

THE MINUTES OF THE TRUSTEES OF THE CINCINNATI SOUTHERN RAILWAY

February 27, 2013

A special meeting of the Trustees of the Cincinnati Southern Railway was held on Thursday, February 27, 2013, at 1:15 p.m. at the University Club of Cincinnati, 401 East Fourth Street, Cincinnati, Ohio, with the following members present: Messrs. McOwen, Kilcoyne, Sylvester, Riordan, and Sützmoller. Ms. Carman and Ms. Howard, Assistant City Solicitors for the City of Cincinnati, were also in attendance.

PROPERTY TRANSACTION

Discussion of sale of two tracts of property to the Kentucky Department of Transportation for the Newtown Pike Extension in Lexington, Kentucky. Mr. Riordan moved to approve the transaction. Mr. Sylvester seconded. Unanimously approved.

OFFICE SPACE

Discussion of use of space at Norfolk Southern offices in Cincinnati. No action taken.

OLD BUSINESS

Discussion regarding storage of CSR deeds. Ms. Carman will continue to seek an estimate of cost for local storage.

ADJOURN

Mr. McOwen moved to adjourn. Mr. Sylvester seconded. All agreed. Meeting adjourned.



Mr. Kilcoyne, President



Ms. Carman, Clerk

THE MINUTES OF THE TRUSTEES OF THE CINCINNATI SOUTHERN RAILWAY

May 7, 2013

The regular meeting of the Trustees of the Cincinnati Southern Railway was held on Tuesday, May 7, 2013, at 3:00 p.m. at the offices of Cors & Bassett, 537 East Pete Rose Way, Suite 400, Cincinnati, Ohio, with the following members present: Messrs. Kilcoyne, McOwen, Sylvester and Sutmoller. Mr. Riordan was absent. Ms. Carman and Ms. Woerner, Assistant City Solicitors for the City of Cincinnati, and Kerry Roe of Clark Schaefer Hackett were also in attendance.

INTRODUCTION OF EMILY WOERNER

Ms. Emily Woerner, Assistant City Solicitor for the City of Cincinnati, was introduced to the Board. She will be succeeding Ms. Carman as attorney and clerk to the Board prior to Ms. Carman's retirement from City service on September 1, 2013.

MINUTES OF FEBRUARY 27, 2013 MEETING

Ms. Carman passed out the minutes of the September 11, 2012 meeting. Mr. Sutmoller moved to approve. Mr. Sylvester seconded. Unanimously approved.

PRESENTATION BY KERRY ROE

Mr. Kerry Roe gave a presentation on the Financial Statements and Additional Financial Information (with Independent Auditor's Report) for years ended December 31, 2012 and 2011 prepared for the Cincinnati Southern Railway. After his presentation, Mr. Sylvester moved to accept the report and ask for a final report. Following discussion, Mr. Sylvester amended his motion to, instead of asking for a final report, advising the auditor

when to issue the final report following investigation into certain financial issues. Mr. McOwen seconded. Unanimously approved.

ADJOURN

Mr. Sylvester moved to adjourn. Mr. Kilcoyne seconded. All agreed. Meeting adjourned.


Mr. Kilcoyne, Vice-President


Ms. Carman, Clerk
M. Carman

THE MINUTES OF THE TRUSTEES OF THE CINCINNATI SOUTHERN RAILWAY

September 10, 2013

The regular meeting of the Trustees of the Cincinnati Southern Railway was held on Tuesday September 10, 2013, at 4:00 p.m. at the offices of Cors & Bassett, 537 East Pete Rose Way, Suite 400, Cincinnati, Ohio, with the following members present: Messrs. Kilcoyne, McOwen, and Sylvester. Mr. Riordan and Mr. Sutmoller were absent. Ms. Woerner, Assistant City Solicitor for the City of Cincinnati was also in attendance.

MINUTES OF MAY 7, 2013 MEETING

Ms. Woerner passed out the minutes of the May 7, 2013 meeting. Mr. McOwen moved to approve. Mr. Sylvester seconded. Unanimously approved.

HELENWOOD BRANCH SALE

The CNOTP requested reaffirmance of the Board's approval to abandon a line of railroad known as the Helenwood Branch, a distance of 3.3 miles. The Board had previously agreed by resolution to the abandonment and sale of the line by Resolutions 1-2004 and 1-2006. Mr. Sylvester introduced a motion to affirm that the resolutions are still in effect and to send a letter to CNOTP communicating that fact with the approval being contingent upon verification by CNOTP that the main line would remain intact. Mr. McOwen seconded. Unanimously approved.

TAX CREDITS FOR 2013

CNOTP sought to enter into tax credit agreements with the Board for the calendar year 2013. The Federal and Kentucky agreements were presented to the Board along with Resolutions authorizing Thomas Kilcoyne to execute the agreements. Mr. McOwen

introduced a motion to approve the Resolutions. Mr. Sylvester seconded. Unanimously approved.

DIGITAL DEEDS

CNOTP had made digital, indexed copies of all of the deeds concerning the CSR. Ms. Woerner has a flash drive of the deeds and requested the Board's preference regarding the storage of the deeds. The Board requested that copies be sent to all Board members and that Ms. Woerner look into possible storage options in Cincinnati of the original deeds.

OFFICE SPACE

Ms. Woerner updated the Board that construction of the Board's office space is to begin at the start of 2014 and be completed by the third quarter of 2014. The Board will need to decide who has access and keys.

INSPECTION TOUR

Ms. Woerner informed the Board that the inspection tour will occur in the spring of 2014 with the date to be decided in November 2013.

