UPDATE AND SUMMARY OF DUE DILIGENCE REPORTING:

- Land and Improvement Valuation
- Infrastructure Replacement, Maintenance & Renewal Costs
- Limited Phase 1 Environmental Site Assessment

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Island Corridor Foundation	Connecting Communitie

Introduction

The purpose of this report is to update partner communities on developments relating to the implementation of the Community Model for ownership and management of the E & N Corridor. The report includes information on:

- The incorporation and charitable objects of the Island Corridor Foundation (ICF).
- Submission of documents by the ICF for Canada Customs and Revenue Agency (CCRA) charitable tax status.
- Summary of the results of recent due diligence studies, including:
 - o Valuation of the E&N corridor land and its improvements,
 - Analysis of the costs of E&N Railway infrastructure replacement, maintenance and renewal, and
 - Phase 1 Environmental Assessment.

The Implementation of the Community Model

A model for community ownership of the E & N Rail Corridor was identified through the Vancouver Island Rail Development Initiative sponsored by the Association of Vancouver Island and Coastal Communities, and the Vancouver Island Rail Company. This concept is outlined in greater detail in the Policy Paper *Establishing a Charitable Foundation for the Purpose of Owning and Operating the E & N Railway Corridor*.

Based on the direction provided by the VIRDI process, efforts have been ongoing to take the initial steps to put this model in place.

Background

In spite of a reduced level of service currently being offered on the line, the corridor represents an irreplaceable asset and an invaluable resource to the economic vitality of Vancouver Island communities.

The Corridor is composed of thousands of parcels of land, hundreds of structures and runs within 30 minutes of more than 80% of all Island residents. Preserved and well used, it represents an enormous complementary resource: in the movement of goods and people (potentially reducing financial and carbon costs of an ever-expanding network of highways); in the creation of self-sustaining primary jobs; in the development of unique tourism products and services; and in the provision of a channel for electronic and energy transmission.

The Island Corridor Foundation

The creation of a foundation, including constitution and bylaws, has been ongoing since late summer 2003. The application for federal incorporation of the Island Corridor Foundation (ICF) was submitted in Ottawa at the beginning of November, with notification received shortly thereafter. Documentation supporting a determination of charitable status has also been submitted to CCRA.

The ICF was created for the charitable purposes outlined below. The membership is anticipated to include five Vancouver Island regional districts, and a minimum of five First Nation communities. Through a collaborative process, the following charitable objectives have been identified for the Foundation:

to acquire, preserve and develop for purposes of the Corporation and its objects, but for no other
purposes, the Island Corridor which lies North-South from Victoria to Courtenay and East-West
from Nanaimo to Port Alberni on Vancouver Island, together with ancillary lands, structures and
all other property rights attached thereto (the "Island Corridor") and the infrastructure and other
assets that constitute the E & N Railroad and are located on the Island Corridor (the "Railroad");

- to maintain the continuity of the Island Corridor as a contiguous special use connection for all communities, while respecting and supporting First Nations interests and traditional lands and uses;
- to contribute to safe and environmentally sound passenger and freight rail services along the Railroad:
- to encourage a flexible infrastructure along the Island Corridor which will encourage a wide range of economic and trade activity for the benefit of all communities lying adjacent to the Island Corridor;
- to preserve archaeological resources, historic landmarks, structures, artifacts, and historic routes along the Island Corridor for historical purposes and for ongoing and future use by the community;
- to create trails, parks, gardens, greenways and other public areas for use of members of the public along the length of the Island Corridor;
- to conserve the environmental and spiritual features and functions of the Island Corridor in respect of the land, water and natural resources for the general benefit of the public; and
- to do all such charitable activities which are incidental to and beneficial to the attainment of the purposes stated above.

Negotiations with Rail Operators

The Foundation has always identified the need to establish a partnership with a viable rail operator who would be responsible for the day-to-day operations of the corridor. When the concept of the community control model was developed, it was anticipated that this operational partnership would include the Vancouver Island Rail Company (VIRC). Much of the preparatory work leading to the establishment of the community model - including the entire due diligence work summarized below - was coordinated by VIRC.

