

Alan G. Rosenbloom

608 Northlawn Drive Lancaster, Pennsylvania 17603 • alanrosenbloom608@gmail.com

October 23, 2008

Mr. John A. Fry
President
Franklin & Marshall College
P.O. Box 3003
Lancaster, PA 17604

Re: Proposed Relocation of Dillerville Rail Yard in Lancaster County

Dear President Fry:

I am a resident of Lancaster County and East Hempfield Township, and I am writing to you in your capacity as a member of the Board of Trustees at Franklin and Marshall College to express my deep concerns regarding the proposed relocation and substantial expansion of the Dillerville Rail Yard switching station, which has been spearheaded by F&M. While I am writing on my own behalf, please be assured that many members of the local community share my concerns.

At the outset, please understand that I am not opposed to moving the rail yard, and may even be persuaded that the proposed location – which is within a mile of my home - is acceptable. After considered reflection on the facts, however, I do not believe that the project's sponsors – Franklin and Marshall, Lancaster General Hospital and Norfolk Southern – have been forthright with the community or with regulatory agencies.

As part of the project, the sponsors propose partially excavating an old dump, a portion of which is known as the former Lancaster Brickyard. The sponsors – specifically including Franklin and Marshall - have claimed in various filings with the Pennsylvania Department of Environmental Resources (DEP) and the Federal Highway Administration that dumping ended at the Brickyard in 1962. Documents recently released by the Environmental Protection Agency in response to a Freedom of Information Act request, however, contain eyewitness accounts of representatives from Franklin and Marshall dumping debris at the Brickyard as late as 1987. If dumping occurred after 1980, the project is not eligible for cleanup liability protection under Pennsylvania state law, an outcome that obviously would change the calculus of decision regarding the value of the project.

In addition, the project sponsors did not disclose in relevant filings that there is a potential risk of public exposure to friable asbestos (i.e., the airborne form of asbestos that causes potentially fatal illnesses). In April 2008, a local community group provided historic evidence that asbestos-backed flooring material had been dumped at the site. Only then did the sponsors conduct a cursory site analysis regarding asbestos. The analysis included only 12 samples from the site, *one-twentieth the number of samples DEP typically would require*. According to at least one expert, the remediation

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method the sponsors have said they will use – double-bagging potentially hazardous rolls of flooring material, typically is not an effective way to remediate this type of potential exposure.

The DEP review process also requires adequate public input. As you probably know, Franklin and Marshall co-hosted a series of “parlor meetings” in individual homes, as well as a community meeting on June 19, 2008. I was never invited to any parlor meetings. I did attend the June 19 meeting. None of the studies or analyses undertaken regarding the project was made available to the public in advance of the meeting, and only summary information was presented at the meeting. Slowly over the past four months the sponsors – led by Franklin and Marshall – have released some of the underlying materials. Potentially significant reports and analyses, however, remain to be released. I do not understand how the public could ask meaningful and probing questions on June 19 when no studies supporting the general assertions were available to the public prior to the meeting and only incomplete details have emerged to date.

Given these facts, it is astonishing that DEP approved the proposed project on October 3. It is very troubling that DEP and federal officials have been participating along with the sponsors in routine “team meetings” concerning the project, including prior review of materials the sponsors prepared for use at the June 19 meeting. It is very difficult for me to understand how the same regulators who are supposed to evaluate the sufficiency of public notice and consider public comments could provide such an objective evaluation when they have served as informal consultants to the project sponsors. This cozy relationship offers a dismaying explanation for DEP’s decision, which is based on glaringly inadequate information and public input.

The sponsors similarly have not proven their assertions of public benefit from the project. The purported public benefit, a claimed reduction in truck traffic and air pollution, is an assertion based on no identified research or data. When pressed for studies underlying their assertion that truck traffic would be reduced, none of the project sponsors or their consultants have been able to produce any documentation to support the claim. The sponsors have acknowledged that, during clean up and development, more than 140 trucks would run to and from the site six days per week, 11 hours per day for six to eight months. Thereafter, the increased traffic, congestion and noise from more than seven times the train tracks than at the current site seem likely to outweigh any alleged benefit, particularly when the new site abuts several residential neighborhoods while the old site is in an industrial zone.

In addition, the sponsors have acknowledged that hazardous materials would be sent through the rail yard, but publicly stated that they could not disclose any information whatsoever concerning the frequency with which such materials would travel through the new rail yard, what the shipments would contain, what threats the materials posed to the community or what plans would be in place to manage any release of toxic or hazardous materials, all in the name of homeland security. Such risks raise additional questions regarding the wisdom of relocating the rail yard into residential communities.

Members of the community have proposed alternative sites, which appear to have been rejected by the sponsors with less than a perfunctory review, much less an objective attempt to balance community concerns against the needs of the college. We simply do not understand why the only viable location

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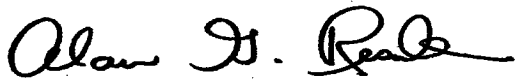
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is one that abuts several residential communities and requires partial excavation of an old dump containing potentially hazardous materials.

Given Franklin and Marshall's stated commitment to serving the needs of the local community as well as its own self-interest, its behavior as one of the project sponsors has been deeply disheartening. Under these circumstances - - insufficient public disclosure, inadequate investigation of potential risks and resultant uncertainty of remediation plans, potential community exposure to hazardous materials and undue government participation in project development - - I urge you, in the exercise of your fiduciary obligations as a Trustee and simply as a matter of basic fairness, to reconsider the project as it is currently contemplated, and demand complete public disclosure and an objective evaluation of alternatives before proceeding.

I look forward to hearing from you promptly concerning this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alan G. Rosenbloom". The signature is fluid and cursive, with a long horizontal stroke at the end.

Alan G. Rosenbloom