

THE MINUTES OF THE TRUSTEES OF THE CINCINNATI SOUTHERN RAILWAY

February 18, 2020

A regular meeting of the Board of Trustees of the Cincinnati Southern Railway (the "Board") was held on Tuesday, February 18, 2020 at 3 p.m. at the Queen City Club, 331 E. 4th St, Cincinnati, OH 45202. Paul Muething, Charlie Luken, Mark Mallory, and Amy Murray were all present. William Weber, Assistant City Solicitor, was in attendance as well.

APPROVAL OF MINUTES

Mr. Weber presented the Board with the draft minutes from the December 10, 2019 regular meeting. The Board reviewed them. Mr. Luken moved to approve, and Mr. Muething seconded. Unanimously approved.

PAYMENT OF INVOICES

Mr. Weber, on behalf of Mr. Sylvester, presented to the Board three invoices for payment as follows: (1) an invoice from US Digital Partners, Inc. for the annual charges for maintaining the Board's website and (2) two invoices from RL Banks & Associates for consultant work related to the renegotiation of the lease with Norfolk Southern. Mr. Luken moved to approve all presented invoices. Mr. Mallory seconded. After completion of discussion, the Board unanimously approved.

TERRA PACT CALL UPDATE

Mr. Muething provided an update to the Board on a call that he received from an infrastructure investment firm called Terra Pact. Mr. Muething explained that the firm invests in installation of infrastructure, such as fiber optic cables, in right of ways and was calling to explain the firm's interest in the Cincinnati Southern Railway. Mr.

Muething provided some general information on the existing lease of the Cincinnati Southern Railway to the firm. No further action taken.

TAX CREDIT AGREEMENT UPDATE

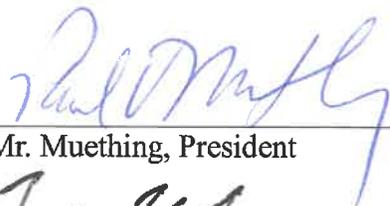
Mr. Weber provided an update to the Board on the recent passage of federal legislation that retroactively approved the extension of the 45(g) federal tax credit from 2018 through 2022. Additionally, Mr. Weber informed the Board that Norfolk Southern has confirmed that their ongoing audit in the State of Kentucky had concluded, so they would soon be releasing payments to the Board pursuant to the Board's tax credit agreements with Norfolk Southern related to the State of Kentucky railroad maintenance tax credit for years 2012, 2013, and 2014. The Board then engaged in a discussion of the existing memorandum of understanding, as amended, with the City of Cincinnati. Mr. Muething proposed approaching the City regarding an amendment to clarify terms of the existing memorandum of understanding. No further action taken.

LEASE RENEGOTIATION UPDATE

Mr. Muething provided an overview to the Board of action since the Board's last meeting related to the ongoing negotiations with Norfolk Southern. Mr. Muething discussed the most recent correspondence and conversations. Bob Dovenberg from BMO Capital Markets called into the meeting to provide an update to the Board on his firm's interactions with Norfolk Southern, their progress on a financial model to inform negotiations, and their next steps. No further action taken.

ADJOURN

Mr. Mallory moved to adjourn. Ms. Murray seconded. Unanimously approved.



Mr. Muething, President



Mr. Weber, Clerk

THE MINUTES OF THE TRUSTEES OF THE CINCINNATI SOUTHERN RAILWAY

June 2, 2020

A regular meeting of the Board of Trustees of the Cincinnati Southern Railway (the "Board") was held on Tuesday, June 2, 2020 at 3 p.m. at the Queen City Club, 331 E. 4th Street, Cincinnati, OH 45202 and online via Webex. Paul Muething, Charlie Luken, and Paul Sylvester were present in-person. Mark Mallory and Amy Murray were present via Webex. William Weber, Assistant City Solicitor, and Tim Riordan, an advisor to the Board, were in attendance in-person as well. Additionally, Kerry Roe of Clark Schaefer Hackett was present via Webex.

APPROVAL OF MINUTES

Mr. Weber presented the Board with the draft minutes from the February 18, 2020 regular meeting. The Board reviewed the minutes, and Mr. Sylvester requested a minor correction. Mr. Luken moved to approve as revised, and Mr. Sylvester seconded. Unanimously approved.