On January 21, 2004, VIRC notified the Foundation that it would no longer be able to proceed with its plans to develop a business model as a consolidator of rail services for the corridor.

This announcement was followed by an informational update from E&N Railway (1998) indicating its interest in remaining on Vancouver Island as the rail operator on this corridor.

The foundation's discussions with ENR and VIRC are ongoing and there is a high degree of confidence that a successful lease agreement can be concluded.

Due Diligence¹

To provide the basis for the Canadian Pacifir Railway's donation of its property and improvements to the Foundation, an appraisal was recently completed. Related to the valuation of these assets, a due diligence program was prepared which included input from the following consultants:

- Woodburn Management Ltd. (Victoria) coordination and management.
- IBI Group (Calgary) primary consultant and author of the valuation, compiling information from other team members. The IBI Group is an international firm with a depth of experience on linear evaluations of corridors. It completed the evaluations for many of the major sections of the Trans-Canada Trail.
- Earth Tech Canada Inc. (Edmonton) reviewed geology/geotechnical conditions along the ROW, and some associated track improvements.
- A&B Rail Services Ltd. reviewed condition of track (rails, ties and ballast).
- Quality Signal Construction (California)— evaluated railroad signal system.
- McLeman Bridge and Structures Consulting Ltd. assessed bridges, culverts and the one tunnel.
- Jacques Whitford Environment Ltd. (Burnaby) environmental assessment for contaminants.

Context

The extent of the gift being considered includes the 223 km (134 miles) of rail right of way (ROW) that extends from Victoria to Nanaimo and Parksville to Courtenay. It excludes the portion owned by Rail America from Nanaimo to Parksville and Parksville to Port Alberni, but does include the ROW to Lake Cowichan.

The preparation of due diligence and valuation material is based on the following general assumption about future operations:

- The existing type of use and rail operations continues.
- The corridor, infrastructure and stations is gifted by CPR for a charitable tax receipt.
- The lease with Rail America is assigned to the ICF.
- Local management, investment and decision making related to rail operations is increased.
- A new operational strategy is required by the operator including a freight strategy, passenger strategy and capital plan.

The valuation consists of separate land valuation and improvements valuation. It does not include the value of timber in the ROW, the station building values, and the GAP leases or the reservation leases. These may be covered in further independent valuations.

Land Valuation

A corridor is a long narrow strip of land that is unique from a valuation perspective because of its function in connecting two or more points together with resulting social and economic benefits. As such, the value of the assembled parcels of land exceeds the sum of the values of the individual parcels because of the improved utility created by a continuous corridor. This assembly transforms the initial land uses (which may have been agricultural, commercial, residential, etc.) into a new "highest and best use" corridor.

¹ The complete analysis of a business to assist a buyer or investor in making decisions about the purchase, including, but not limited to: review of corporate records, agreements, financing arrangements, employment issues, insurance information, legal matters, liens, environmental condition, etc.

The "Across the Fence" (ATF) valuation approach was used to determine the land value. The premise of the ATF approach is that properties on both sides of the ROW have similar physical attributes, and are assumed to be a reasonable approximation of the highest and best use of the land at each location if it wasn't part of a transportation corridor. As such, the ATF values are based on the land value of each discrete section of adjacent ROW land.

The total ROW area subject to the valuation is 1610 acres (652 ha). To calculate the ATF values:

- The length of the ROW was inspected to identify condition and use of the ROW and adjacent lands.
- Title record plans, land title abstracts for the ROW and land survey plans for each individual ROW parcel were provided by CPR. 2640 separate ROW title records were used to calculate the ATF.
- Aerial photography, GIS mapping and municipal/regional district cadastral mapping were compiled.
- Information for each parcel was compiled from the BC Assessment Roll.
- A "market change" adjustment was calculated to adjust 2003 Assessment Roll values (which are based on mid-2002 values) to represent values inflated to December 31, 2003.

In total, some 2600 adjacent properties comprising 66,000 acres with a land value of \$530 million were identified, mapped and evaluated, representing a 95% coverage of the ATF properties associated with the ROW lands. This level of coverage is thorough and yields a reliable, conservative valuation result.