CITY RAIL IMPROVEMENT AND SAFETY PLAN

Ms. Woerner presented the Board with copies of the City of Cincinnati's Rail Improvement and Safety Plan from Reggie Victor with the Department of Transportation and Engineering. The Board expressed its thanks.

EXECUTIVE SESSION FOR THE PURPOSES OF DISCUSSING MATTERS

REQUIRED TO BE KEPT CONFIDENTIAL

Mr. Sylvester introduced a motion to go into executive session for the purposes of discussing matters required to be kept confidential. Mr. McOwen seconded. Mr.

Sylvester, Mr. McOwen, and Mr. Kilcoyne all voted in favor in a roll call vote. The Board then left executive session and took no action.

RECOGNITION OF DOTTY CARMAN, FORMER CLERK TO THE BOARD

The Board discussed recognition of Ms. Carman who had served as the clerk to the Board.

ISSUE FINANCIAL STATEMENT

Mr. Sylvester introduced a motion to submit the Board's financial statement with a cover letter in mid-November. Mr. McOwen seconded. Unanimously approved.

ADJOURN

Mr. Sylvester moved to adjourn. Mr. Kilcoyne seconded. All agreed. Meeting adjourned.


Mr. Kilcoyne, President


Ms. Woerner, Clerk

THE MINUTES OF THE TRUSTEES OF THE CINCINNATI SOUTHERN RAILWAY

December 10, 2013

The regular meeting of the Trustees of the Cincinnati Southern Railway was held on Tuesday December 10, 2013, at 3:00 p.m. at the offices of Cors & Bassett, 537 East Pete Rose Way, Suite 400, Cincinnati, Ohio, with the following members present: Messrs. Kilcoyne, McOwen, Sylvester, Riordan, and Mr. Sutmoller. Mr. Curp, City Solicitor, and Ms. Woerner, Assistant City Solicitor for the City of Cincinnati were also in attendance.

MINUTES OF SEPTEMBER 10, 2013 MEETING

Ms. Woerner passed out the minutes of the September 10, 2013 meeting. Mr. McOwen moved to approve. Mr. Sutmoller seconded. Unanimously approved.

OATHS OF OFFICE

Messrs. McOwen and Riordan took their oath of office after being reappointed to the Board.

AERIAL EASEMENT

The Tennessee Valley Authority sought an aerial easement across the land of the Trustees in exchange for \$7,500.00. CNOTP approved of the easement. Motion to approve the proposed easement unanimously approved.

PARCEL SALE – CHATTANOOGA, TN

Two parcels of land in Chattanooga, TN are of interest to a third party for purchase. CNOTP asked for the Board's permission to begin negotiations for the sale of the property. The Board indicated its approval for negotiations to begin and communicated this to CNOTP by email on November 12, 2013. No action taken.

FIBER FEASIBILITY

The Center for Rural Development inquired about the Board's interest in a fiber optics feasibility study. The Board asked Ms. Woerner to research the topic.

CORRESPONDENCE BETWEEN NS AND CSXT

Ms. Woerner informed the Board of correspondence between NS and CSXT regarding the improper removal of river yard in Chattanooga. Ms. Woerner will continue to monitor the situation. No action taken.

DIGITAL DEEDS

Ms. Woerner presented the Board with the digital deeds for land owned by CSR.

INSPECTION TOUR

The March 6, 2014 date was confirmed by CNOTP. The Board expressed its desire to invite the Mayor and City Manager to the inspection trip.

RECOGNITION OF DOTTY CARMAN, FORMER CLERK TO THE BOARD

In recognition of Dotty Carmen's service to the Board, the passed Resolution 5-2013 and presented her with a map of the CSR line from 1879. Ms. Woerner to arrange presenting the framed map and resolution to Ms. Carmen.

TERMS OF BOARD MEMBERS

The Board expressed a desire to clarify issues around when terms should expire and appointments should be made. Ms. Woerner to research the issue.

FINANCIAL STATEMENTS

Mr. Sylvester presented the Board's financial statements. Ms. Woerner to hand deliver to the Finance Director of the City of Cincinnati.

DATES FOR 2014 MEETINGS

The Board set the quarterly meetings for March 6 as well as the second Tuesday of June, September, and December. Ms. Woerner to send notice to City Bulletin.

NEW BUSINESS

CSR WEBSITE

The Board discussed the actions taken to update the CSR website and ensure its accessibility. Ms. Woerner will coordinate with Vehr communications to provide updated member information, minutes, and financial statements. Mr. Kilcoyne to contact Vehr communications about managing the website. Mr. Riordan proposed a motion to authorize a contract with Vehr Communications for the purpose of managing the website, providing guidance to the Board in coordination with the City Solicitor's office regarding communication issues with the contract being up to \$10,000.00. Mr. Sylvester seconded. Unanimously approved.

RAIL SAFETY PLAN

The Board reviewed the City's rail safety plan provided at its last meeting. Mr. Kilcoyne noted a correction to be made regarding ownership of the track. Ms. Woerner to draft a correction and send to Mr. Victor with the City's Department of Transportation and Engineering.

PUBLIC ENTITY LIABILITY INSURANCE

The Board discussed its public entity liability insurance. Motion from Mr. Riordan to approve payment for the annual premium in the amount of \$6,657.00. Mr. Kilcoyne seconded. Unanimously approved.

ADJOURN

Mr. Riordan moved to adjourn. Mr. Sütmmoller seconded. All agreed. Meeting adjourned.

A handwritten signature in blue ink, appearing to read 'J. Kilcoyne', written over a horizontal line.

Mr. Kilcoyne, President

A handwritten signature in blue ink, appearing to read 'Emily Woerner', written over a horizontal line.

Ms. Woerner, Clerk