



State of West Virginia  
 Department of Administration  
 Purchasing Division  
 2019 Washington Street East  
 Post Office Box 50130  
 Charleston, WV 25305-0130

# Request for Quotation

RFQ NUMBER
RMA12006

PAGE
1

ADDRESS CORRESPONDENCE TO ATTENTION OF:
FRANK WHITTAKER 304-558-2316

VENDOR

\*423134415 330-538-2261  
 RAILWORKS RAILCORP  
 1550 NORTH BAILEY ROAD  
 NORTH JACKSON OH 44451

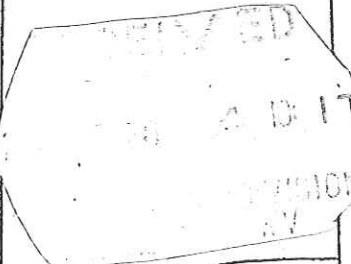
SHIP TO

WV STATE RAIL AUTHORITY  
 (DBA) SOUTH BRANCH VALLEY  
 RAILROAD  
 120 WATER PLANT DRIVE  
 MOOREFIELD, WV  
 26836 304-538-2305

DATE PRINTED	TERMS OF SALE	SHIP VIA	F.O.B.	FREIGHT TERMS
08/17/2011				

BID OPENING DATE: 09/20/2011 BID OPENING TIME 01:30PM

LINE	QUANTITY	UOP	CAT NO.	ITEM NUMBER	UNIT PRICE	AMOUNT
0001	1	EA		550-70	\$ 823,427 <sup>00</sup>	\$ 823,427 <sup>00</sup>
<p>CROSSITE REPLACEMENT, SURFACTING, REGULATING</p> <p>THE WEST VIRGINIA PURCHASING DIVISION, FOR THE AGENCY, THE WEST VIRGINIA STATE RAIL AUTHORITY, IS SOLICITING BIDS FROM RESPONSIBLE VENDORS FOR CROSS TIE REPLACEMENT, SURFACTING, REGULATING, WELDING OF RAIL JOINTS, COLVERT INSTALLATION, INSTALLATION OF A SIDING AND REPLACING RAIL ON THE WEST VIRGINIA CENTRAL RAILROAD (WVCR) PER THE ATTACHED SPECIFICATIONS.</p> <p>ALL TECHNICAL QUESTIONS MUST BE SUBMITTED IN WRITING TO FRANK WHITTAKER IN THE WV PURCHASING DIVISION VIA EMAIL AT FRANK.M.WHITTAKER@WV.GOV OF VIA FAX AT 304-558-4115 DEADLINE FOR TECHNICAL QUESTIONS IS 08/30/2011 AT 4:00 PM. ALL TECHNICAL QUESTIONS WILL BE ADDRESSED BY ADDENDUM AFTER THE DEADLINE.</p> <p>EXHIBIT 5</p> <p>WEST VIRGINIA CODE 21-1D-5 PROVIDES THAT: ANY SOLICITATION FOR A PUBLIC IMPROVEMENT CONSTRUCTION CONTRACT REQUIRES EACH VENDOR THAT SUBMITS A BID FOR THE WORK TO SUBMIT AT THE SAME TIME AN AFFIDAVIT OF COMPLIANCE WITH THE BID. THE ENCLOSED DRUG-FREE WORKPLACE AFFIDAVIT MUST BE SIGNED AND SUBMITTED WITH THE BID AS EVIDENCE OF THE VENDOR'S COMPLIANCE WITH THE PROVISIONS OF ARTICLE 1D, CHAPTER 21 OF THE WEST VIRGINIA CODE. FAILURE TO SUBMIT THE SIGNED DRUG-FREE WORKPLACE AFFIDAVIT WITH THE BID SHALL RESULT IN DISQUALIFICATION OF SUCH BID.</p>						



SEE REVERSE SIDE FOR TERMS AND CONDITIONS

SIGNATURE	TELEPHONE	DATE
<i>[Signature]</i>	770 740 0284	19 SEP 11
TITLE	FEN	ADDRESS CHANGES TO BE NOTED ABOVE
ESTIMATOR	41-1522172	