The results are summarized in Table 1. The total ROW parcel land ATF value was estimated at \$79,754,000.

Esquimalt & Nanaimo Railway Corridor Property Summaries			Across the Fence (ATF) Property Summaries				
Location	Acreage	ROW parcel land value	Average of ROW parcel \$ per SF	Number of ATF properties	Total acreage of ATF properties	Total land value of ATF properties	Average land value per acre of ATF properties
Victoria - Nanaimo	814.195	\$61,089,000	\$4.11	1,530	54,817.212	\$421,050,806	\$178,975
Parksville - Courtenay	578.619	\$15,162,000	\$1.18	916	8,869.584	\$101,685,673	\$51,250
Subtotal - Victoria Subdivision	1,392.814	\$76,251,000	\$3.34	2,446	63,686.796	\$522,736,480	\$145,398
Lake Cowichan Subdivision	217.392	\$3,503,000	\$1.07	191	2,371.240	\$13,064,442	\$46,490
Total	1,610.206	\$79,754,000		2,637	66,058.036	\$535,800,921	
Average per ROW parcel	6.881	\$340,829	\$2.95	11 -	282.299	\$2,289,748	\$128,491

Table 1: Land ATF Valuation Summary (from IBI Group, 2004: 9+)

In addition, a "corridor enhancement factor" (CEF) was applied, which is a multiplier representing the premium value, or the added benefits of using the assembled parcels as a corridor, over the ATF land values. CEF's are based on sales of existing railroad corridors in North America to buyers who would use the corridor for continued transportation purposes. A total of 8 comparable corridor sale transactions were examined, resulting in an average corridor enhancement factor of 1.57, which was applied to the south end of the ROW (Victoria-Nanaimo). A more conservative CEF of 1.33 was applied to the Lake Cowichan and north end ROW (Parksville-Courtenay).

Multiplying each section by the applicable CEF yielded:

•	Total land value	\$120,740,000.
•	Duncan/Lake Cowichan ROW corridor	\$4,660,000
•	Parksville/Courtenay ROW corridor	\$20,170,000
•	Victoria/Nanaimo ROW corridor	\$95,910,000

Improvements Valuation

Improvements on the ROW are those components that support its use as a contiguous transportation corridor, and include grade works, rail beds, rail ballast, ties, rails, bridges, crossings and signals, culverts

and tunnels. Improvements on the Victoria-Courtenay section only were evaluated, as virtually all such improvements have been removed from the Cowichan Lake section were removed when the line was decommissioned in 1990. Buildings, timber, lease revenues and rolling stock are excluded from this improvement valuation.

A "depreciated cost approach" was used, whereby the current value of the improvement is calculated as today's cost to reproduce or replace the asset, less the accrued physical depreciation, or "wear", from all sources. Depreciation represents the decline in utility of the improvement based on its current condition. The specific calculation of current value is current replacement or reproduction value multiplied by the remaining useful life of the improvement and divided by the useful life of the improvement when new.

Four classes of improvements were assessed by the appropriate consulting experts. Table 2 summarizes the findings regarding replacement and repair costs along with depreciation and current value, followed by specific notes regarding methods for determining estimates in each of the four classes.

The total improvements value is \$60,790,000.

Improvements - Victoria Subdivision Only Item Replacement Cost Repair Cost Depreciation Current Value Major structures \$58,149,000 \$3,801,000 \$38,340,000 \$16,010,000 Culverts \$11,817,000 \$43,000 \$7,018,000 \$4,760,000 Track and associated items \$67,944,000 \$31,500,000 included in repairs \$36,440,000 Signals not available not available not available \$3,580,000 Total \$137,910,000 \$35,344,000 \$45,358,000 \$60,790,000

Table 2: Improvement Valuation Summary (from IBI Group, 2004: 15+)

Major structures: McLernan Bridge & Structures Consulting assessed the 42 bridges and one tunnel found in the Victoria-Courtenay section. Replacement cost estimates were based on replacing existing structures with ones of comparable quality using current technology. Remaining lifespan was generally expressed as a range of years, in which case the most conservation value was selected for purposes of valuing the structure (IBI Group, 2004).

