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SUPERIOR COURT FOR THE STATE OF WASHINGTON  
IN AND FOR THE COUNTY OF KING

ARTHUR LANE, JOHN ALLERTON  
AND KENNETH GOROHOFF,  
individually and on behalf of the class of all  
persons similarly situated,

Plaintiffs,

vs.

PORT OF SEATTLE; KING COUNTY;  
BNSF RAILWAY COMPANY; GNP RLY,  
INC.; and CITY OF REDMOND,

Defendants.

Case No. 10-2-25591-5

DECLARATION OF GAEL  
TARLETON

**NOTED FOR:**  
**Friday, November 18, 2011 at 9:00 a.m.**

I, Gael Tarleton, declare as follows:

1. I am a Commissioner with the Port of Seattle ("Port"), a defendant in the above captioned matter. I am over age 18 and competent to be a witness. I am making this declaration based on facts within my own personal knowledge.

**PERSONAL BACKGROUND**

2. I am one of five Commissioners for the Port. I was elected as a Commissioner in 2007 and have served continuously since then. I was Commission Vice-President for two years, and have chaired several Commission committees.

DECLARATION OF GAEL TARLETON - 1

1           3.       In 1981, I earned a B.S. from Georgetown University's School of Foreign  
2 Service in Washington, D.C. In 1983, I obtained a Master's degree in Government and  
3 National Security Studies, also from Georgetown University in Washington D.C. (while  
4 working full-time at the Defense Intelligence Agency).

5           4.       From 1981 to 1990, I worked as a defense analyst for the Defense Intelligence  
6 Agency, which is part of the United States Defense Department in Washington D.C. Between  
7 1990 and 2002, I was a Vice President for International Programs at Science Applications  
8 International Corporation ("SAIC"). SAIC is a Fortune 300 company providing scientific,  
9 engineering, systems integration, and technical services and products to the United States  
10 military, the Department of Defense, the intelligence community, the Department of Homeland  
11 Security, and other United States federal and state civilian agencies. From 2002 to 2003, I  
12 worked as the director of Eurasian policy studies at The National Bureau of Asian Research, a  
13 policy think tank in Seattle, WA. From 2004 to the present, I have worked at the University of  
14 Washington. At present, I am a part-time research advisor for the Institute for National  
15 Security Education and Research ("INSER") at the University of Washington. INSER is a  
16 forum for independent research in the areas of public safety and national security issues.

17           5.       I also serve on the Tri-County Regional Executive Policy Committee,  
18 supporting emergency response and recovery governance and communications plans in the  
19 Puget Sound area. I have been a keynote speaker for port and maritime security conferences  
20 sponsored by the Department of Homeland Security in Seattle and Washington, D.C. I also am  
21 a volunteer Board member for the Southwest King County Economic Development Initiative;  
22 the Lower Duwamish Transportation Management Association; and the Foundation for  
23 Russian-American Economic Cooperation.

24           6.       As a Commissioner from 2007 to the present, I was involved in the Port's  
25 efforts to acquire the Eastside Rail Corridor (also referred to as the "ERC," "Corridor," or the

1 “Woodinville Subdivision”). As explained below, I personally participated in eleven  
2 Commission meetings in which acquisition of the ERC was discussed. Throughout the  
3 process, I consulted with and was advised by the Port’s Chief Executive Officer, Tay  
4 Yoshitani, about the negotiations between the Port, King County, and the seller, Burlington  
5 Northern Santa Fe (“BNSF”). I have direct knowledge about the reasons for the Port’s  
6 acquisition of the ERC.

7 **RESOLUTION 3639**

8 7. Resolution 3639, which authorized and ratified acquisition of that portion of the  
9 ERC located in Snohomish County (“the Resolution”), was passed by the Port of Seattle on  
10 August 3, 2010. A true and correct copy of the Port’s Resolution is attached as Exhibit 1 to  
11 my declaration. I voted in favor of the Resolution.