WHEN RESPONDING TO RFQ, INSERT NAME AND ADDRESS IN SPACE ABOVE LABELED 'VENDOR'



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<p><b>NOTICE TO PROCEED:</b> THIS CONTRACT IS TO BE PERFORMED WITHIN XXXX CALENDAR DAYS AFTER THE NOTICE TO PROCEED IS RECEIVED. UNLESS OTHERWISE SPECIFIED, THE FULLY EXECUTED PURCHASE ORDER WILL BE CONSIDERED NOTICE TO PROCEED.</p> <p><b>CANCELLATION:</b> THE DIRECTOR OF PURCHASING RESERVES THE RIGHT TO CANCEL THIS CONTRACT IMMEDIATELY UPON WRITTEN NOTICE TO THE VENDOR IF THE MATERIALS OR WORKMANSHIP SUPPLIED ARE OF AN INFERIOR QUALITY OR DO NOT CONFORM WITH THE SPECIFICATIONS OF THE BID AND CONTRACT HERE IN.</p> <p><b>WAGE RATES:</b> THE CONTRACTOR OR SUBCONTRACTOR SHALL PAY THE HIGHER OF THE U.S. DEPARTMENT OF LABOR MINIMUM WAGE RATES AS ESTABLISHED FOR EACH COUNTY PURSUANT TO WEST VIRGINIA CODE 21-5A, ET, SEQ. (PREVAILING WAGE RATES APPLY TO THIS PROJECT)</p> <p><b>ARBITRATION:</b> ANY REFERENCES MADE TO ARBITRATION OR INTEREST FOR PAYMENTS DUE (EXCEPT FOR ANY INTEREST REQUIRED BY STATE LAW) CONTAINED IN THIS CONTRACT OR IN ANY AMERICAN INSTITUTE OF ARCHITECTS DOCUMENTS PERTAINING TO THIS CONTRACT ARE HEREBY DELETED.</p> <p><b>WORKERS' COMPENSATION:</b> VENDOR IS REQUIRED TO PROVIDE A CERTIFICATE FROM WORKERS' COMPENSATION IF SUCCESSFUL.</p> <p>ALL OF THE ITEMS CHECKED BELOW WILL BE A REQUIREMENT OF THIS CONTRACT:</p> <p>(XX) <b>INSURANCE:</b> SUCCESSFUL VENDOR SHALL FURNISH PROOF OF COMMERCIAL GENERAL LIABILITY INSURANCE PRIOR TO ISSUANCE OF CONTRACT. UNLESS OTHERWISE SPECIFIED IN THE BID DOCUMENTS, THE MINIMUM AMOUNT OF INSURANCE COVERAGE REQUIRED IS \$250,000.</p>						

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				<p>( ) BUILDERS RISK INSURANCE: SUCCESSFUL VENDOR SHALL FURNISH PROOF OF BUILDERS RISK - ALL RISK INSURANCE IN AN AMOUNT EQUAL TO 100% OF THE AMOUNT OF THE CONTRACT.</p> <p>(XX) BONDS: FIVE PERCENT (5%) OF THE TOTAL AMOUNT OF THE BID PAYABLE TO THE STATE OF WEST VIRGINIA, SHALL BE SUBMITTED WITH EACH BID AS A BID BOND. THE SUCCESSFUL BIDDER SHALL ALSO FURNISH A PERFORMANCE BOND AND LABOR/MATERIAL BOND FOR 100% OF THE AMOUNT OF THE CONTRACT. BONDS MAY BE PROVIDED IN THE FORM OF A CERTIFIED CHECK, IRREVOCABLE LETTER OF CREDIT, OR BOND FURNISHED BY A SOLVENT SURETY COMPANY AUTHORIZED TO DO BUSINESS IN THE STATE OF WEST VIRGINIA. A LETTER OF CREDIT SUBMITTED IN LIEU OF A BOND WILL ONLY BE ALLOWED FOR PROJECTS UNDER \$100,000. PERSONAL OR BUSINESS CHECKS ARE NOT ACCEPTABLE IN LIEU OF THE 5% BID BOND, PERFORMANCE BOND, OR LABOR AND MATERIAL BOND.</p> <p>( ) MAINTENANCE BOND: A TWO (2) YEAR MAINTENANCE BOND COVERING THE ROOFING SYSTEM WILL BE A REQUIREMENT OF THE SUCCESSFUL VENDOR.</p> <p>REV. 11/00</p> <p>EXHIBIT 7</p> <p>DOMESTIC ALUMINUM, GLASS &amp; STEEL IN PUBLIC WORKS PROJECTS</p> <p>IN ACCORDANCE WITH WEST VIRGINIA CODE 5-19-1 ET., SEQ., EVERY CONTRACT FOR CONSTRUCTION, RECONSTRUCTION, ALTERATION, REPAIR, IMPROVEMENT OR MAINTENANCE OF PUBLIC WORKS, WHERE THE COST IS MORE THAN \$50,000 AND, IN THE CASE OF STEEL ONLY, WHERE THE COST OF STEEL IS</p>		