Culverts: The 634 culverts in the Victoria-Courtenay section were also assessed by McLernan. Assuming a conservative lifespan of 50 years for a new culvert, current values were estimated as a product of the replacement cost and the % total lifespan remaining less the repair cost estimate.

Track and associated items: 119 miles (about 200 km) of track and associated infrastructure were assessed by A & B Rail Services Ltd. and Earth Tech Canada Inc. The values reflect estimated costs to replace and repair gradeworks (including rock stabilization), track rails, ties (70% softwood, 30% hardwood), tie plates, rail anchors, ballast (gravel rail bed), and the 106 highway and public road crossings (average 30 ft. road surface and 50 ft. total upgrade area).

Signals: Quality Signals assessed 62 signal locations. Current values were depreciated from new values to reflect age, physical condition, and complexity of the equipment and intersection.

Total Land and Improvements Valuation

Land valuation: \$120,740,000 Improvements valuation: 60,790,000 **Total:** \$181,530,000

Infrastructure Replacement, Maintenance and Renewal Costs

These costs were investigated as part of the ICF's due diligence investigation. The findings are summarized in the following sections. Table 3 provides a summary of recommended annual costs for infrastructure replacement, maintenance and renewal prepared by Woodburn Management Ltd (2004).

Current Conditions – Mitigative Measures

Earth Tech (2003: E-2) characterized the E&N Railway as "a well built and well maintained railway which has received limited capital and maintenance expenditures in recent years". It indicated that the track in the Victoria-Nanaimo and Parksville-Courtenay sections can sustain current traffic weights and levels provided that concerns regarding unstable rock slopes, defective ties and vegetation in the ballast sections are addressed.

Geotechnical Concerns: Unstable rock slopes above the track are of concern in several sections, notably between Miles 10 and 17 (Langford to Malahat) and Miles 20 and 26 (Malahat to Shawnigan). Rock slope maintenance has been deferred in recent years. Hence, a rock cut/slope stabilization program is recommended. A preliminary cost of \$300,000 is estimated for Year 1, and an annual maintenance budget thereafter of \$10,000 for slope scaling (Earth Tech, 2003).

Spot Tie Renewal: There are 119 miles (200 km) of track with an average 2700 ties/mile, for a total of about 321,300 ties. The most prevalent tie defect appears to be decay due to high moisture content in the ballast section. A 5-year tie renewal program is recommended at an annual cost of \$230,000/year (Earth Tech, 2003).

Vegetation Control: Excessive vegetation growth has weakened the track structure by promoting tie decay due to poor drainage. Vegetation also reduces the ability of the ballast to hold the track in alignment longitudinally and transversely, and could impair the ability of railroad personnel and equipment to inspect the track.

According to Earth Tech (2003), about 100 miles of track require herbicide treatment. A preliminary (Year 1) cost estimate to treat the track ballast with Roundup is \$200,000, which includes an estimated cost of \$100,000 for development, preparation and obtaining approval of an Integrated Vegetation Management Plan, which is required under provincial pest control legislation. After Year 1, management and control measures are estimated to \$5,000 and \$10,000/year in alternate years (Earth Tech, 2003).²

Long-term Rail Maintenance and Replacement

A & B Rail Contractors Ltd. (2003b) estimated the effective life of the existing rail to be approximately 60 years. The company recommended that 2.38 miles of track be replaced each year to ensure 100% replacement over that 60-year cycle, at a cost of \$300,000/year.

Signals and Crossings

Each of 62 crossing signals were evaluated by Quality Signals and their condition rated as:

- Good (4) equipment is new or near new, well maintained with modern electronics.
- Fair (54) equipment shows signs of age, normal wear and tear; electronics are of varying vintages and may be difficult to upgrade; overall crossing equipment is adequate for the needs of the intersection.
- Poor (1) equipment showing signs of age (e.g., rust) or damage; needs maintenance and repair; electronics are still operational but outdated and may not be replaceable.

