional Shortline Project" received \$17.5 million in grant funding to carry out a \$22 million project. Three states were the public partners. This project was carried out between 2009-2012 across multiple railroads including: RJCC in KY; RJCV in WV; RJCR Bardstown KY; RJCM in KY and RJCK in TN. The scope included: 210,000 ties, 1300 switch ties, 2,800 track feet of crossing rehabilitation, 4 bridges remediated and painted, and multiple timber bridges repaired. 200 miles of surfacing, and 2,200 rail welds.
- 2. Through the U.S. DOT's TIGER program, R. J. Corman's "Moving the Carolinas Forward: A Rural Rail Freight Project" initiative received \$9.8 million for a \$17 million scope on the RJCS Carolina lines. This project is complete. The public partner is Horry County, SC. The

- scope included: 60,000 ties, 8 miles rail replacement, 8 timber bridge rehabilitations, 1 timber bridge replacement, 3 signal crossing upgrades, and 39 crossing rehabilitations.
- 3. In 2020 \$46,000 in Section 130 grant funds was awarded for the Dunlop Lane Crossing Rehabilitation Project on the RJCM Memphis Line. The total project cost was \$51,000. This project is currently entering procurement.
- 4. In 2020 \$701,000 in TDOT Equity funds was received from MCRA the Montgomery County Rail Authority. The Project will rehabilitate a timber bridge. The total project cost is \$779,107. This is currently under contract with work expected to begin in June 2020.
- 5. \$2.8 million in federal Transportation Enhancement funding was provided by Montgomery County for a \$3.1 million project to paint the Cumberland River Bridge at Clarksville and install decorative lighting. This project was completed in 2015.

The proposed project will be implemented in line with the recipient's project management best practices and experience implementing federally funded projects. The Applicant has a system for procuring services and property that supports the applicable provisions of 2 CFR 200 and is experienced in complying with FRA requirements such as Buy America and prevailing wage.

The procurement will be planned to take affirmative steps to employ small businesses in accordance with 2 CFR 200.321.

ANNUAL AFFIDAVIT FOR BIDDERS, OFFERS AND CONTRACTORS

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Rev. 9-16-22



Required Affidavit for Bidders, Offerors and Contractors (KRS 45A.110 & 45A.115)

Affidavit Effective for One (1) Year from Date of Execution

Instructions: Pursuant to KRS 45A.110 and 45A.115, a bidder, offeror, or contractor ("Contractor") is required to submit a Required Affidavit for Bidders, Offerors, and Contractors to be awarded a contract, or for the renewal of a contract. An authorized representative of the contracting party must complete the attestation below, have the attestation notarized, and return the completed affidavit to the Commonwealth.

Attestation

As a duly authorized representative for the Contractor, I swear and affirm under penalty of perjury, that that the Contractor has not knowingly violated campaign finance laws of the Commonwealth of Kentucky and that the award of a contract will not violate any provision of the campaign finance laws of the Commonwealth. For purposes of this attestation, "Knowingly" means that the bidder or offeror is aware or should have been aware of the existence of a violation. The bidder or offer understands that the Commonwealth retains the right to request an updated affidavit at any time.

Naymong	a. From Raymond Goss	
Signature	Printed Name	
President	August 12, 2024	
Title	Date	
Bidder or Offeror Name:	R. J. Corman Railroad Company / Memphis Line	
Address:	P.O. Box 788	
	Nicholasville, KY 40340	
Commonwealth of Kentucky	Vendor Code (If known):	
	\wedge	
Subscribed and sworn to be	fore me this 12th day of August, 2024.	
State of: Kentucky	Notary:	
County of: Jessamine	My Commission Expires: June 22, 2025	