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SIGNATURE 	TELEPHONE <b>770 740 0284</b>	DATE <b>19 SEP 11</b>
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VENDOR TO

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LINE	QUANTITY	UOP	CAT. NO.	ITEM NUMBER	UNIT PRICE	AMOUNT
<p>MORE THAN \$50,000 OR WHERE MORE THAN 10,000 POUNDS OF STEEL ARE REQUIRED, THE STATE WILL ACCEPT ONLY ALUMINUM GLASS, OR STEEL PRODUCTS PRODUCED IN THE UNITED STATES. IN ADDITION, ITEMS OF MACHINERY OR EQUIPMENT PURCHASED FOR USE AT THE SITE OF PUBLIC WORKS SHALL BE MADE OF DOMESTIC ALUMINUM, GLASS OR STEEL, UNLESS THE COST OF THE PRODUCT IS LESS THAN \$50,000 OR LESS THAN 10,000 POUNDS OF STEEL ARE USED IN PUBLIC WORKS PROJECTS.</p> <p>FOREIGN MADE ALUMINUM, GLASS OR STEEL PRODUCTS MAY BE ACCEPTED ONLY IF THE COST OF DOMESTIC PRODUCTS IS FOUND TO BE UNREASONABLE. SUCH COST IS UNREASONABLE IF IT IS 20% OR MORE HIGHER THAN THE BID PRICE FOR FOREIGN MADE PRODUCTS. IF THE DOMESTIC ALUMINUM, GLASS OR STEEL PRODUCTS TO BE SUPPLIED OR PRODUCED IN A "SUBSTANTIAL LABOR SURPLUS AREA", AS DEFINED BY THE UNITED STATES DEPARTMENT OF LABOR, FOREIGN PRODUCTS MAY BE SUPPLIED ONLY IF DOMESTIC PRODUCTS ARE 30% OR MORE HIGHER IN PRICE THAN THE FOREIGN MADE PRODUCTS.</p> <p>IF, PRIOR TO THE AWARD OF A CONTRACT UNDER THE ABOVE PROVISIONS, THE SPENDING OFFICER OF THE SPENDING UNIT DETERMINES THAT THERE EXISTS A BID FOR LIKE FOREIGN ALUMINUM, GLASS OR STEEL THAT IS REASONABLE AND LOWER THAN THE LOWEST BID DOMESTIC PRODUCTS, THE SPENDING OFFICE MAY REQUEST, IN WRITING, A REEVALUATION AND REDUCTION IN THE LOWEST BID FOR SUCH DOMESTIC PRODUCTS. ALL VENDORS MUST INDICATE IN THEIR BID IF THEY ARE SUPPLYING FOREIGN ALUMINUM, GLASS OR STEEL.</p> <p>REV. 3/88</p> <p>EXHIBIT 9</p> <p>NOTICE FOR ISSUANCE &amp; ACKNOWLEDGEMENT OF CONSTRUCTION</p>						