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² While herbicide spraying is recommended by Earth Tech (2003) as the most economical means; environmental considerations and community opposition may suggest investigating other methods of vegetation control.

Annual service and maintenance was estimated at \$200,000 and an annual capital budget for replacement is estimated at \$20,000 (Woodburn, 2004).

Bridges and Structures

Most of the 42 bridges on the line have under 50 years of useful life left (Woodburn, 2004). Based on the assessment by McLernan Bridge and Structures Consulting, a priority maintenance schedule is suggested costing \$240,000/year for priority items and \$180K/year for phase 2 items (Woodburn, 2004).

Culverts

A 5 year maintenance and repair/replacement program for the 634 culverts in the Victoria-Courtenay section is estimated to cost \$60,000/year (Woodburn, 2004).

Table 3: Recommended Annual Costs Summary (Woodburn, 2004)

ITEM	Year 1	Year 2	Year 3	Year 4	Year 5
Rock Stabilization (Earth Tech, 2003)	\$300,000	\$10,000	\$10,000	\$10,000	\$10,000
Spot Tie repair (Earth Tech, 2003)	\$230,000	\$230,000	\$230,000	\$230,000	\$230,000
Vegetation mgmt. (Earth Tech, 2003)	\$200,000	\$10,000	\$10,000	\$10,000	\$10,000
Track replacement (A & B Rail, 2003b)	\$300,000	\$300,000	\$300,000	\$300,000	\$300,000
Crossings & signals (Woodburn, 2004)	\$220,000	\$220,000	\$220,000	\$220,000	\$220,000
Bridges – priority (Woodburn, 2004)	\$240,000	\$240,000	\$240,000	\$240,000	\$240,000
Bridges - phase 2 (Woodburn, 2004)	\$180,000	\$180,000	\$180,000	\$180,000	\$180,000
Culverts (Woodburn, 2004)	\$60,000	\$60,000	\$60,000	\$60,000	\$60,000
Capital (Woodburn, 2004)	?	?	?	?	?
TOTAL	\$1,730,000	\$1,250,000	\$1,250,000	\$1,250,000	\$1,250,000

Environmental Assessment

Jacques Whitford Consultants conducted a Phase 1 Environmental Assessment of the ROW to identify any potential contaminants or contaminant sources based on historic activities and adjacent land uses, and to identify the need for further more detailed investigation. Investigations focused on 14 areas and rail station buildings where one or more potentially hazardous activities – such as fuel storage and handling, engine repair, chemical loading and transport, creosote usage, lead-acid battery (switchboxes) storage and handling, and debris disposal – may have occurred.

On-site APECs: 18 on-site (within the ROW) "areas of potential environmental concern" (APECs) were identified that contained potential contaminant sources typical of railway operations. These included:

- Above-ground fuel storage tanks (ASTs) at Nanaimo and Courtenay stations.
- Unauthorized (non-hazardous) debris disposal at several sites no hazardous waste generation or storage was observed.
- Three recorded spills: Fanny Bay (1995), Courtenay (1999), Ladysmith (2003).
- Stained ballast observed at Victoria, Nanaimo and Courtenay stations.

Of these 18, four are considered to present a "moderate" level of concern, with the remainder presenting "low" levels of concern. For the 4 sites of moderate concern, a more detailed Phase 2 assessment is recommended. For the sites of low concern, further investigation is suggested if the land use changes.

Off-site APECs: 22 off-site APECs were identified; i.e., adjacent properties that could pose an environmental hazard to the ROW lands (e.g., gas stations, plating facility, roofing operation). All are considered to present a low level of concern. Potential environmental liability is the responsibility of the respective owners of these properties.

Station Buildings: There exists a potential for asbestos-containing materials (ACMs), polychlorinated biphenyls (PCBs), urea formaldehyde foam insulation (UFFI), lead, and ozone depleting substances (ODS) based on the age of these buildings, though none were confirmed to contain these materials. If renovations or demolition is conducted, a detailed survey and appropriate handling measures are recommended.