12 8. I understand that plaintiffs allege that the Resolution was passed without any  
13 consideration of the factual or legal issues involved, and that the Port Commission had no basis  
14 for its conclusion that the northern portion of the Corridor was reasonably necessary to link rail  
15 services, equipment and facilities within the Port to an interstate railroad system. I disagree  
16 with those assertions.

17 9. It cannot be reasonably disputed (and is demonstrated on maps of the ERC) that  
18 the part of the ERC in King County is connected to the interstate railroad system by the  
19 northern part of the ERC located in Snohomish County. The Snohomish County part of the  
20 ERC is, in fact, required to connect the line within the Port’s district to the interstate rail  
21 system. When I voted for Resolution 3639, I knew of the route and other characteristics of the  
22 ERC, and was well aware of the need to acquire the portion of the ERC within Snohomish  
23 County to connect the portions in King County to the interstate rail system.

24 **THE COMMISSION’S DELIBERATIONS ABOUT THE ERC**

1           10.     Between 2007 when I was elected to the Port Commission, and the end of 2009,  
2 the Port actively discussed and deliberated in public meetings the acquisition of the ERC. As a  
3 Commissioner, I engage in daily discussions with constituents, Port staff, other  
4 Commissioners, and other elected representatives (such as representatives from King County)  
5 regarding a wide variety of issues. Not infrequently, those discussions have involved the  
6 Port's acquisition of the ERC, including its physical layout, existing use for freight operations,  
7 and potential future uses.

8           11.     The Port's acquisition of the ERC was raised in no less than fourteen separate  
9 public Port Commission meetings in addition to the August 3, 2010 meeting at which  
10 Resolution 3639 was adopted. I participated in eleven of these meetings including meetings  
11 that occurred in 2008 (February 12, April 8, April 22, May 6, May 12, June 10, October 28)  
12 and 2009 (February 10, July 7, October 13, December 15). Those meetings included many  
13 discussions and/or briefings about the ERC's characteristics; current and potential future uses  
14 of the ERC; the continued use of the northern portion of the ERC as an active freight rail line  
15 connected to the interstate railroad system; and other subjects that supported my determination  
16 that the Port's acquisition of the Corridor in its entirety was reasonably necessary. True and  
17 correct copies of the meeting minutes are attached as Exhibits 2 through 15.

18           12.     In particular, when I voted in favor of Resolution 3639, I was personally aware  
19 that the northern portion of the ERC that is the subject of the plaintiffs' challenge, with the  
20 exception of the Redmond Spur, is currently used as an active freight corridor serving several  
21 businesses in King County. I understand that those businesses receive freight through the ERC  
22 from a variety of locations throughout the United States and Canada. Those businesses would  
23 not be able to receive freight by rail from the interstate railroad system but for the ERC,  
24 including the portion in Snohomish County.

25

1           13.     Based on my education, employment history, and experience, I consider myself  
2 to have particular expertise in national security issues, including issues relating to critical  
3 transportation infrastructure and networks. I analyzed such networks as a defense intelligence  
4 analyst. That experience has given me the background to make reasoned decisions about the  
5 necessity of particular transportation corridors for freight and transportation purposes, and to  
6 assess the relative importance of those corridors to a particular region.

7           14.     I view the regional and national rail systems as an integrated network for both  
8 current and future uses, whether for the movement of freight, passengers, or for national  
9 security purposes. There is no question in my mind that the entire ERC, including that portion  
10 in Snohomish County, is critical to the region's and nation's transportation infrastructure.

11           15.     I understand that plaintiffs have offered a narrow view of the Port's role and  
12 have suggested that the Port was authorized to acquire the ERC only if it was to facilitate  
13 intermodal movement of cargo to and from the harbor and airport, or the movement of  
14 passengers to and from the port or airport. But the Port is vested with the broader  
15 responsibility to foster economic development in the region, among other things. This is  
16 reflected in the Port's 2009 mission statement, which provides that the Port's mission is to  
17 advance trade and commerce, and stimulate industrial growth and economic development. In  
18 my opinion, the acquisition of the ERC is consistent with this mission.