SEE REVERSE SIDE FOR TERMS AND CONDITIONS

SIGNATURE <i>[Signature]</i>	TELEPHONE <b>770 7400284</b>	DATE <b>19 SEP 11</b>
TITLE <b>ESTIMATOR</b>	FEIN <b>41-1522172</b>	ADDRESS CHANGES TO BE NOTED ABOVE

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LINE	QUANTITY	UOP	CAT. NO.	ITEM NUMBER	UNIT PRICE	AMOUNT
<p><b>PROJECT ADDENDA</b></p> <p>THE ARCHITECT/ENGINEER AND/OR AGENCY SHALL BE REQUIRED TO ABIDE BY THE FOLLOWING SCHEDULE IN ISSUING CONSTRUCTION PROJECT ADDENDA FOR STATE AGENCIES:</p> <p>(1) THE ARCHITECT/ENGINEER SHALL PREPARE THE ADDENDUM AND A LIST OF ALL PARTIES THAT HAVE PROCURED DRAWINGS AND SPECIFICATIONS FOR THE PROJECT. THE ADDENDUM AND LIST SHALL BE FORWARDED TO THE BUYER IN THE STATE PURCHASING DIVISION. THE ARCHITECT/ENGINEER SHALL ALSO SEND A COPY OF THE ADDENDUM TO THE STATE AGENCY FOR WHICH THE CONTRACT IS ISSUED.</p> <p>(2) THE BUYER SHALL SEND THE ADDENDUM TO ALL INTERESTED PARTIES AND, IF NECESSARY, EXTEND THE BID OPENING DATE. ANY ADDENDUM SHOULD BE RECEIVED BY THE BUYER WITHIN FOURTEEN (14) DAYS PRIOR TO THE BID OPENING DATE.</p> <p>(3) ALL ADDENDA SHOULD BE FORMALLY ACKNOWLEDGED BY ALL BIDDERS AND SUBMITTED TO THE STATE PURCHASING DIVISION. THE SAME RULES AND REGULATIONS THAT APPLY TO THE ORIGINAL BIDDING DOCUMENT SHALL ALSO APPLY TO AN ADDENDUM DOCUMENT. THE ONLY EXCEPTION MAY BE FOR AN ADDENDUM THAT IS ISSUED FOR THE SOLE PURPOSE OF CHANGING A BID OPENING TIME AND/OR DATE.</p> <p>REV. 11/96</p> <p>EXHIBIT 10</p> <p>ADDENDUM ACKNOWLEDGEMENT</p>						

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SIGNATURE	TELEPHONE	DATE
<i>[Signature]</i>	770 740 0284	1952711
TITLE	FEIN	ADDRESS CHANGES TO BE NOTED ABOVE
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<p>I HEREBY ACKNOWLEDGE RECEIPT OF THE FOLLOWING CHECKED ADDENDUM(S) AND HAVE MADE THE NECESSARY REVISIONS TO MY PROPOSAL, PLANS AND/OR SPECIFICATION, ETC.</p> <p>ADDENDUM NOS.:</p> <p>NO. 1      .. <i>NONE</i> .....</p> <p>NO. 2      .....</p> <p>NO. 3      .....</p> <p>NO. 4      .....</p> <p>NO. 5      .....</p> <p>I UNDERSTAND THAT FAILURE TO CONFIRM THE RECEIPT OF THE ADDENDUM(S) MAY BE CAUSE FOR REJECTION OF THE BIDS.</p> <p>VENDOR MUST CLEARLY UNDERSTAND THAT ANY VERBAL REPRESENTATION MADE OR ASSUMED TO BE MADE DURING ANY ORAL DISCUSSION HELD BETWEEN VENDOR'S REPRESENTATIVES AND ANY STATE PERSONNEL IS NOT BINDING. ONLY THE INFORMATION ISSUED IN WRITING AND ADDED TO THE SPECIFICATIONS BY AN OFFICIAL ADDENDUM IS BINDING.</p> <p><i>[Signature]</i> ..... SIGNATURE  <i>RAILWORKS TRACKSYSTEMS</i> ..... COMPANY  <i>9 SEP 11</i> ..... DATE</p> <p>REV. 11/96</p>						