PRESENTATION OF BOARD'S 2019 FINANCIAL STATEMENTS AND APPLYING AGREED-UPON LEASE PROCEDURES

Mr. Roe of Clark Schaefer Hackett then presented the Board's draft 2019 financial statements. Mr. Roe provided a general summary of the contents of the draft statements and Mr. Sylvester provided additional detail on the Board's financial and accounting practices. Additionally, Mr. Roe presented the report on applying the agreed-upon lease procedures, related to the lease of the Cincinnati Southern Railway to a subsidiary of Norfolk Southern. He confirmed that there were no irregularities in 2019. No further action taken.

TREASURER'S REPORT

Mr. Sylvester, presented to the Board three invoices for payment as follows: (1) an invoice from Clark Schaefer Hackett for the charges for completing the Board's 2019 financial statements and the application of agreed-upon lease procedures and (2) two invoices from RL Banks & Associates for consultant work related to the renegotiation of the lease with Norfolk Southern, one for work conducted in January 2020 and one for work conducted in February 2020. Mr. Sylvester highlighted the savings in the Clark Schaefer Hackett services, arising from the more limited scope requested by the Board. Mr. Sylvester moved to approve all presented invoices. Mr. Luken seconded. After completion of discussion, the Board unanimously approved.

Mr. Sylvester then presented to the Board information regarding cash on-hand that the Board has available to meet expenses related to the renegotiation of the lease and highlighted recent payments received by the Board arising from the tax credit agreements with Norfolk Southern. Mr. Sylvester provided the Board with background on a memorandum of understanding executed with the City of Cincinnati that addresses how proceeds of the tax credit agreements are handled and explained why a clarification may be needed. The Board discussed projected expenses related to the renegotiation of the lease and overall timing of such expenses. No further action taken.

LEASE RENEGOTIATION UPDATE

Mr. Muething provided an overview to the Board of action since the Board's last meeting related to the ongoing negotiations with Norfolk Southern. Mr. Muething discussed the most recent correspondence and conversations, including updating the

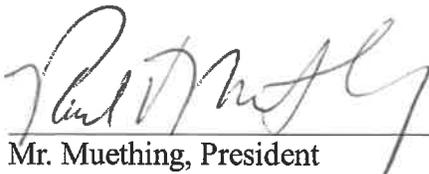
Board on the status of the data request that was sent to Norfolk Southern. No further action taken.

MISCELLANEOUS ADMINISTRATION

The Board briefly discussed arrangements for the next meeting and the impact of COVID-19. Mr. Muething requested that Mr. Weber research options for meeting at other sites. Ms. Murray made a motion to reschedule the Board's scheduled September 15th meeting to 9 a.m. on September 14th to accommodate her travel schedule. Seconded by Mr. Muething. After completion of discussion, the Board unanimously approved.

ADJOURN

Mr. Luken moved to adjourn. Ms. Mallory seconded. Unanimously approved.



Mr. Muething, President



Mr. Weber, Clerk

THE MINUTES OF THE TRUSTEES OF THE CINCINNATI SOUTHERN RAILWAY

September 14, 2020

A regular meeting of the Board of Trustees of the Cincinnati Southern Railway (the "Board") was held on Monday, September 14, 2020 at 9 a.m. at the Queen City Club, 331 E. 4th St, Cincinnati, OH 45202 and online via Webex. Paul Muething and Paul Sylvester were present in-person and Mark Mallory, Charlie Luken, and Amy Murray were present via Webex. Kaitlyn Geiger, Assistant City Solicitor; William Weber, Chief of Staff for the City Manager's Office; John Cranley, Mayor of Cincinnati; Rahiel Michael, Director of Legislative Affairs for the Mayor's Office; and Tim Riordan, an advisor to the Board, were in attendance as well. Additionally, advisors to the Board Shane Furlong, Taylor Marsh, Bob Dovenberg, and Ben Marks from Bank of Montreal were present via Webex.

INTRODUCTIONS

Mr. Weber introduced Kaitlyn Geiger to the Board, who will be stepping into the role of legal counsel and Clerk for the Board from the Law Department of the City of Cincinnati. Mr. Weber explained that he has transitioned to a position in the City Manager's office, but that he will stay engaged with the Board to assist with the renegotiation of the railway lease. No further action.