19           16.     The Port's acquisition of the ERC, including that portion within Snohomish  
20 County, will enhance the Port's ability to compete against other ports in the future. The Port  
21 must consider its ongoing competitive strength relative to other ports along the West Coast of  
22 the United States and Canada, making strategic investments and decisions to maintain or  
23 improve that competitive strength. Every decision the Port makes today to improve freight  
24 mobility increases the Port's ability to adapt to changes in patterns of global trade and  
25 commerce. The Port's acquisition of the ERC is an example of the type of strategic investment

1 that the Port must make to ensure the Port remains competitive. For instance, the Port's  
2 acquisition of the ERC improves the resiliency of the region's transportation system by  
3 providing alternative freight routes and enhancing existing capacity. It also improves the  
4 Port's ability to accommodate shifts in global trade.

5 17. The Port's acquisition of the ERC also creates the potential for developing a  
6 passenger rail system. If the Corridor were used for such a system, this would take pressure  
7 off other transportation corridors, such as I-5 or I-405, for passenger transportation. It would  
8 also take pressure off of BNSF's mainline as passenger rail route. Because virtually  
9 everything the Port does involves the movement of people and goods, the Port's acquisition of  
10 the ERC to improve its ability to accommodate the future movement of people and goods –  
11 including that part outside of the County – was a prudent investment for the future.

#### 12 RESPONSE TO PSRC STUDY

13 18. I understand that plaintiffs rely heavily on a report prepared about five years  
14 ago by an advisory committee of the Puget Sound Regional Council ("PSRC"), stating that the  
15 ERC was not a strategic rail corridor. I understand that they assert that I have "completely  
16 forgotten the aspect of that study most critical to [my] vote – the PSRC's conclusion that the  
17 Corridor was not a strategic freight rail corridor that could be used to back up the Mainline."  
18 That assertion is inaccurate.

19 19. I have not "forgotten" the PSRC report or its conclusions. To the contrary, I  
20 testified that I had reviewed the PSRC study in 2008, and again shortly before my deposition.  
21 I was aware of the PSRC advisory committee study at the time I voted in favor of Resolution  
22 3639.

23 20. But I was not bound by the reasoning of an advisory committee of the PSRC.  
24 My decisions as a Port Commissioner about how to allocate Port resources in light of the Port's  
25 authority and responsibilities are more complex and differ from the purpose of the advisory

1 committee. As a Port Commissioner, I am influenced by the need for long-range planning; the  
2 importance of flexibility and resilience in County-wide transportation planning; maintaining  
3 the Port's long-term competitiveness; and creating connections to the interstate rail system to  
4 encourage and support economic growth. Those factors, among others, influenced my decision  
5 that the Port's acquisition of the ERC was appropriate.

6 **PASSAGE OF THE COMMISSION RESOLUTION**

7 21. I understand that plaintiffs have criticized Resolution 3639 on the basis that it  
8 was passed after the Port decided to acquire the ERC. At the time the Commission considered  
9 the Resolution, it already had engaged in years of discussions and deliberations about the ERC.

10 22. In light of this history, I understood that Resolution 3639 was a procedural step  
11 for completing the ERC acquisition transaction. The Resolution's conclusion, that the  
12 acquisition of the northern portion was necessary to connect rail facilities within the Port  
13 district to the interstate rail system, was one that I had reached much earlier. The fact that I did  
14 not have particular information in front of me at the time I voted for adoption of the Resolution  
15 is irrelevant, since I had the relevant information in mind as a result of the deliberations that I  
16 had been involved in since 2007 relating to the ERC, as well as my own personal knowledge  
17 based on my education, background, and experience.

18 I declare under penalty of perjury under the laws of the State of Washington that the  
19 foregoing is true and correct.

20 DATED this 10 day of October, 2011, in Seattle, Washington.

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Gael Tarleton