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LINE	QUANTITY	UOP	CAT. NO.	ITEM NUMBER	UNIT PRICE	AMOUNT
				<b>CONTRACTORS LICENSE</b>		
				WEST VIRGINIA STATE CODE 21-11-2 REQUIRES THAT ALL PERSONS DESIRING TO PERFORM CONTRACTING WORK IN THIS STATE MUST BE LICENSED. THE WEST VIRGINIA CONTRACTORS LICENSING BOARD IS EMPOWERED TO ISSUE THE CONTRACTORS LICENSE. APPLICATIONS FOR A CONTRACTORS LICENSE MAY BE MADE BY CONTACTING THE WEST VIRGINIA DIVISION OF LABOR CAPITOL COMPLEX, BUILDING 3, ROOM 319, CHARLESTON, WV 25305. TELEPHONE: (304) 558-7890.		
				WEST VIRGINIA STATE CODE 21-11-11 REQUIRES ANY PROSPECTIVE BIDDER TO INCLUDE THE CONTRACTORS LICENSE NUMBER ON THEIR BID.		
				BIDDER TO COMPLETE:		
				CONTRACTORS NAME: .... <i>RAILWORKS TRACK SYSTEMS</i> .....		
				CONTRACTORS LICENSE NO.: .... <i>WV 034 059</i> .....		
				THE SUCCESSFUL BIDDER WILL BE REQUIRED TO FURNISH A COPY OF THEIR CONTRACTORS LICENSE PRIOR TO ISSUANCE OF A PURCHASE ORDER/CONTRACT		
				<b>APPLICABLE LAW</b>		
				THE WEST VIRGINIA STATE CODE, PURCHASING DIVISION RULES AND REGULATIONS, AND THE INFORMATION PROVIDED IN THE "REQUEST FOR QUOTATION" ISSUED BY THE PURCHASING DIVISION IS THE SOLE AUTHORITY GOVERNING THIS PROCUREMENT.		
				ANY INFORMATION PROVIDED IN SPECIFICATION MANUALS, OR ANY OTHER SOURCE, VERBAL OR WRITTEN, WHICH CONTRADICTS OR ALTERS THE INFORMATION PROVIDED FROM THE SOURCES AS		

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	<p>DESCRIBED IN THE ABOVE PARAGRAPH IS VOID AND OF NO EFFECT.</p> <p>BANKRUPTCY: IN THE EVENT THE VENDOR/CONTRACTOR FILES FOR BANKRUPTCY PROTECTION, THE STATE MAY DEEM THE CONTRACT NULL AND VOID, AND TERMINATE SUCH CONTRACT WITHOUT FURTHER ORDER.</p> <p>REV. 5/2009</p> <p style="text-align: center;"><b>NOTICE</b></p> <p>A SIGNED BID MUST BE SUBMITTED TO:</p> <p style="margin-left: 40px;">DEPARTMENT OF ADMINISTRATION          PURCHASING DIVISION          BUILDING 15          2019 WASHINGTON STREET, EAST          CHARLESTON, WV 25305-0130</p> <p>THE BID SHOULD CONTAIN THIS INFORMATION ON THE FACE OF THE ENVELOPE OR THE BID MAY NOT BE CONSIDERED:</p> <p>SEALED BID</p> <p>BUYER:      44</p> <p>REQ. NO.:      RMA12006</p> <p>BID OPENING DATE:      09/20/2011</p> <p>BID OPENING TIME:      1:30 PM</p> <p>PLEASE PROVIDE A FAX NUMBER IN CASE IT IS NECESSARY</p>					

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<p>TO CONTACT YOU REGARDING YOUR BID:</p> <p style="text-align: center;">----- <i>770 740 0284</i> -----</p> <p>PLEASE PRINT OR TYPE NAME OF PERSON TO CONTACT CONCERNING THIS QUOTE:</p> <p style="text-align: center;">----- <i>Jim Moore</i> -----</p>						
***** THIS IS THE END OF RFQ RMA12006 ***** TOTAL:						<i>\$823,427</i>