Conclusions

- Total value of property and infrastructure = \$181.53 million.
- Risks include:
 - o Operation and maintenance.
 - Capital funding needs.
 - o Environmental concerns.
 - Administration costs.
- Benefits include:
 - o Assets will be gifted.
 - o Local ownership and control
 - New rail services offered.
 - Assembly of lands
 - Opportunity to develop stations and other properties connected to ROW.
 - o Collateral benefits of the ROW for other linear services and pedestrian/cycling use.

Next Steps

Prepare ICF Business Plan

A great deal of preliminary work has been undertaken toward the preparation of a business plan for the foundation. Funding sources have been identified which will support the development of this plan, and it is anticipated that this work would be completed prior to the conclusion of final negotiations regarding the transfer of assets and rail operational agreements.

Negotiatie Asset Purchase and Donation Agreement

Discussions are ongoing with CPR The foundation has identified a negotiating committee and expects to meet with CPR on February 26^{th} to define terms.

Develop business agreements with Rail Operator

Discussions have been initiated with the current operator.

Station and Property Development

Discussions in this area are preliminary. Through the earlier involvement of VIRC, development interest has been identified for 2 properties that are not currently included in the donation negotiations with the foundation. Purchase options for the Wellcox yard in Nanaimo and the Songhees yard in Victoria have been discussed between CPR and VIRC.

Additional development interest is identified for both developed and future station sites. The foundation has identified that these properties and development opportunities should be included as part of the gift to the foundation.

References

A & B Rail Services Ltd. (W. Tavares), 2003A. Letter to P. Daniel, Vancouver Island Railway, November 19, 2003.

A & B Rail Services Ltd. (W. Tavares), 2003B. Letter to P. Daniel, Vancouver Island Railway, December 18, 2003.

Earth Tech Canada Inc., 2003. Track and Geotechnical Conditions Esquimalt and Nanaimo Railway Assessment Report.

IBI Group, 2004. E&N Railway Valuation Study Vol.1 – Valuation Summary Report.

Jacques Whitford Environment Ltd., 2003. Limited Phase 1 Environmental Site Assessment – Esquimalt & Nanaimo Railway Portion of the Victoria Subdivision and the Abandoned Lake Cowichan Subdivision, Vancouver Island, B.C. For Vancouver Island Railway. December 18, 2003.

Jacques Whitford Environment Ltd., 2004. Limited Phase 1 ESA – Esquimalt & Nanaimo Railway 2003. Slide Presentation.

McLernan Bridge & Structures Consulting, 2003. Bridge and Culvert Inspection Report E&N Railway for Vancouver Island Railway. November, 2003.

Quality Signal Construction, Inc., 2003. E & N Railway Signal Evaluation.

Woodburn Management Ltd., 2004. Island Corridor Foundation – E&N Railway Infrastructure Replacement Costs, Maintenance and Renewal; E&N Railway Land and Improvement Valuation. Slide presentation by P. Daniels, January 2004.

Additional Background

Substantial work has been completed on this project and a great deal of supporting documentation is already in place. Some of these documents are listed below and copies of this supporting material can be made available upon request:

Urban Transportation Showcase Project - Expression of Interest, City of Nanaimo, 2001

The Benefits and challenges of A partnership for Greater Community Control of the E&N Transportation Corridor, Vancouver Island Rail Development Initiative, August 2002

The Future of Rail on Vancouver Island, Volume 1, Vancouver Island Rail Development Initiative, Industrial Adjustment Service Committee, Western Economic Diversification, December 2002

Draft Status Report on the Implementation of the Community Partnership Model, June 2003

Establishing a Charitable Foundation for the Purpose of Owning and Operating the E&N Railway Corridor, Vancouver Island Railway Co., July 2003

Taxation Issues Affecting the Vancouver Island Railway, Vancouver Island Railway Co., July 2003

Railway Stations and Historic Structures on the Vancouver Island Railway, Vancouver Island Railway Co., July 2003

Regulations on Discontinuance Affecting the Vancouver Island Railway, Vancouver Island Railway Co., July 2003

The Management of Infrastructure on the Vancouver Island Railway, Vancouver Island Railway Co., July 2003