PRESENTATION TO BOARD BY BANK OF MONTREAL

Mr. Dovenburg made a presentation to the Board detailing progress in discussions with Norfolk Southern regarding the renegotiation of the lease of the Cincinnati Southern Railway. Mr. Dovenburg also provided an overview of the rail sector in general and the state of their analysis of information provided by Norfolk Southern. Mr. Muething and Mr. Cranley both asked Mr. Dovenburg several questions related to process and timing, and the Board held a general discussion of strategy and next steps. No further action taken.

APPROVAL OF MINUTES

Mr. Weber presented the Board with the draft minutes from the June 2, 2020 regular meeting. The Board reviewed them. Mr. Sylvester moved to approve, and Ms. Murray seconded. Unanimously approved.

TREASURER'S REPORT

Mr. Sylvester, presented to the Board two invoices from RL Banks & Associates for consultant work related to the renegotiation of the lease with Norfolk Southern, one for work conducted in June 2020 and one for work conducted in July 2020. Mr. Sylvester moved to approve the presented invoices. Mr. Muething seconded. After completion of discussion, the Board unanimously approved.

Mr. Weber then presented to the Board a proposed amendment to the MOU between the City of Cincinnati and the Board regarding funds arising from certain federal and state tax credits related to maintenance of the railway. The proposed amendment is meant to clarify the terms between the Board and the City regarding timing of payment of such funds and the Board's rights to retain such funds if funds are needed for current expenses of the Board related to renegotiation of the lease of the railway. Mr. Sylvester explained how the proposed amendment would commit the Board to making a payment totaling \$3.1 million to the City with delivery of the Board's 2019 financial statements. Following discussion, Mr. Sylvester made a motion for the Board to authorize the President to enter into an amendment to the MOU with the City on the presented terms or on other terms acceptable to the President. Ms. Murray seconded. The Board unanimously approved. Following approval, Mr. Sylvester made a motion for the Board

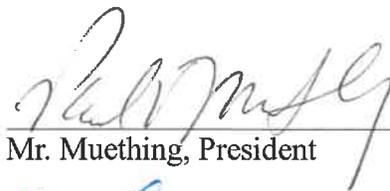
to approve remittance of \$3.1 million dollars to the City, upon execution of the amendment to the MOU. Mr. Muething seconded. The Board unanimously approved.

MISCELLANEOUS ADMINISTRATION

The Board briefly discussed arrangements for the annual meeting with Norfolk Southern. No further action taken.

ADJOURN

Mr. Sylvester moved to adjourn. Mr. Muething seconded. Unanimously approved.



Mr. Muething, President



Ms. Geiger, Clerk

THE MINUTES OF THE TRUSTEES OF THE CINCINNATI SOUTHERN RAILWAY

September 29, 2020

A special meeting of the Board of Trustees of the Cincinnati Southern Railway (the "Board") was held on Tuesday, September 29, 2020 at 3 p.m. online via Webex. Paul Muething, Paul Sylvester, Mark Mallory, and Charlie Luken were present via Webex. Kaitlyn Geiger, Assistant City Solicitor and William Weber, Chief of Staff for the City Manager were in attendance as well. Additionally, David Shelton, Jackie Corletto, Ed Boyle, Mike Wheeler, Karol Lawrence, Michael McClellan, and April Savoy participated as representatives of Norfolk Southern.

INTRODUCTIONS

Mr. Wheeler made general introductory statements, then all Norfolk Southern personnel introduced themselves. The Board and City parties introduced themselves. No further action.

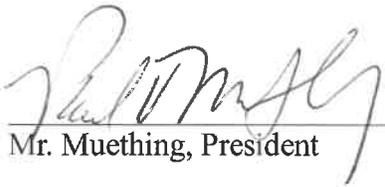
PRESENTATION BY NORFOLK SOUTHERN

Mr. Wheeler began the presentation for Norfolk Southern and provided general information regarding the railway's efforts in making operations more efficient, including the installation of positive train control systems all along the Cincinnati Southern Railway line. Further, Mr. Wheeler detailed the impacts of COVID-19 on operations. Mr. Boyle presented additional information about capital investments that have been made throughout the line and further detailed the positive train control system. Ms. Lawrence explained the extent of operational efficiencies that have been implemented by Norfolk Southern and how these changes have affected train volumes and practices. Ms. Corletto further detailed operational efficiencies and resulting traffic volume impacts and detailed a system-wide real estate divestment strategy that Norfolk Southern has focused on for underutilized or unused real estate assets. Mr. Muething and Mr. Mallory posed several questions to the Norfolk Southern team regarding operations. No further action taken.