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## RMA Cost Sheet

15

Line Item	Description	Unit Cost	Unit of Measure	Quantity	Extended Cost
	<b>Tie Replacement</b> <i>(including gaging of inserted tie)</i>				
1	Ties	\$ 100 <sup>00</sup>	per tie	5,500	\$ 550,000 <sup>00</sup>
2	Switch Ties:				
	9 foot	\$ 203 <sup>00</sup>	per tie	66	\$ 13,728 <sup>00</sup>
	10 foot	\$ 215 <sup>00</sup>	per tie	56	\$ 12,040 <sup>00</sup>
	11 foot	\$ 225 <sup>00</sup>	per tie	38	\$ 8,550 <sup>00</sup>
	12 foot	\$ 229 <sup>00</sup>	per tie	44	\$ 10,076 <sup>00</sup>
	13 foot	\$ 245 <sup>00</sup>	per tie	34	\$ 8,330 <sup>00</sup>
	14 foot	\$ 249 <sup>00</sup>	per tie	32	\$ 7,968 <sup>00</sup>
	15 foot	\$ 257 <sup>00</sup>	per tie	33	\$ 8,481 <sup>00</sup>
	16 foot	\$ 267 <sup>00</sup>	per tie	24	\$ 6,408 <sup>00</sup>
	17 foot	\$ 270 <sup>00</sup>	per tie	1	\$ 270 <sup>00</sup>
	<b>Additional Surfacing/Ballast Regulation</b>				
3	Additional Surfacing - Continuous MP 0-22	\$ 105	per track foot	116,160	\$ 121,968 <sup>00</sup>
				(22 miles)	
4	Additional Surfacing - Spot (Mainly Curves)	\$ 180	per track foot	10,560	\$ 19,008 <sup>00</sup>
				(2 miles)	
	<b>Replace Defective Rail</b>				
5	Replace Rail at MP 4.3 - Include welds	\$ 6000 <sup>00</sup>	per rail	1	\$ 6000 <sup>00</sup>
6	Replace Rail at MP 6.7 - Include welds	\$ 6000 <sup>00</sup>	per rail	1	\$ 6000 <sup>00</sup>
	<b>Panel Track Replacement - 8.8-8.9</b>				
7	Replace one complete side of Rail as described in RFQ - Including welds	\$ 9000 <sup>00</sup>	each	1	\$ 9,000 <sup>00</sup>
	<b>Ditching - MP 25.7</b>				
8	Drainage Ditch at JF Allen Crossing	\$ 7 <sup>00</sup>	per foot	300	\$ 2,100 <sup>00</sup>
	<b>Rail Joint Welding</b>				
9	Thermite Joint Welds	\$ 500 <sup>00</sup>	Per Weld	67	\$ 33,500 <sup>00</sup>
				<b>Total Bid:</b>	\$ 823,427 <sup>00</sup>

**BID BOND**

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, RailWorks Track Systems, Inc.  
of 515 Staghorn Court, Alpharetta, GA 30004, as Principal, and Travelers Casualty and Surety Company  
of America of One Tower Square, Hartford, CT 06183, a corporation organized and existing under the laws of the State of CT  
CT with its principal office in the City of Hartford, as Surety, are held and firmly bound unto the State  
of West Virginia, as Oblige, in the penal sum of Five Percent of Amount Bid (\$ 5%) for the payment of which,  
well and truly to be made, we jointly and severally bind ourselves, our heirs, administrators, executors, successors and assigns.

The Condition of the above obligation is such that whereas the Principal has submitted to the Purchasing Section of the  
Department of Administration a certain bid or proposal, attached hereto and made a part hereof, to enter into a contract in writing for  
WWSRA WCR RMA 12006 Track Rehabilitation  
WCR

**NOW THEREFORE,**

- (a) If said bid shall be rejected, or
- (b) If said bid shall be accepted and the Principal shall enter into a contract in accordance with the bid or proposal attached  
hereto and shall furnish any other bonds and insurance required by the bid or proposal, and shall in all other respects perform the  
agreement created by the acceptance of said bid, then this obligation shall be null and void, otherwise this obligation shall remain in full  
force and effect. It is expressly understood and agreed that the liability of the Surety for any and all claims hereunder shall, in no event,  
exceed the penal amount of this obligation as herein stated.

The Surety, for the value received, hereby stipulates and agrees that the obligations of said Surety and its bond shall be in no  
way impaired or affected by any extension of the time within which the Oblige may accept such bid, and said Surety does hereby  
waive notice of any such extension.

IN WITNESS WHEREOF, Principal and Surety have hereunto set their hands and seals, and such of them as are corporations  
have caused their corporate seals to be affixed hereunto and these presents to be signed by their proper officers, this  
20th day of September, 20 11.



Surety Corporate Seal

RailWorks Track Systems, Inc.  
(Name of Principal)

By [Signature]  
(Must be President or Vice President)

VPO  
(Title)

Travelers Casualty and Surety Company of America  
(Name of Surety)

[Signature]  
Stacy Rivera Attorney-in-Fact

**IMPORTANT** – Surety executing bonds must be licensed in West Virginia to transact surety insurance. Raised corporate seals must be affixed, a power of attorney must be attached.



POWER OF ATTORNEY

Farmington Casualty Company
Fidelity and Guaranty Insurance Company
Fidelity and Guaranty Insurance Underwriters, Inc.
St. Paul Fire and Marine Insurance Company
St. Paul Guardian Insurance Company

St. Paul Mercury Insurance Company
Travelers Casualty and Surety Company
Travelers Casualty and Surety Company of America
United States Fidelity and Guaranty Company

Attorney-In Fact No. 222507

Certificate No. 004357776

KNOW ALL MEN BY THESE PRESENTS: That St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company and St. Paul Mercury Insurance Company are corporations duly organized under the laws of the State of Minnesota, that Farmington Casualty Company, Travelers Casualty and Surety Company, and Travelers Casualty and Surety Company of America are corporations duly organized under the laws of the State of Connecticut, that United States Fidelity and Guaranty Company is a corporation duly organized under the laws of the State of Maryland, that Fidelity and Guaranty Insurance Company is a corporation duly organized under the laws of the State of Iowa, and that Fidelity and Guaranty Insurance Underwriters, Inc., is a corporation duly organized under the laws of the State of Wisconsin (herein collectively called the "Companies"), and that the Companies do hereby make, constitute and appoint

Jeannette Porrini, and Stacy Rivera

of the City of Hartford, State of Connecticut, their true and lawful Attorney(s)-in-Fact, each in their separate capacity if more than one is named above, to sign, execute, seal and acknowledge any and all bonds, recognizances, conditional undertakings and other writings obligatory in the nature thereof on behalf of the Companies in their business of guaranteeing the fidelity of persons, guaranteeing the performance of contracts and executing or guaranteeing bonds and undertakings required or permitted in any actions or proceedings allowed by law.

IN WITNESS WHEREOF, the Companies have caused this instrument to be signed and their corporate seals to be hereto affixed, this 17th day of June, 2011.

Farmington Casualty Company
Fidelity and Guaranty Insurance Company
Fidelity and Guaranty Insurance Underwriters, Inc.
St. Paul Fire and Marine Insurance Company
St. Paul Guardian Insurance Company

St. Paul Mercury Insurance Company
Travelers Casualty and Surety Company
Travelers Casualty and Surety Company of America
United States Fidelity and Guaranty Company



State of Connecticut
City of Hartford ss.

By: [Signature]
George W. Thompson, Senior Vice President

On this the 17th day of June, 2011, before me personally appeared George W. Thompson, who acknowledged himself to be the Senior Vice President of Farmington Casualty Company, Fidelity and Guaranty Insurance Company, Fidelity and Guaranty Insurance Underwriters, Inc., St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company, St. Paul Mercury Insurance Company, Travelers Casualty and Surety Company, Travelers Casualty and Surety Company of America, and United States Fidelity and Guaranty Company, and that he, as such, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing on behalf of the corporations by himself as a duly authorized officer.