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ADJOURN

Meeting adjourned.



Mr. Muething, President



Ms. Geiger, Clerk

THE MINUTES OF THE TRUSTEES OF THE CINCINNATI SOUTHERN RAILWAY

December 8, 2020

A regular meeting of the Board of Trustees of the Cincinnati Southern Railway (the "Board") was held on Tuesday, December 8, 2020 at 3 p.m. at the Queen City Club, 331 E. 4th St, Cincinnati, OH 45202 and online via Webex. Paul Muething and Paul Sylvester were present in-person and Mark Mallory, Charlie Luken, and Amy Murray were present via Webex. Kaitlyn Geiger, Assistant City Solicitor; William Weber, Chief of Staff for the City Manager's Office; and Tim Riordan, an advisor to the Board, were in attendance as well.

APPROVAL OF MINUTES

Mr. Weber presented the Board with the draft minutes from the September 14, 2020 regular meeting and the September 29, 2020 special meeting. The Board reviewed them. Mr. Sylvester moved to approve the September 14th minutes, and Mr. Muething seconded. Unanimously approved. Mr. Luken moved to approve the September 29th minutes, and Mr. Sylvester seconded. Unanimously approved.

UPDATE ON NEGOTIATIONS WITH NORFOLK SOUTHERN

Mr. Muething and Mr. Weber provided the Board an update on recent developments in negotiations with Norfolk Southern regarding a renewal lease of the Cincinnati Southern Railway. Mr. Muething and Mr. Weber presented and detailed a draft term sheet that will be presented to Norfolk and Southern, explaining the thinking and discussions behind material terms. The Board discussed. Prior to completing the discussion, Ms. Murray had to depart the meeting. Following completion of discussion, Mr. Sylvester moved to grant authority for Mr. Muething to finalize and execute necessary documents to send the term sheet, with revisions as discussed, to Norfolk and Southern. Mr. Luken seconded. Unanimously approved.

TREASURER'S REPORT

Mr. Sylvester, presented to the Board three invoices from Stinson LLP for legal work related to the renegotiation of the lease with Norfolk Southern, covering work completed since the Board's last regular meeting in September. Additionally, Mr. Sylvester presented to the Board an invoice for Director and Officer Insurance from Gallagher Risk Management Services. Mr. Sylvester moved to approve the presented invoices. Mr. Luken seconded. After completion of discussion, the Board unanimously approved.

Mr. Weber then presented to the Board the executed amendment to the MOU between the City of Cincinnati and the Board regarding funds arising from certain federal and state tax credits related to maintenance of the railway. No further action taken.

Mr. Weber then presented the Board with two draft agreements from Norfolk Southern to cover the 2020 federal and Kentucky tax credits. After discussion and minor suggested revisions, Mr. Sylvester moved to grant authority to Mr. Muething to execute the discussed agreements, as revised. Mr. Luken seconded. Unanimously approved.

Mr. Sylvester provided the Board with an update on receipt from Norfolk Southern of proceeds from prior year tax credit agreements and a summary of the current state of the Board's finances. No further action taken.

MISCELLANEOUS ADMINISTRATION

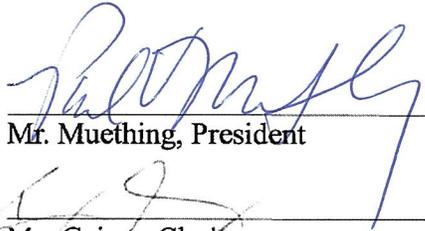
Mr. Weber gave an overview of a potential transaction regarding the sale of certain Board-owned land in Chattanooga. The Board discussed. No further action taken.

The Board discussed scheduling for regular Board meetings in 2021. Mr. Muething moved to approve setting the regular meeting dates as 3 p.m. on the second

Tuesday of the last month in each quarter, subject to adjustment to accommodate Ms. Murray's schedule. Mr. Sylvester seconded. Unanimously approved.

ADJOURN

Mr. Muething moved to adjourn. Mr. Sylvester seconded. Unanimously approved.



Mr. Muething, President



Ms. Geiger, Clerk