In Witness Whereof, I hereunto set my hand and official seal.
My Commission expires the 30th day of June, 2016.



[Signature]
Marie C. Tetreault, Notary Public

This Power of Attorney is granted under and by the authority of the following resolutions adopted by the Boards of Directors of Farmington Casualty Company, Fidelity and Guaranty Insurance Company, Fidelity and Guaranty Insurance Underwriters, Inc., St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company, St. Paul Mercury Insurance Company, Travelers Casualty and Surety Company, Travelers Casualty and Surety Company of America, and United States Fidelity and Guaranty Company, which resolutions are now in full force and effect, reading as follows:

**RESOLVED**, that the Chairman, the President, any Vice Chairman, any Executive Vice President, any Senior Vice President, any Vice President, any Second Vice President, the Treasurer, any Assistant Treasurer, the Corporate Secretary or any Assistant Secretary may appoint Attorneys-in-Fact and Agents to act for and on behalf of the Company and may give such appointee such authority as his or her certificate of authority may prescribe to sign with the Company's name and seal with the Company's seal bonds, recognizances, contracts of indemnity, and other writings obligatory in the nature of a bond, recognizance, or conditional undertaking, and any of said officers or the Board of Directors at any time may remove any such appointee and revoke the power given him or her; and it is

**FURTHER RESOLVED**, that the Chairman, the President, any Vice Chairman, any Executive Vice President, any Senior Vice President or any Vice President may delegate all or any part of the foregoing authority to one or more officers or employees of this Company, provided that each such delegation is in writing and a copy thereof is filed in the office of the Secretary; and it is

**FURTHER RESOLVED**, that any bond, recognizance, contract of indemnity, or writing obligatory in the nature of a bond, recognizance, or conditional undertaking shall be valid and binding upon the Company when (a) signed by the President, any Vice Chairman, any Executive Vice President, any Senior Vice President or any Vice President, any Second Vice President, the Treasurer, any Assistant Treasurer, the Corporate Secretary or any Assistant Secretary and duly attested and sealed with the Company's seal by a Secretary or Assistant Secretary; or (b) duly executed (under seal, if required) by one or more Attorneys-in-Fact and Agents pursuant to the power prescribed in his or her certificate or their certificates of authority or by one or more Company officers pursuant to a written delegation of authority; and it is

**FURTHER RESOLVED**, that the signature of each of the following officers: President, any Executive Vice President, any Senior Vice President, any Vice President, any Assistant Vice President, any Secretary, any Assistant Secretary, and the seal of the Company may be affixed by facsimile to any Power of Attorney or to any certificate relating thereto appointing Resident Vice Presidents, Resident Assistant Secretaries or Attorneys-in-Fact for purposes only of executing and attesting bonds and undertakings and other writings obligatory in the nature thereof, and any such Power of Attorney or certificate bearing such facsimile signature or facsimile seal shall be valid and binding upon the Company and any such power so executed and certified by such facsimile signature and facsimile seal shall be valid and binding on the Company in the future with respect to any bond or understanding to which it is attached.

I, Kevin E. Hughes, the undersigned, Assistant Secretary, of Farmington Casualty Company, Fidelity and Guaranty Insurance Company, Fidelity and Guaranty Insurance Underwriters, Inc., St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company, St. Paul Mercury Insurance Company, Travelers Casualty and Surety Company, Travelers Casualty and Surety Company of America, and United States Fidelity and Guaranty Company do hereby certify that the above and foregoing is a true and correct copy of the Power of Attorney executed by said Companies, which is in full force and effect and has not been revoked.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seals of said Companies this 20th day of September, 20 11.

  
Kevin E. Hughes, Assistant Secretary



To verify the authenticity of this Power of Attorney, call 1-800-421-3880 or contact us at [www.travelersbond.com](http://www.travelersbond.com). Please refer to the Attorney-In-Fact number, the above-named individuals and the details of the bond to which the power is attached.